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

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED September 27, 2026

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

COMMISSION FILE NUMBER: 001-40951



PORTILLO'S INC.

(Exact name of registrant as specified in its charter)

Delaware	**87-1104304**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2001 Spring Road, Suite 400, Oak Brook, Illinois 60523

(Address of principal executive offices)

(630) 954-3773

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	**Trading Symbol**	**Name of each exchange on which registered**
Class A common stock, $0.01 par value per share	PTLO	Nasdaq Global Select Market

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

As of October 29, 2026, there were 72,766,838 shares of the registrant's Class A common stock, par value $0.01 per share, and 3,424,546 shares of the registrant's Class B common stock, par value $0.00001 per share, issued and outstanding.

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Cautionary Note Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q ("Form 10-Q") contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), which are subject to known and unknown risks, uncertainties and other important factors that may cause actual results to be materially different from the statements made herein. All statements other than statements of historical fact are forward-looking statements. Many of the forward-looking statements are located in Part I, Item 2 of this Form 10-Q under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements discuss our current expectations and projections relating to our financial position, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "future," "outlook," "potential," "project," "projection," "plan," "intend," "seek," "may," "could," "would," "will," "should," "can," "can have," "likely," the negatives thereof and other similar expressions.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that we may not predict. As a result, our actual results may differ materially from those contemplated by the forward-looking statements, and you should not unduly rely on these statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include regional, national or global political, economic, business, competitive, market and regulatory conditions and the following:

- risks related to or arising from our organizational structure;
- risks of food-borne illness and food safety and other health concerns about our food;
- risks relating to the economy and financial markets, including in relation to trade and tax policy changes and other macroeconomic uncertainty, including inflation, fluctuating interest rates, stock market volatility, recession concerns, and other factors;
- risks associated with onboarding new members of management, including the Chief Executive Officer and Chief Financial Officer, the recently announced departure of the Chief People Officer and the related transitions;
- the impact of unionization activities of our Team Members on our reputation, operations and profitability;
- risks associated with our reliance on certain information technology systems, and potential failures or interruptions;
- risks associated with data, privacy, cyber security and the use and implementation of information technology systems, including our digital ordering and payment platforms for our delivery business;
- risks associated with increased adoption, implementation and use of artificial intelligence ("AI") technologies across our business;
- the impact of competition, including from our competitors in the restaurant industry or our own restaurants;
- the increasingly competitive labor market and our ability to attract and retain the best talent and qualified employees;
- the impact of federal, state or local government regulations relating to privacy, data protection, advertising and consumer protection, building and zoning requirements, labor and employment matters, costs of or ability to open new restaurants, or the sale of food and alcoholic beverages;
- inability to achieve our growth strategy, including as a result of, among other things, the availability of suitable new restaurant sites in existing and new markets and opening of new restaurants at the anticipated rate and on the anticipated timeline and cost structure;
- the impact of consumer sentiment and other economic factors on our sales;
- fluctuation in food and other operating costs, tariffs and import taxes, and supply shortages;
- our ability to execute and achieve the expected benefits of our actions to focus on operational priorities, including our brand strategy and cost-saving initiatives; and
- other risks identified in our filings with the Securities and Exchange Commission (the “SEC").

All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this Form 10-Q in the context of the risks and uncertainties disclosed in our Annual Report on Form 10-K for the fiscal year ended December 28, 2025 filed with the SEC on February 24, 2026, and subsequent filings with the SEC, which are available on the SEC's website at www.sec.gov.

The forward-looking statements included in this Form 10-Q are made only as of the date hereof. The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

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PORTILLO'S INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(In thousands, except share and per share data)

	September 27, 2026	December 28, 2025
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents and restricted cash	$ 24,847	$ 19,963
Accounts and tenant improvement receivables	8,738	16,502
Inventories	10,855	8,207
Prepaid expenses and other	5,666	6,844
Total current assets	50,106	51,516
Property and equipment, net	431,575	420,263
Operating lease assets	275,318	261,086
Goodwill	394,298	394,298
Trade names	221,725	221,725
Other intangible assets, net	21,360	23,391
Equity-method investment	15,750	15,696
Deferred tax assets	207,908	211,267
Other assets	6,491	7,292
Total other assets	867,532	873,669
TOTAL ASSETS	$ 1,624,531	$ 1,606,534
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 35,922	$ 43,210
Current portion of long-term debt	7,813	6,250
Current portion of Tax Receivable Agreement liability	2,348	7,910
Short-term debt	85,000	90,000
Deferred revenue	4,437	7,472
Short-term operating lease liabilities	8,163	6,878
Accrued expenses	39,586	32,236
Total current liabilities	183,269	193,956
LONG-TERM LIABILITIES:		
Long-term debt, net of current portion	232,237	237,977
Tax Receivable Agreement liability	340,840	344,524
Long-term operating lease liabilities	347,616	329,190
Other long-term liabilities	3,202	3,614
Total long-term liabilities	923,895	915,305
Total liabilities	1,107,164	1,109,261
COMMITMENTS AND CONTINGENCIES (NOTE 13)		
STOCKHOLDERS' EQUITY:		
Preferred stock, $0.01 par value per share, 10,000,000 shares authorized, none issued or outstanding	—	—
Class A common stock, $0.01 par value per share, 380,000,000 shares authorized, and 72,577,166 and 71,971,736 shares issued and outstanding at September 27, 2026 and December 28, 2025, respectively.	726	720
Class B common stock, $0.00001 par value per share, 50,000,000 shares authorized, and 3,424,546 and 3,442,335 shares issued and outstanding at September 27, 2026 and December 28, 2025, respectively.	—	—
Additional paid-in capital	412,647	404,603
Retained earnings	73,521	62,474
Total stockholders' equity attributable to Portillo's Inc.	486,894	467,797
Non-controlling interest	30,473	29,476
Total stockholders' equity	517,367	497,273
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,624,531	$ 1,606,534

See accompanying notes to unaudited condensed consolidated financial statements.

PORTILLO'S INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(In thousands, except share and per share data)

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	**September 28, 2025**	**September 27, 2026**	**September 28, 2025**
REVENUES, NET	$ 194,074	$ 181,428	$ 575,651	$ 546,321
COST AND EXPENSES:				
Restaurant operating expenses:				
Food, beverage and packaging costs	66,831	62,619	199,696	187,471
Labor	50,447	48,263	150,736	143,471
Occupancy	11,670	10,524	34,546	30,511
Other operating expenses	25,039	23,331	72,495	67,040
Total restaurant operating expenses	153,987	144,737	457,473	428,493
General and administrative expenses	19,754	20,025	59,676	57,726
Pre-opening expenses	614	3,260	4,102	5,465
Depreciation and amortization	8,338	7,312	24,528	21,489
Net income attributable to equity method investment	(393)	(452)	(1,003)	(998)
Other (income) loss, net	(5)	1,112	828	800
OPERATING INCOME	11,779	5,434	30,047	33,346
Interest expense	5,512	5,664	16,811	17,139
Interest income	(77)	(118)	(187)	(268)
Tax Receivable Agreement liability adjustment	(209)	353	(1,381)	(2,132)
INCOME (LOSS) BEFORE INCOME TAXES	6,553	(465)	14,804	18,607
Income tax expense (benefit)	1,797	(1,247)	3,402	3,792
NET INCOME	4,756	782	11,402	14,815
Net income (loss) attributable to non-controlling interests	251	(432)	355	1,584
NET INCOME ATTRIBUTABLE TO PORTILLO'S INC.	$ 4,505	$ 1,214	$ 11,047	$ 13,231
Net income per common share attributable to Portillo's Inc.:				
Basic	$ 0.06	$ 0.02	$ 0.15	$ 0.20
Diluted	$ 0.06	$ 0.02	$ 0.15	$ 0.19
Weighted-average common shares outstanding:				
Basic	72,535,289	71,908,534	72,330,585	67,780,566
Diluted	73,433,125	73,973,710	73,087,690	70,131,466

See accompanying notes to unaudited condensed consolidated financial statements.

PORTILLO'S INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)
(In thousands, except share data)

Quarter Ended September 27, 2026 and September 28, 2025

	Class A Common Stock		Class B Common Stock					
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Non-Controlling Interest	Total Stockholders' Equity
Balance at June 29, 2025	71,890,168	$ 719	3,442,335	$ —	$ 403,068	$ 55,146	$ 28,864	$ 487,797
Net income (loss)	—	—	—	—	—	1,214	(432)	782
Equity-based compensation	—	—	—	—	(173)	—	(147)	(320)
Activity under equity-based compensation plans	33,992	—	—	—	1	—	—	1
Non-controlling interest adjustment	—	—	—	—	(553)	—	553	—
Contributions from non-controlling interest holders	—	—	—	—	—	—	140	140
Balance at September 28, 2025	71,924,160	719	3,442,335	—	402,343	56,360	28,978	488,400
Balance at June 28, 2026	72,504,761	725	3,424,546	—	410,394	69,016	29,817	509,952
Net income	—	—	—	—	—	4,505	251	4,756
Equity-based compensation	—	—	—	—	2,169	—	102	2,271
Activity under equity-based compensation plans	72,405	1	—	—	72	—	—	73
Non-controlling interest adjustment	—	—	—	—	12	—	(12)	—
Contributions from non-controlling interest holders	—	—	—	—	—	—	315	315
Balance at September 27, 2026	72,577,166	$ 726	3,424,546	$ —	$ 412,647	$ 73,521	$ 30,473	$ 517,367

See accompanying notes to unaudited condensed consolidated financial statements.

PORTILLO'S INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)
(In thousands, except share data)

Three Quarters Ended September 27, 2026 and September 28, 2025

	Class A Common Stock		Class B Common Stock					
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Non-Controlling Interest	Total Stockholders' Equity
Balance at December 29, 2024	63,674,579	$ 637	10,732,800	$ —	$ 357,295	$ 43,129	$ 89,042	$ 490,103
Net income	—	—	—	—	—	13,231	1,584	14,815
Equity-based compensation	—	—	—	—	3,875	—	413	4,288
Activity under equity-based compensation plans	959,116	9	—	—	2,141	—	—	2,150
Redemption of LLC Units	7,290,465	73	(7,290,465)	—	(73)	—	—	—
Non-controlling interest adjustment	—	—	—	—	60,910	—	(60,910)	—
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	(1,291)	(1,291)
Contributions from non-controlling interests	—	—	—	—	—	—	140	140
Establishment of liabilities under Tax Receivable Agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(21,805)	—	—	(21,805)
Balance at September 28, 2025	71,924,160	719	3,442,335	—	402,343	56,360	28,978	488,400
Balance at December 28, 2025	71,971,736	720	3,442,335	—	404,603	62,474	29,476	497,273
Net income	—	—	—	—	—	11,047	355	11,402
Equity-based compensation	—	—	—	—	7,739	—	366	8,105
Activity under equity-based compensation plans	587,641	6	—	—	(36)	—	—	(30)
Redemption of LLC Units	17,789	—	(17,789)	—	—	—	—	—
Non-controlling interest adjustment	—	—	—	—	345	—	(345)	—
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	(376)	(376)
Establishment of liabilities under Tax Receivable Agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(4)	—	—	(4)
Contributions from non-controlling interests	—	—	—	—	—	—	997	997
Balance at September 27, 2026	72,577,166	$ 726	3,424,546	$ —	$ 412,647	$ 73,521	$ 30,473	$ 517,367

See accompanying notes to unaudited condensed consolidated financial statements.

PORTILLO'S INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In thousands)

	Three Quarters Ended	
	September 27, 2026	**September 28, 2025**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 11,402	$ 14,815
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	24,528	21,489
Amortization of debt issuance costs and discount	510	521
Loss on sales of assets	425	248
Equity-based compensation	8,105	4,288
Deferred income tax expense	3,402	3,792
Tax Receivable Agreement liability adjustment	(1,381)	(2,132)
Gift card breakage	(712)	(656)
Asset impairment	—	2,200
Changes in operating assets and liabilities:		
Accounts receivable	1,207	(123)
Receivables from related parties	(82)	(102)
Inventories	(2,648)	(1,310)
Other current assets	1,179	2,280
Operating lease assets	7,340	7,079
Accounts payable	(1,538)	(6,696)
Accrued expenses and other liabilities	4,990	2,004
Operating lease liabilities	(2,813)	(2,296)
Deferred lease incentives	7,509	2,186
Other assets and liabilities	400	1,154
NET CASH PROVIDED BY OPERATING ACTIVITIES	61,823	48,741
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(40,076)	(58,097)
Other	174	18
NET CASH USED IN INVESTING ACTIVITIES	(39,902)	(58,079)
CASH FLOWS FROM FINANCING ACTIVITIES:		
(Repayments) borrowings from short-term debt, net	(5,000)	52,000
Payments of long-term debt	(4,687)	(40,312)
Distributions paid to non-controlling interest holders	(376)	(1,291)
Proceeds from stock option exercises	434	2,727
Employee withholding taxes related to net settled equity awards	(760)	(984)
Proceeds from Employee Stock Purchase Plan purchases	268	365
Payments of Tax Receivable Agreement liability	(7,913)	(7,686)
Payment of deferred financing costs	—	(1,263)
Contributions from non-controlling interests	997	140
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(17,037)	3,696
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	4,884	(5,642)
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AT BEGINNING OF THE PERIOD	19,963	22,876
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AT END OF THE PERIOD	$ 24,847	$ 17,234

See accompanying notes to unaudited condensed consolidated financial statements.

PORTILLO'S INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In thousands)

	Three Quarters Ended	
	September 27, 2026	**September 28, 2025**
SUPPLEMENTAL CASH FLOW INFORMATION		
Interest paid	$ 16,546	$ 17,326
Income tax paid	—	—
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Accrued capital expenditures	$ 5,457	$ 23,375
Establishment of liabilities under Tax Receivable Agreement	47	38,485

See accompanying notes to unaudited condensed consolidated financial statements.

NOTE 1. DESCRIPTION OF BUSINESS

Portillo's Inc. ("Inc.") was incorporated as a Delaware corporation on June 8, 2021, for the purpose of completing an initial public offering ("IPO") and related reorganization transactions in order to carry on the business of PHD Group Holdings LLC and its subsidiaries ("Portillo's OpCo"). Portillo's Inc. is the sole managing member of Portillo's OpCo, and as sole managing member, Inc. operates and controls all of the business and affairs of Portillo's OpCo and reports a non-controlling interest representing the economic interest in Portillo's OpCo held by the other members of Portillo's OpCo (the "pre-IPO LLC Members"). Unless the context otherwise requires, references to "we," "us," "our," "Portillo's," and the "Company" refer to Portillo's Inc. and its subsidiaries, including Portillo's OpCo.

The Company operates restaurants in 11 states that serve Chicago-style hot dogs and sausages, Italian beef sandwiches, char-broiled burgers, chopped salads, crinkle-cut fries, homemade chocolate cake and more, along with two food production commissaries in Illinois. As of September 27, 2026, the Company had 108 restaurants in operation. The Company also had one non-traditional location in operation, a food truck.

The Company holds a 65% ownership interest in AP Dogs, LLC ("AP Dogs"), which operates a restaurant at Dallas-Fort Worth International Airport ("DFW Airport"). The Company has day-to-day operational and managerial control over the business and affairs of AP Dogs, and accordingly, consolidates the joint venture and reports a non-controlling interest representing the economic interest held by the other partner. This restaurant is included in the restaurant count above.

In addition, the Company has a 50% interest in C&O Chicago, L.L.C. ("C&O"), which operates a single restaurant. This restaurant is excluded from the restaurant count above.

The Company's principal executive offices are located in Oak Brook, Illinois.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company has prepared the accompanying unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments consisting of normal recurring adjustments necessary for a fair presentation of our financial position and results of operations. Interim results of operations are not necessarily indicative of the results that may be achieved for the full year. The financial statements and related notes do not include all information and footnotes required by GAAP for annual reports. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in our Annual Report on Form 10-K for the fiscal year ended December 28, 2025.

All intercompany balances and transactions have been eliminated in consolidation.

The Company does not have any components of other comprehensive income recorded within its condensed consolidated financial statements, and therefore, does not separately present a statement of comprehensive income.

Fiscal Year

The Company uses a 52- or 53-week fiscal year ending on the Sunday prior to or on December 31. In a 52-week fiscal year, each quarterly period is comprised of 13 weeks. An additional week in a 53-week fiscal year is added to the fourth quarter. Fiscal 2026 and 2025 consist of 52 weeks. The fiscal periods presented in this report are the quarters and three quarters ended September 27, 2026 and September 28, 2025.

Use of Estimates

The preparation of these condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of sales and expenses during the period. Actual results could differ from those estimates.

Recently Issued Accounting Standards

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. In January 2025, the FASB issued ASU 2025-01 "Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures-Clarifying the Effective Date", which amends the effective date of ASU 2024-03 to clarify that all public business entities are required to adopt the guidance in annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the effect of adopting this ASU.

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 updates the cost capitalization threshold for internal-use software development costs by removing all references to software project development stages and providing new guidance on how to evaluate whether the probable-to-complete recognition threshold has been met. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the effect of adopting this ASU.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270), which clarifies existing interim reporting guidance under U.S. GAAP. The ASU clarifies the scope and application of interim reporting requirements, the form and content of interim financial statements and disclosures, and consolidates required interim disclosures within Topic 270. The ASU also introduces a principle requiring disclosure of material events occurring after the annual reporting period but before the issuance of interim financial statements. The amendments do not change underlying interim reporting requirements but improve clarity and consistency. ASU 2025-11 is effective for fiscal years beginning after December 15, 2028, with early adoption permitted. The Company is currently evaluating the effect of adopting this ASU.

In December 2025, the FASB issued ASU 2025-12, Codification Improvements, which makes technical corrections and clarifications for a broad range of topics within the FASB Accounting Standards Codification to improve clarity and consistency in the application of existing guidance. The improvements are not expected to have a significant effect on current accounting practice or result in significant costs to most entities. ASU 2025-12 is effective for fiscal years beginning after December 15, 2026, with early adoption permitted. The Company is currently evaluating the effect of adopting this ASU.

Recently Adopted Accounting Standards

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740) Improvements to Income Tax Disclosures, which requires public entities to disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold on an annual basis. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company adopted this standard during the fiscal year ended December 28, 2025.

The Company reviewed all other recently issued accounting pronouncements and concluded that they were either not applicable or not expected to have a significant impact to its condensed consolidated financial statements.

NOTE 3. REVENUE RECOGNITION

Revenues from retail restaurants are presented net of discounts and recognized when food and beverage products are sold to the end customer. Sales taxes collected from customers are excluded from revenues and the obligation is included in accrued liabilities until the taxes are remitted to the appropriate taxing authorities. The Company also offers delivery services to customers which are generally classified as either Dispatch Sales or Marketplace Sales.

The Company sells gift cards which do not have expiration dates. The Company recognized gift card breakage of $0.1 million and $0.7 million for the quarter and three quarters ended September 27, 2026, respectively, and $0.2 million and $0.7 million for the quarter and three quarters ended September 28, 2025, respectively.

The gift card liability included in deferred revenue on the condensed consolidated balance sheets is as follows (in thousands):

	September 27, 2026	December 28, 2025
Gift card liability	$ 3,852	$ 6,965

Revenue recognized in the condensed consolidated statements of operations for the redemption of gift cards that were included in their respective gift card liability balances at the beginning of the year is as follows (in thousands):

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Revenue recognized from gift card liability balance at the beginning of the year	$ 576	$ 568	$ 3,546	$ 3,550

Portillo's Perks® ("Perks") is a visit-based loyalty program under which guests earn rewards based on qualified visits. The liability associated with Perks was $0.2 million as of both September 27, 2026 and December 28, 2025 and is included in deferred revenue on the condensed consolidated balance sheets.

NOTE 4. INVENTORIES

Inventories consisted of the following (in thousands):

	September 27, 2026	December 28, 2025
Raw materials	7,747	5,408
Work in progress	148	156
Finished goods	2,171	1,827
Consigned inventory	789	816
	10,855	8,207

NOTE 5. PROPERTY & EQUIPMENT, NET

Property and equipment, net consisted of the following (in thousands):

	September 27, 2026	December 28, 2025
Land and land improvements	28,477	26,944
Buildings and improvements	5,816	5,790
Furniture, fixtures, and equipment	210,570	195,341
Leasehold improvements	368,303	327,138
Transportation equipment	1,760	1,956
Construction-in-progress	9,357	34,384
	624,283	591,553
Less accumulated depreciation	(192,708)	(171,290)
	$ 431,575	$ 420,263

Depreciation expense was $7.6 million and $22.5 million for the quarter and three quarters ended September 27, 2026, respectively, and $6.6 million and $19.5 million for the quarter and three quarters ended September 28, 2025, respectively, and is included in depreciation and amortization in the condensed consolidated statements of operations.

NOTE 6. GOODWILL & INTANGIBLE ASSETS

The Company has one reporting unit for goodwill which is evaluated for impairment annually in the fourth quarter of each fiscal year, along with indefinite-lived intangibles, or more frequently when impairment indicators are present. There were no impairment indicators and no impairment charges were recognized during the quarter and three quarters ended September 27, 2026. During the quarter and three quarters ended September 28, 2025, the Company completed an interim quantitative impairment test of both goodwill and trade names. As a result, the Company recognized trade name impairment charges of $2.2 million related to its legacy Barnelli's trade name, a pasta concept available at nine co-branded restaurants. This impairment charge is included within other (income) loss, net in the condensed consolidated statements of operations.

Intangible assets, net consisted of the following (in thousands):

	As of September 27, 2026		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Indefinite-lived intangible assets:			
Trade names	$ 221,725	—	221,725
Intangible subject to amortization:			
Recipes	56,117	(34,757)	21,360
	277,842	(34,757)	243,085

	As of December 28, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Indefinite-lived intangible assets:			
Trade names	$ 221,725	—	221,725
Intangible subject to amortization:			
Recipes	56,117	(32,726)	23,391
	$ 277,842	$ (32,726)	$ 245,116

Amortization expense was $0.7 million for both the quarters ended September 27, 2026 and September 28, 2025 and $2.0 million for both the three quarters ended September 27, 2026 and September 28, 2025, and is included in depreciation and amortization in the condensed consolidated statements of operations.

The estimated aggregate amortization expense related to intangible assets held at September 27, 2026 for the remainder of this year and the succeeding five years and thereafter is as follows (in thousands):

	Estimated Amortization
2026 (excluding the three quarters ended September 27, 2026)	$ 677
2027	2,707
2028	2,707
2029	2,150
2030	1,369
2031	1,369
2032 and thereafter	10,381
	$ 21,360

NOTE 7. FAIR VALUE OF FINANCIAL INSTRUMENTS

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The carrying value of the Company's cash and cash equivalents and restricted cash, accounts and tenant improvement receivables, accounts payable and all other current assets and liabilities, approximate fair values due to the short-term nature of these financial instruments.

Other assets consist of long-term prepaid expenses and a deferred compensation plan with related assets held in a rabbi trust. Other long-term liabilities consist of a deferred gain on a supplier arrangement. Long-term prepaid expenses and other long-term liabilities approximate fair values due to the nature of these financial instruments.

Deferred Compensation Plan - The Company maintains a rabbi trust to fund obligations under a deferred compensation plan. Amounts in the rabbi trust are invested in mutual funds, which are designated as trading securities carried at fair value. The fair value measurement of these trading securities is considered Level 1 of the fair value hierarchy as they are measured using quoted market prices.

As of September 27, 2026 and December 28, 2025, the fair value of the mutual fund investments and deferred compensation obligations were as follows (in thousands):

	September 27, 2026	December 28, 2025
	Level 1	Level 1
Assets - Investments designated for deferred compensation plan		
Cash accounts	$ 762	$ 881
Mutual funds	1,992	2,219
Total assets	$ 2,754	$ 3,100

As of September 27, 2026 and December 28, 2025, we had no Level 2 or Level 3 assets.

The deferred compensation investments and obligations are included in other assets, accrued expenses and other long-term liabilities in the condensed consolidated balance sheets. Changes in the fair value of securities held in the rabbi trust are recognized as trading gains and losses and included in other income in the condensed consolidated statements of operations and offsetting increases or decreases in the deferred compensation obligation are recorded in accrued expenses and other long-term liabilities in the condensed consolidated balance sheets.

Refer to Note 8. Debt for additional information relating to the fair value of the Company's outstanding debt instruments.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Assets and liabilities that are measured at fair value on a non-recurring basis include property and equipment, net, operating lease assets, equity-method investment, goodwill and indefinite-lived intangible assets. These assets are measured at fair value whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. There were no impairment charges recognized during the quarter and three quarters ended September 27, 2026. During the quarter and three quarters ended September 28, 2025, the Company recognized trade name impairment charges of $2.2 million, included within other (income) loss, net in the condensed consolidated statements of operations.

NOTE 8. DEBT

Debt consisted of the following (in thousands):

	September 27, 2026	December 28, 2025
Term Loan	242,188	246,875
Revolver Facility	85,000	90,000
Unamortized discount and debt issuance costs	(2,138)	(2,648)
Total debt, net	325,050	334,227
Less: Short-term debt	(85,000)	(90,000)
Less: Current portion of long-term debt	(7,813)	(6,250)
Long term debt, net	232,237	237,977

2025 Credit Agreement

On January 27, 2025 (the “2025 Credit Agreement Closing Date”), PHD Intermediate LLC ("Holdings"), Portillo’s Holdings LLC (the "Borrower"), the other Guarantors party thereto, the Lenders from time to time party thereto and Fifth Third Bank, National Association, as Administrative Agent (in such capacities, the "Administrative Agent"), the L/C Issuer and the Swing Line Lender entered into an amendment (the “Amendment”) to the credit agreement, dated as of February 2, 2023 (the "Existing Credit Agreement" and the Existing Credit Agreement as amended by the Amendment and as may be amended, restated, supplemented or otherwise modified from time to time thereafter, the "2025 Credit Agreement"), by and among Holdings, the Borrower, the other Guarantors from time to time party thereto, the Lenders from time to time party thereto and the Administrative Agent. The arrangement was accounted for as a debt modification.

The Existing Credit Agreement provided for a term A loan (the "2023 Term Loan Facility") in an initial aggregate principal amount of $300.0 million and revolving credit commitments in an initial aggregate principal amount of $100.0 million (the "2023 Revolver Facility"). The Amendment provides for, among other things, (i) a $250 million term loan A facility (the "2025 Term Loan Facility") and (ii) revolving credit commitments in an initial aggregate principal amount of $150 million (the "2025 Revolver Facility" and, together with the 2025 Term Loan Facility, the "2025 Facilities"). The loans under each of the 2025 Facilities mature on January 27, 2030. The proceeds of the 2025 Term Loan Facility were used to pay off in full amounts outstanding under the 2023 Term Loan Facility outstanding on the 2025 Credit Agreement Closing Date.

The 2023 Term Loan Facility and 2023 Revolver Facility accrued, and the 2025 Term Loan and 2025 Revolver Facility accrue interest at the forward-looking secured overnight financing rate ("SOFR") plus an applicable rate determined upon the consolidated total net rent adjusted leverage ratio, in each case subject to a 0.00% floor.

As of September 27, 2026, the interest rate on the 2025 Term Loan Facility and 2025 Revolver Facility was 6.48% and 6.44%, respectively. Pursuant to the 2025 Credit Agreement, as of September 27, 2026, the commitment fees to maintain the 2025 Revolver Facility were 0.25%, and letter of credit fees were 2.75%. Commitment fees and letter of credit fees are recorded as interest expense in the condensed consolidated statements of operations. As of September 27, 2026, the effective interest rate was 6.53%.

As of September 28, 2025, the interest rate on the 2025 Term Loan and 2025 Revolver Facility was 6.55% and 6.57%, respectively. Pursuant to the 2025 Credit Agreement as of September 28, 2025, the commitment fees to maintain the 2025 Revolver Facility were 0.20% and letter of credit fees were 2.25%. As of September 28, 2025, the effective interest rate was 6.90%.

The 2025 Term Loan Facility amortizes in quarterly installments, which commenced on the last day of the first full fiscal quarter ended after the 2025 Credit Agreement Closing Date, equaling an aggregate amount of (i) $6.3 million for the first 2 years following the 2025 Credit Agreement Closing Date, (ii) $12.5 million for the third and fourth years following the 2025 Credit Agreement Closing Date and (iii) $25.0 million for the fifth year following the 2025 Credit Agreement Closing Date, with the balance payable on the final maturity date.

As of September 27, 2026, outstanding borrowings under the 2025 Credit Agreement totaled $327.2 million, comprised of $242.2 million under the 2025 Term Loan Facility, and $85.0 million under the 2025 Revolver Facility. Letters of credit issued under the 2025 Revolver Facility totaled $4.2 million. As a result, as of September 27, 2026, the Company had $60.8 million available under the 2025 Revolver Facility.

As of December 28, 2025, outstanding borrowings under the 2025 Credit Agreement totaled $336.9 million, comprised of $246.9 million under the 2025 Term Loan Facility, and $90.0 million under the 2025 Revolver Facility. Letters of credit issued under the 2025 Revolver Facility totaled $4.4 million. As a result, as of December 28, 2025, the Company had $55.6 million available under the 2025 Revolver Facility.

Discount, Debt Issuance Costs and Interest Expense

Pursuant to the 2025 Credit Agreement, the Company capitalized deferred financing costs and issuance discounts of $1.3 million. The remaining unamortized costs under the 2023 Credit Agreement were $2.0 million. The total deferred financing costs and issuance discounts of $3.3 million are amortized over the term of the 2025 Credit Agreement.

The Company amortized an immaterial amount of deferred financing costs during both the quarters ended September 27, 2026 and September 28, 2025, and $0.1 million for both the three quarters ended September 27, 2026 and September 28, 2025, which is included in interest expense in the condensed consolidated statements of operations. In addition, the Company amortized $0.1 million and $0.2 million in original issue discount related to the long-term debt during the quarters ended September 27, 2026 and September 28, 2025, respectively, and $0.4 million during both the three quarters ended September 27, 2026 and September 28, 2025, which is included in interest expense in the condensed consolidated statements of operations.

Total interest expense was $5.5 million and $16.8 million for the quarter and three quarters ended September 27, 2026, respectively, and $5.7 million and $17.1 million for the quarter and three quarters ended September 28, 2025, respectively.

Fair Value of Debt

As of September 27, 2026 and December 28, 2025, the fair value of long-term debt approximates the carrying value as it is variable rate debt. The fair value measurement of this debt is considered Level 2 of the fair value hierarchy as inputs to interest are observable, unadjusted quoted prices in active markets for similar assets or liabilities.

Guarantees and Covenants

The 2025 Credit Agreement contains customary representations and warranties, events of default, reporting and other affirmative covenants and negative covenants, including limitations on indebtedness, liens, investments, negative pledges, dividends, junior financings and other fundamental changes. The 2025 Facilities are guaranteed, subject to customary exceptions, by all of the Borrower’s wholly-owned domestic restricted subsidiaries and Holdings, and are secured by a lien on substantially all of the Borrower’s assets, including fixed assets and intangibles, and the assets of the Guarantors, in each case, subject to customary exceptions. Failure to comply with these covenants and restrictions could result in an event of default under the 2025 Credit Agreement. In such an event, all amounts outstanding under the 2025 Credit Agreement, together with any accrued interest, could then be declared immediately due and payable.

As of September 27, 2026, the Company was in compliance with the financial covenants in the 2025 Credit Agreement.

NOTE 9. NON-CONTROLLING INTERESTS

We are the sole managing member of Portillo's OpCo, and as a result, consolidate the financial results of Portillo's OpCo. We report a non-controlling interest to reflect the entitlement of the pre-IPO LLC Members who retained their equity ownership in Portillo's OpCo (the "pre-IPO LLC Members"). Changes in our ownership interest in Portillo's OpCo while we retain our controlling interest in Portillo's OpCo will be accounted for as equity transactions. As such, future redemptions or direct exchanges of LLC Units in Portillo's OpCo by the pre-IPO LLC members will result in a change in ownership and reduce the amount recorded as non-controlling interest and increase additional paid-in capital.

The following table summarizes the LLC interest ownership by Portillo's Inc. and pre-IPO LLC members:

	September 27, 2026		December 28, 2025	
	LLC Units	Ownership %	LLC Units	Ownership %
Portillo's Inc.	72,577,166	95.5 %	71,971,736	95.4 %
pre-IPO LLC Members	3,424,546	4.5 %	3,442,335	4.6 %
Total	76,001,712	100.0 %	75,414,071	100.0 %

The weighted average ownership percentages for the applicable reporting periods are used to attribute net income to Portillo's Inc. and the pre-IPO LLC Members. The pre-IPO LLC Members' weighted average ownership percentage for both the quarter and three quarters ended September 27, 2026 was 4.5%. The pre-IPO LLC Members' weighted average ownership percentage for the quarter and three quarters ended September 28, 2025 was 4.6% and 9.6%, respectively.

The following table summarizes the effects of changes in ownership in Portillo's OpCo on the Company's equity (in thousands):

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Net income attributable to Portillo's Inc.	$ 4,505	$ 1,214	$ 11,047	$ 13,231
Transfers from (to) non-controlling interests:				
Activity under equity-based compensation plans	72	1	(36)	2,141
Non-controlling interest adjustment	12	(553)	345	60,910
Redemption of LLC Units	—	—	—	(73)
Establishment of liabilities under Tax Receivable Agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	(4)	(21,805)
Total effect of changes in ownership interest on equity attributable to Portillo's Inc.	$ 4,589	$ 662	$ 11,352	$ 54,404

Additionally, the Company holds a 65% ownership interest in AP Dogs, which operates a restaurant in DFW Airport. During the quarter and three quarters ended September 27, 2026, $0.3 million and $1.0 million of contributions from non-controlling interests were received. During both the quarter and three quarters ended September 28, 2025, $0.1 million of contributions from non-controlling interests were received.

NOTE 10. EQUITY-BASED COMPENSATION

Equity-based compensation expense is calculated based on equity awards ultimately expected to vest and is reduced for estimated forfeitures. Forfeitures are revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates and an adjustment to equity-based compensation expense will be recognized at that time.

Equity-based compensation expense included in the Company's condensed consolidated statements of operations is as follows (in thousands):

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Labor	$ 504	$ 492	$ 1,441	$ 1,350
General and administrative [1]	1,767	(812)	6,664	2,938
Total equity-based compensation expense (benefit)	$ 2,271	$ (320)	$ 8,105	$ 4,288

[1] Equity-based compensation for the quarter and three quarters ended September 28, 2025 included a net credit of $2.6 million related to the departure of the Company's former Chief Executive Officer, effective September 21, 2025. The net credit reflects a $5.0 million reversal of previously recognized equity-based compensation expense, partially offset by a $2.4 million charge related to the modification of vested stock options.

Restricted Stock Units

During the three quarters ended September 27, 2026, the Company granted 2,148,207 RSUs, under the Portillo's Inc. 2021 Equity Incentive Plan (the "2021 Plan") to certain employees, including the Company's Chief Financial Officer and Treasurer, Kevin Kalicak, in connection with his appointment to that role. During the three quarters ended September 27, 2026, we also granted 303,688 RSUs to non-employee directors. The weighted average fair value of these awards was determined using the Company's closing stock price on the applicable grant dates, which was $5.29. The RSUs granted to employees will generally vest equally over periods ranging from one to three years on each of the anniversaries of the date of grant subject to continued service on such date. The RSUs granted to non-employee directors will vest at the end of this year.

During the three quarters ended September 27, 2026, the Company recognized accelerated and incremental equity-based compensation expense related to the modification of outstanding equity awards in connection with the announced retirement of our former Interim Chief Executive Officer and Director.

Performance Stock Units

During the three quarters ended September 27, 2026, the Company granted 611,407 performance stock units ("PSUs") to its executive officers under the 2021 Plan. The PSUs are subject to continued service and are earned based on the achievement of predetermined performance goals related to Adjusted EBITDA growth and total revenue growth over a three-year performance period beginning on December 29, 2025 and ending on December 31, 2028. Performance is measured based on a combination of annual and cumulative performance results, with final achievement determined at the end of the performance period. The number of shares ultimately earned may range from 0% to 200% of the target award based on performance achieved. The grant date fair value of the PSUs was $5.52, based on the Company's closing stock price on April 15, 2026, the date of grant. The Company reassesses its estimate of performance achievement each reporting period, and the cumulative effect of any change in estimated attainment is recognized in general and administrative expenses in the condensed consolidated statements of operations in the period of change.

NOTE 11. INCOME TAXES

We are the sole managing member of Portillo's OpCo, and as a result, consolidate the financial results of Portillo's OpCo. Portillo's OpCo is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, Portillo's OpCo is generally not subject to U.S. federal and state and local income taxes. Any taxable income or loss generated by Portillo's OpCo is passed through to and included in the taxable income or loss of its members, including us, based upon the respective member's ownership percentage in Portillo's OpCo. We are subject to U.S. federal income taxes, in addition to state and local income taxes with respect to our allocable share of any taxable income or loss of Portillo's OpCo, as well as any stand-alone income or loss generated by Portillo's Inc.

Income Tax Expense

The effective income tax rate for the quarter and three quarters ended September 27, 2026 was 27.4% and 23.0%, respectively, and 268.2% and 20.4%, respectively, for the quarter and three quarters ended September 28, 2025. The decrease in our effective income tax rate for the quarter ended September 27, 2026 compared to the quarter ended September 28, 2025 was primarily driven by prior year valuation allowance movement related to the separation of the Company's former Chief Executive Officer. This decrease is partially offset by an increase in the Company's ownership interest in Portillo's OpCo, which increases its share of taxable income (loss) of Portillo's OpCo. The increase in our effective income tax rate for the three quarters ended September 27, 2026 compared to the three quarters ended September 28, 2025 was primarily driven by an increase in the Company's ownership interest in Portillo's OpCo, which increases its share of taxable income (loss) of Portillo's OpCo.

The Company’s annual effective tax rate differs from the statutory rate of 21% primarily because of state and local taxes, deferred tax adjustments and impacts from equity-based award activity partially offset by the portion of Portillo's OpCo earnings that are attributable to non-controlling interest that the Company is not liable for federal or state income taxes.

We evaluate the realizability of our deferred tax assets on a quarterly basis and establish valuation allowances when it is more likely than not that all or a portion of a deferred tax asset may not be realized. As of September 27, 2026, the Company concluded, based on the weight of all available positive and negative evidence, that all of its deferred tax assets (except for those deferred tax assets relating to the basis difference in its investment in Portillo's OpCo that will never be realizable or only reverse upon the eventual sale of its interest in Portillo's OpCo, which we expect would result in a capital loss which we do not expect to be able to utilize) are more likely than not to be realized.

Tax Receivable Agreement

As of September 27, 2026, we estimated that our obligation for future payments under the TRA liability totaled $343.2 million. During the three quarters ended September 27, 2026 and September 28, 2025, the Company made TRA payments of $7.9 million relating to tax year 2024 and $7.7 million relating to tax year 2023, respectively. We expect a payment of $2.3 million relating to tax year 2025 to be paid within the next 12 months.

NOTE 12. EARNINGS PER SHARE

Basic net earnings per share of Class A common stock is computed by dividing net income attributable to Portillo's Inc. by the weighted-average number of Class A common stock outstanding.

Diluted net earnings per share is computed by dividing net income attributable to Portillo's Inc. by the weighted-average number of dilutive securities, using the treasury stock method.

The computations of basic and diluted earnings per share for the quarter and three quarters ended September 27, 2026 and September 28, 2025 are as follows (in thousands):

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Net income	$ 4,756	$ 782	$ 11,402	$ 14,815
Net income (loss) attributable to non-controlling interests	251	(432)	355	1,584
Net income attributable to Portillo's Inc.	$ 4,505	$ 1,214	$ 11,047	$ 13,231
Shares:				
Weighted-average number of common shares outstanding-basic	72,535	71,909	72,331	67,781
Dilutive share awards	898	2,065	757	2,351
Weighted-average number of common shares outstanding-diluted	73,433	73,974	73,088	70,131
Basic net income per share	$ 0.06	$ 0.02	$ 0.15	$ 0.20
Diluted net income per share	$ 0.06	$ 0.02	$ 0.15	$ 0.19

Shares of the Company’s Class B Common Stock do not participate in the earnings or losses of Portillo's Inc. and are therefore not participating securities. As such, separate presentation of basic and diluted earnings per share of Class B Common Stock under the two-class method has not been presented.

The following shares were excluded from the calculation of diluted earnings per share because they would be antidilutive or subject to performance conditions which have not been satisfied by the end of the reporting period (in thousands):

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Performance stock options	257	734	257	734
Performance stock units	660	259	660	259
Restricted stock units	1,770	942	1,772	52
Stock options	2,821	—	2,821	—
Total shares excluded from diluted net income per share	5,508	1,935	5,510	1,045

NOTE 13. CONTINGENCIES

The Company is party to legal proceedings and potential claims arising in the normal conduct of business, including claims related to employment matters, contractual disputes, customer injuries, and property damage. Although the ultimate outcome of these claims and lawsuits cannot be predicted with certainty, management believes that the resulting liability, including as a result of the matters described below, if any, will not have a material effect on the Company’s condensed consolidated financial statements.

During 2024, a former team member from one of the Company's two California restaurants filed a class action lawsuit alleging wage and hour violations and unfair competition, as well as claims under the California Private Attorneys General Act (“PAGA”). In November 2025, the parties agreed to settlement terms, subject to court approval. During the second quarter of 2026, the Company paid $0.05 million toward the settlement. As of September 27, 2026, the related litigation reserve was $0.75 million and was included in accounts payable in the Company's condensed consolidated balance sheet.

During 2025, plaintiffs filed a wrongful death and survival action in Cook County, Illinois, arising out of a vehicle accident at the Company's Oswego, Illinois location. The Company filed a motion to transfer the matter to Kendall County, which the court granted. The appellate court subsequently denied plaintiff's petition for leave to appeal that ruling. Discovery is expected to continue in the coming months. At this time a loss is reasonably possible but not reasonably estimable; accordingly, no litigation reserve has been recorded in the Company's condensed consolidated balance sheets as of September 27, 2026.

On January 19, 2024, Maverick BJK, LLC ("Maverick"), which owns a 50% interest in C&O, initiated arbitration against the Company. Maverick asserted claims for breach of contract, alleging that sales by the Company's “Ghost Kitchen” location should have been included in C&O’s financials under the terms of the operating agreement. The Company recorded a litigation reserve of $1.7 million in accounts payable in its condensed consolidated balance sheets as of September 27, 2026 and the corresponding expense was recorded in other (income) loss, net in the Company's condensed consolidated statements of operations. Subsequent to September 27, 2026, the parties entered into a settlement agreement and an agreed order of dismissal with respect to the arbitration proceeding. The Company paid the $1.7 million settlement amount, fully satisfying the recorded liability.

NOTE 14. SEGMENT INFORMATION

The Company's chief operating decision maker (the "CODM") is its Chief Executive Officer. As the CODM reviews financial performance and allocates resources at a consolidated level on a recurring basis, the Company has one operating segment and one reportable segment.

The CODM allocates resources and assesses performance of the Company based on net income, as reported on the condensed consolidated statements of operations, which, as the segment measure of profit and loss that is closest to GAAP, is the required segment measure. Net income was $4.8 million and $11.4 million for the quarter and three quarters ended September 27, 2026, respectively, and $0.8 million and $14.8 million for the quarter and three quarters ended September 28, 2025, respectively. In addition to net income, the CODM also reviews revenue, operating income, restaurant-level adjusted EBITDA, and adjusted EBITDA.

The CODM reviews these measures (i) to evaluate the Company's operating results and the effectiveness of business strategies, (ii) internally as benchmarks to compare the Company's performance to its competitors and (iii) as factors in evaluating management's performance when determining incentive compensation. Additionally, the Company believes these measures are important to evaluate the performance and profitability of our restaurants, individually and in the aggregate.

The CODM does not review segment assets and segment expenses at a level different than what is reported in the Company's condensed consolidated balance sheets and condensed consolidated statements of operations. Additionally, the CODM regularly receives information about the Company's capital expenditures which are reported in the Company's condensed consolidated statements of cash flows as purchase of property and equipment under investing activities.

No guest accounts for 10% or more of our revenues.

NOTE 15. RELATED PARTY TRANSACTIONS

As of September 27, 2026 and December 28, 2025 the related parties’ receivables balance consisted of $0.4 million and $0.3 million, respectively, due from C&O, which is included in accounts and tenant improvement receivables in the condensed consolidated balance sheets.

Olo, Inc.

Noah Glass, a member of the Company's Board, is the founder and CEO of Olo, Inc. ("Olo"), a platform the Company uses in connection with our mobile ordering application and delivery.

The Company incurred the following Olo-related costs for the quarter and three quarters ended September 27, 2026 and September 28, 2025 (in thousands):

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Food, beverage and packaging costs	$ 486	$ 446	$ 1,514	$ 1,430
Other operating expenses	159	143	477	436
Total Olo-related costs	$ 645	$ 589	$ 1,991	$ 1,866

As of September 27, 2026 and December 28, 2025, $0.3 million is payable to Olo and is included in accounts payable in the condensed consolidated balance sheets.

Tax Receivable Agreement

We are party to a TRA with certain members of Portillo's OpCo that provides for the payment by us of 85% of the amount of tax benefits, if any, that Portillo's Inc. actually realizes or in some cases is deemed to realize as a result of certain transactions. During the three quarters ended September 27, 2026 and September 28, 2025, the Company made TRA payments of $7.9 million relating to tax year 2024 and $7.7 million relating to tax year 2023, respectively. We expect a payment of $2.3 million relating to tax year 2025 to be paid within the next 12 months.

(in thousands)	September 27, 2026	December 28, 2025
Current portion of Tax Receivable Agreement liability	$ 2,348	$ 7,910
Tax Receivable Agreement liability	340,840	344,524

Transactions with Non-Controlling Interest Holders

	Quarter Ended		Three Quarters Ended	
(in thousands)	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Distributions paid to non-controlling interest holders	$ —	$ —	$ 376	$ 1,291
Contributions from non-controlling interest holders	$ 315	$ 140	$ 997	$ 140

NOTE 16. SUBSEQUENT EVENTS

On November 4, 2026, the Board of Directors of Portillo's Inc. approved a plan to close a mid-to-high single digit number of underperforming restaurants outside of Chicagoland, with the majority occurring in the fiscal fourth quarter of 2026. In making this determination, the Company evaluated each restaurant’s sales performance, restaurant-level margins, and projected operating performance. These actions are part of the Company's ongoing efforts to improve restaurant-level profitability, strengthen returns on invested capital and optimize its restaurant portfolio.

The Company is currently evaluating the recoverability, remaining useful lives, and potential impairment of property and equipment related to these underperforming restaurants. As of the date of this Quarterly Report on Form 10-Q, the Company is unable to reasonably estimate the amount of any resulting impairment charge or other related accounting impact, such as lease-related costs, employee separation costs and other exit-related costs. However, the Company expects the analysis to result in material cash and non-cash charges, the majority of which are expected to be recognized in the fiscal fourth quarter of 2026. Any such charges will be reflected in the Company’s Annual Report on Form 10-K for the fiscal year ending December 27, 2026.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion contains, in addition to historical information, forward-looking statements that include risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under the heading “Cautionary Note Regarding Forward-Looking Information” in this report and under the heading “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 28, 2025 and Part II, Item 1A of this Form 10-Q. The following discussion should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended December 28, 2025 and the condensed consolidated financial statements and notes thereto included in Part I, Item 1 of this Form 10-Q. All information presented herein is based on our fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to our fiscal years and the associated quarters, months and periods of those fiscal years.

Although we believe that the expectations reflected in the forward-looking statements are reasonable based on our current knowledge of our business and operations, we cannot guarantee future results, levels of activity, performance or achievements. We assume no obligation to provide revisions to any forward-looking statements should circumstances change.

The following discussion summarizes the significant factors affecting the condensed consolidated operating results, financial condition, liquidity and cash flows of our Company as of and for the periods presented below.

We have prepared the unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

Overview

Portillo’s serves a menu of iconic Chicago-style favorites in high-energy, multichannel restaurants designed to create joy for our guests. Since our founding in 1963 in a small trailer that Dick Portillo called “The Dog House,” we have grown into a brand with a passionate (some might say obsessed) nationwide following. Our diverse menu features craveable favorites such as Chicago-style hot dogs and sausages, Italian beef sandwiches, char-broiled burgers, fresh chopped salads, crinkle-cut fries, homemade chocolate cake and our signature chocolate cake shake. Beyond the menu, our restaurants combine the best attributes of fast-casual and quick-service concepts with an exciting energy-filled atmosphere in a restaurant model capable of generating tremendous volumes. Nearly all of our restaurants were built with double lane drive-thrus and have been thoughtfully designed to quickly and efficiently serve our guests any way they want to enjoy their Portillo's, including dine-in, carryout, delivery and catering. We believe the combination of our craveable food, multichannel sales model, dedication to operational excellence, and team member-driven culture gives us a competitive advantage.

As of September 27, 2026, we owned and operated 109 Portillo’s restaurants across 11 states, including a restaurant owned by C&O Chicago, L.L.C. ("C&O") of which Portillo’s owns 50% of the equity.

Financial Highlights for the Quarter Ended September 27, 2026 vs. Quarter Ended September 28, 2025:

- Total revenue of $194.1 million, an increase of 7.0% or $12.6 million
- Same-restaurant sales increase of 1.4%
- Operating income of $11.8 million, an increase of $6.3 million
- Net income of $4.8 million, an increase of $4.0 million
- Restaurant-Level Adjusted EBITDA* of $40.1 million, an increase of $3.4 million
- Adjusted EBITDA* of $26.5 million, an increase of $5.1 million

Financial Highlights for the Three Quarters Ended September 27, 2026 vs. Three Quarters Ended September 28, 2025:

- Total revenue of $575.7 million, an increase of 5.4% or $29.3 million
- Same-restaurant sales were flat
- Operating income of $30.0 million, a decrease of $3.3 million
- Net income of $11.4 million, a decrease of $3.4 million
- Restaurant-Level Adjusted EBITDA* of $118.2 million, an increase of $0.4 million
- Adjusted EBITDA* of $74.7 million, an increase of $2.1 million

* Restaurant-Level Adjusted EBITDA and Adjusted EBITDA are non-GAAP measures. Definitions and reconciliations of Adjusted EBITDA to net income and Restaurant-Level Adjusted EBITDA to operating income, the most directly comparable financial measures presented in accordance with GAAP, are set forth under the section "Key Performance Indicators and Non-GAAP Financial Measures".

Recent Developments and Trends

During the third quarter of 2026, Kevin Kalicak joined the Company as Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer), effective September 7, 2026. Mr. Kalicak succeeded Pamela Smith, who served as the Company's Interim Chief Financial Officer from May 20, 2026 to September 7, 2026.

The Company completed its previously announced assessment of its brand strategy and market positioning. The Company's strategy is centered on three strategic priorities, underpinned by a commitment to financial discipline:

- Operational Excellence
- Integrated Marketing
- Disciplined Development

Together, these priorities are intended to strengthen the guest experience, improve operational and financial performance, and position the Company for sustainable, long-term growth.

In the third quarter of 2026, the Company implemented a reduction in force impacting approximately 17% of the Company’s Restaurant Support Center. The Company recognized restructuring charges, including severance, paid time off payouts, bonus and other costs. In the quarter and three quarters ended September 27, 2026, the Company incurred $1.4 million in restructuring charges, included in general and administrative expenses.

In the quarter and three quarters ended September 27, 2026, total revenue grew 7.0% or $12.6 million and 5.4% or $29.3 million, respectively, primarily due to new restaurant openings in 2025 and 2026. Same-restaurant sales increased 1.4% during the quarter ended September 27, 2026, compared to a 0.8% decrease during the quarter ended September 28, 2025. Same-restaurant sales were flat during the three quarters ended September 27, 2026, compared to an increase of 0.5% during the three quarters ended September 28, 2025. Refer to "Selected Operating Data" section below for definition of Same-Restaurant Sales.

In the quarter and three quarters ended September 27, 2026, commodity inflation was 2.2% and 3.7%, respectively, compared to 6.3% and 3.9% for the quarter and three quarters ended September 28, 2025. Labor, as a percentage of revenue, net, decreased 0.6% and 0.1% during the quarter and three quarters ended September 27, 2026, respectively, compared to the quarter and three quarters ended September 28, 2025. The decrease in labor as a percentage of revenue for the quarter and three quarters ended September 27, 2026 was primarily driven by labor efficiencies and an increase in our average check.

Development Highlights

During the three quarters ended September 27, 2026, we opened seven new restaurants for a total of 109 restaurants, including a restaurant owned by C&O, of which Portillo's owns 50% of the equity. We plan to open one additional restaurant in the fourth quarter of 2026, which will be our second in-line location and will be located in Chicago, Illinois.

Below are the restaurants opened thus far in fiscal 2026:

Location	Opening Month	Fiscal Quarter Opened
Fort Worth, Texas	January 2026	Q1 2026
Humble, Texas	February 2026	Q1 2026
Dallas, Texas	March 2026	Q1 2026
El Paso, Texas	March 2026	Q1 2026
Frisco, Texas	April 2026	Q2 2026
Schertz, Texas	May 2026	Q2 2026
Dallas-Fort Worth International Airport	May 2026	Q2 2026

Consolidated Results of Operations

The following table summarizes our results of operations for the quarter and three quarters ended September 27, 2026 and September 28, 2025 (in thousands):

	Quarter Ended				Three Quarters Ended			
	September 27, 2026		September 28, 2025		September 27, 2026		September 28, 2025	
REVENUES, NET	$ 194,074	100.0 %	$ 181,428	100.0 %	$ 575,651	100.0 %	$ 546,321	100.0 %
COST AND EXPENSES:								
Restaurant operating expenses:								
Food, beverage and packaging costs	66,831	34.4 %	62,619	34.5 %	199,696	34.7 %	187,471	34.3 %
Labor	50,447	26.0 %	48,263	26.6 %	150,736	26.2 %	143,471	26.3 %
Occupancy	11,670	6.0 %	10,524	5.8 %	34,546	6.0 %	30,511	5.6 %
Other operating expenses	25,039	12.9 %	23,331	12.9 %	72,495	12.6 %	67,040	12.3 %
Total restaurant operating expenses	153,987	79.3 %	144,737	79.8 %	457,473	79.5 %	428,493	78.4 %
General and administrative expenses	19,754	10.2 %	20,025	11.0 %	59,676	10.4 %	57,726	10.6 %
Pre-opening expenses	614	0.3 %	3,260	1.8 %	4,102	0.7 %	5,465	1.0 %
Depreciation and amortization	8,338	4.3 %	7,312	4.0 %	24,528	4.3 %	21,489	3.9 %
Net income attributable to equity method investment	(393)	(0.2)%	(452)	(0.2)%	(1,003)	(0.2)%	(998)	(0.2)%
Other (income) loss, net	(5)	— %	1,112	0.6 %	828	0.1 %	800	0.1 %
OPERATING INCOME	11,779	6.1 %	5,434	3.0 %	30,047	5.2 %	33,346	6.1 %
Interest expense	5,512	2.8 %	5,664	3.1 %	16,811	2.9 %	17,139	3.1 %
Interest income	(77)	— %	(118)	(0.1)%	(187)	— %	(268)	— %
Tax Receivable Agreement liability adjustment	(209)	(0.1)%	353	0.2 %	(1,381)	(0.2)%	(2,132)	(0.4)%
INCOME (LOSS) BEFORE INCOME TAXES	6,553	3.4 %	(465)	(0.3)%	14,804	2.6 %	18,607	3.4 %
Income tax expense (benefit)	1,797	0.9 %	(1,247)	(0.7)%	3,402	0.6 %	3,792	0.7 %
NET INCOME	4,756	2.5 %	782	0.4 %	11,402	2.0 %	14,815	2.7 %
Net income (loss) attributable to non-controlling interests	251	0.1 %	(432)	(0.2)%	355	0.1 %	1,584	0.3 %
NET INCOME ATTRIBUTABLE TO PORTILLO'S INC.	$ 4,505	2.3 %	$ 1,214	0.7 %	$ 11,047	1.9 %	$ 13,231	2.4 %

Revenues, Net

Revenues primarily represent the aggregate sales of food and beverages, net of discounts. Sales taxes collected from customers are excluded from revenues. Revenues in any period are directly influenced by, among other factors, the number of operating weeks in the period, the number of open restaurants, restaurant traffic, our menu prices, third-party delivery platform prices and product mix.

Revenues for the quarter ended September 27, 2026 were $194.1 million compared to $181.4 million for the quarter ended September 28, 2025, an increase of $12.6 million or 7.0%. The increase in revenues was primarily attributed to the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026 and an increase in our same-restaurant sales. Restaurants not in our Comparable Restaurant Base (as defined in "Selected Operating Data" below) contributed $10.3 million of the total year-over-year increase. Same-restaurant sales increased 1.4%, or $2.4 million in the quarter. The same-restaurant sales increase was attributable to an increase in average check of 2.1%, partially offset by a decrease in transactions of 0.7%. The higher average check was driven by an approximate 2.1% increase in certain menu prices. For the purpose of calculating same-restaurant sales for the quarter ended September 27, 2026, sales for 87 restaurants that were open for at least 24 full fiscal periods were included in the Comparable Restaurant Base.

The following table summarizes the Company's revenue for the quarter ended September 27, 2026 and September 28, 2025 (in thousands):

	Quarter Ended			
	September 27, 2026	September 28, 2025	$ Change	% Change
Same-restaurant sales (87 restaurants) [1]	$ 173,606	$ 171,188	$ 2,418	1.4 %
Restaurants not yet in comparable base opened in fiscal 2026 (7 restaurants) [1]	6,273	—	6,273	nm
Restaurants not yet in comparable base opened in fiscal 2025 (8 restaurants) [1]	7,660	2,445	5,215	213.3 %
Restaurants not yet in comparable base opened in fiscal 2024 (6 restaurants) [1]	5,196	6,364	(1,168)	(18.4)%
Other [2]	1,339	1,431	(92)	(6.4)%
Revenues, net	$ 194,074	$ 181,428	$ 12,646	7.0 %

[1] Total restaurants indicated are as of September 27, 2026. Excludes a restaurant that is owned by C&O of which Portillo's owns 50% of the equity.
[2] Includes revenue from direct shipping sales and non-traditional locations.
*nm - not meaningful

Revenues for the three quarters ended September 27, 2026 were $575.7 million compared to $546.3 million for the three quarters ended September 28, 2025, an increase of $29.3 million or 5.4%. The increase in revenues was primarily attributed to the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026. Restaurants not in our Comparable Restaurant Base contributed $31.3 million of the total year-over-year increase. Same-restaurant sales were flat. Flat same-restaurant sales were attributable to a 1.1% increase in average check, offset by a decrease in transactions of 1.1%. The increase in average check was driven by an approximate 1.6% increase in certain menu prices, partially offset by a 0.5% decrease in product mix. To address inflationary cost pressures, we increased select menu prices by approximately 2.0% in April 2026. For the purpose of calculating same-restaurant sales for the three quarters ended September 27, 2026, sales for 87 restaurants that were open for at least 24 full fiscal periods were included in the Comparable Restaurant Base.

	Three Quarters Ended			
	September 27, 2026	September 28, 2025	$ Change	% Change
Same-restaurant sales (87 restaurants) [1]	$ 510,277	$ 510,211	$ 66	— %
Restaurants not yet in comparable base opened in fiscal 2026 (7 restaurants) [1]	14,221	—	14,221	nm
Restaurants not yet in comparable base opened in fiscal 2025 (8 restaurants) [1]	26,119	2,445	23,674	968.3 %
Restaurants not yet in comparable base opened in fiscal 2024 (6 restaurants) [1]	20,469	27,019	(6,550)	(24.2)%
Other [2]	4,565	6,646	(2,081)	(31.3)%
Revenues, net	$ 575,651	$ 546,321	$ 29,330	5.4 %

[1] Total restaurants indicated are as of September 27, 2026. Excludes a restaurant that is owned by C&O of which Portillo's owns 50% of the equity.
[2] Includes revenue from direct shipping sales and non-traditional locations.
*nm - not meaningful

Food, Beverage and Packaging Costs

Food, beverage and packaging costs include the direct costs associated with food, beverage and packaging of our menu items and third-party delivery commissions. The components of food, beverage and packaging costs are variable by nature, change with sales volume, are impacted by product and channel mix and are subject to increases or decreases in commodity costs, as well as geographic scale and proximity.

Food, beverage and packaging costs for the quarter ended September 27, 2026 were $66.8 million compared to $62.6 million for the quarter ended September 28, 2025, an increase of $4.2 million or 6.7%. This increase was primarily driven by a 2.2% increase in commodity prices and the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026. As a percentage of revenues, net, food, beverage and packaging costs decreased 0.1% during the quarter ended September 27, 2026. The decrease was primarily due to an increase in average check, partially offset by an increase in certain commodity prices.

Food, beverage and packaging costs for the three quarters ended September 27, 2026 were $199.7 million compared to $187.5 million for the three quarters ended September 28, 2025, an increase of $12.2 million or 6.5%. This increase was primarily driven by a 3.7% increase in

commodity prices and the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026. As a percentage of revenues, net, food, beverage and packaging costs increased 0.4% during the three quarters ended September 27, 2026. The increase was primarily due to an increase in certain commodity prices, partially offset by an increase in average check.

Labor Expenses

Labor expenses include hourly and management wages, bonuses and equity-based compensation, payroll taxes, workers' compensation expense, and team member benefits. Factors that influence labor costs include wage inflation and payroll tax and minimum wage legislation, health care costs and the staffing needs of our restaurants.

Labor expenses for the quarter ended September 27, 2026 were $50.4 million compared to $48.3 million for the quarter ended September 28, 2025, an increase of $2.2 million or 4.5%. This increase was primarily driven by the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026. As a percentage of revenues, net, labor decreased 0.6% during the quarter ended September 27, 2026. The decrease was primarily due to labor efficiencies and an increase in our average check, partially offset by higher benefit costs, lower transactions, and revenue deleverage from new restaurants.

Labor expenses for the three quarters ended September 27, 2026 were $150.7 million compared to $143.5 million for the three quarters ended September 28, 2025, an increase of $7.3 million or 5.1%. This increase was primarily driven by the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026, and higher benefit costs. As a percentage of revenues, net, labor decreased 0.1% during the three quarters ended September 27, 2026. The decrease was primarily driven by labor efficiencies and an increase in our average check, partially offset by lower transactions, revenue deleverage from new restaurants, and higher benefit costs.

Occupancy Expenses

Occupancy expenses primarily consist of rent, property insurance and property taxes, and exclude occupancy expenses associated with unopened restaurants, which are recorded separately in pre-opening expenses.

Occupancy expenses for the quarter ended September 27, 2026 were $11.7 million compared to $10.5 million for the quarter ended September 28, 2025, an increase of $1.1 million or 10.9%, primarily driven by the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026. As a percentage of revenues, net, occupancy expenses increased 0.2% primarily driven by revenue deleverage at new restaurants.

Occupancy expenses for the three quarters ended September 27, 2026 were $34.5 million compared to $30.5 million for the three quarters ended September 28, 2025, an increase of $4.0 million or 13.2%, primarily driven by the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026. As a percentage of revenues, net, occupancy expenses increased 0.4% primarily driven by higher lease expense and revenue deleverage at new restaurants.

Other Operating Expenses

Other operating expenses consist of direct marketing expenses, utilities and other expenses incidental to operating our restaurants, such as credit card fees and repairs and maintenance.

Other operating expenses for the quarter ended September 27, 2026 were $25.0 million compared to $23.3 million for the quarter ended September 28, 2025, an increase of $1.7 million or 7.3%, primarily due to the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026 as well as higher utilities and insurance expenses, partially offset by lower cleaning and advertising expenses. As a percentage of revenues, net, other operating expenses remained flat.

Other operating expenses for the three quarters ended September 27, 2026 were $72.5 million compared to $67.0 million for the three quarters ended September 28, 2025, an increase of $5.5 million or 8.1%, primarily due to the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026 as well as higher insurance and building repair and maintenance expenses, partially offset by lower cleaning expenses. As a percentage of revenues, net, other operating expenses increased 0.3% due primarily to the aforementioned increases in expenses.

General and Administrative Expenses

General and administrative expenses primarily consist of costs associated with our corporate and administrative functions that support restaurant development and operations, including marketing and advertising costs incurred as well as legal and professional fees. General and administrative expenses also include equity-based compensation expense. General and administrative expenses are impacted by changes in our team member count and costs related to strategic and growth initiatives.

General and administrative expenses for the quarter ended September 27, 2026 were $19.8 million compared to $20.0 million for the quarter ended September 28, 2025, a decrease of $0.3 million or 1.4%. This decrease was primarily attributable to $3.3 million of lower dead site costs resulting from our 2025 strategic reset. This was partially offset by $1.4 million of restructuring charges related to a workforce reduction at the Restaurant Support Center and by the absence of a $1.1 million net benefit recognized in the prior year in connection with the Chief Executive Officer transition. The prior year benefit was driven by the forfeiture of equity awards, partially offset by severance and other transition-related expenses.

General and administrative expenses for the three quarters ended September 27, 2026 were $59.7 million compared to $57.7 million for the three quarters ended September 28, 2025, an increase of $2.0 million or 3.4%. This increase was primarily driven by higher equity-based and variable compensation, increased professional fees related to the assessment of the Company's brand strategy, market positioning, and spend optimization initiatives, $1.4 million of restructuring charges related to a workforce reduction at the Restaurant Support Center, and the absence of a $1.1 million net benefit recognized in the prior year in connection with the Chief Executive Officer transition. The prior year benefit was driven by the forfeiture of equity awards, partially offset by severance and other transition-related expenses. These increases were partially offset by $2.3 million of lower dead site costs compared to the prior year due to the 2025 strategic reset.

Pre-Opening Expenses

Pre-opening expenses consist primarily of wages, occupancy expenses, which represent rent expense recognized during the period between the date of possession and the restaurant opening date, travel for the opening team and other supporting team members, food, beverage, the initial stocking of operating supplies and legal fees. All such costs incurred prior to the opening are expensed in the period in which the expense was incurred. Pre-opening expenses can fluctuate significantly from period to period, based on the number and timing of openings and the specific pre-opening expenses incurred for each restaurant. Additionally, restaurant openings in new geographic market areas will experience higher pre-opening expenses than our established geographic market areas, such as the Chicagoland area, where we have greater economies of scale and incur lower travel and lodging costs for our training team.

Pre-opening expenses for the quarter ended September 27, 2026 were $0.6 million compared to $3.3 million for the quarter ended September 28, 2025, a decrease of $2.6 million or 81.2%. The decrease was due to the number and timing of activities related to our planned restaurant openings for the quarter ended September 27, 2026 as compared to the quarter ended September 28, 2025.

Pre-opening expenses for the three quarters ended September 27, 2026 were $4.1 million compared to $5.5 million for the three quarters ended September 28, 2025, a decrease of $1.4 million or 24.9%. This decrease was due to the number and timing of planned restaurant openings, for the three quarters ended September 27, 2026 as compared to the three quarters ended September 28, 2025.

Depreciation and Amortization

Depreciation and amortization expenses consist of the depreciation of fixed assets, including land improvements, buildings and improvements, fixtures and equipment, leasehold improvements, and the amortization of definite-lived intangible assets, which are primarily comprised of recipes.

Depreciation and amortization expense for the quarter ended September 27, 2026 was $8.3 million compared to $7.3 million for the quarter ended September 28, 2025, an increase of $1.0 million or 14.0%. This increase was primarily attributable to incremental depreciation of capital expenditures related to the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026, partially offset by a reduction in depreciation expense due to fully depreciated assets and disposals.

Depreciation and amortization expense for the three quarters ended September 27, 2026 was $24.5 million compared to $21.5 million for the three quarters ended September 28, 2025, an increase of $3.0 million or 14.1%. This increase was primarily attributable to incremental depreciation of capital expenditures related to the opening of eight restaurants in fiscal 2025 and seven restaurants during the three quarters ended September 27, 2026, partially offset by a reduction in depreciation expense due to fully depreciated assets and disposals.

Net Income Attributable to Equity Method Investment

Net income attributable to equity method investment consists of a 50% interest in C&O, which runs a single restaurant located within the Chicagoland market. We account for the investment and financial results in the condensed consolidated financial statements under the equity method of accounting as we have significant influence but do not have control.

Net income attributable to equity method investment for the quarter ended September 27, 2026 was $0.4 million compared to $0.5 million for the quarter ended September 28, 2025, a decrease of $0.1 million or 13.1%. This decrease was primarily driven by a decrease in sales.

Net income attributable to equity method investment for both the three quarters ended September 27, 2026 and three quarters ended September 28, 2025 was $1.0 million.

Other (Income) Loss, Net

Other (income) loss, net, includes among other items, certain legal contingencies, management fee income associated with our investment in C&O, trading gains or losses on our deferred compensation plan, gains or losses on asset disposals, and income resulting from discounts received for timely filing of sales tax returns.

Other (income) loss, net for the quarter ended September 27, 2026 was nominal compared to a loss of $1.1 million for the quarter ended September 28, 2025. The prior year loss primarily reflected a trade name impairment charge, partially offset by a settlement received from a service provider.

Other loss, net for both the three quarters ended September 27, 2026 and the three quarters ended September 28, 2025 was a loss of $0.8 million.

Interest Expense

Interest expense primarily consists of interest and fees on our credit facilities and the amortization expense for debt discount and deferred issuance costs.

Interest expense for the quarter ended September 27, 2026 was $5.5 million compared to $5.7 million for the quarter ended September 28, 2025, a decrease of $0.2 million or 2.7%. This decrease was primarily driven by a lower effective interest rate.

Interest expense for the three quarters ended September 27, 2026 was $16.8 million compared to $17.1 million for the three quarters ended September 28, 2025, a decrease of $0.3 million or 1.9%. This decrease was primarily driven by a lower effective interest rate.

Our effective interest rate was 6.53% as of September 27, 2026 and 6.90% as of September 28, 2025.

Interest Income

Interest income primarily consists of interest earned on our cash, cash equivalents and restricted cash.

Interest income for both the quarters ended September 27, 2026 and September 28, 2025 was $0.1 million.

Interest income for the three quarters ended September 27, 2026 was $0.2 million compared to $0.3 million for the three quarters ended September 28, 2025, a decrease of $0.1 million or 30.2%.

Tax Receivable Agreement Liability Adjustment

We are party to a Tax Receivable Agreement with certain members of PHD Group Holdings LLC and its subsidiaries ("Portillo's OpCo") that provides for the payment by us of 85% of the amount of tax benefits, if any, that Portillo's Inc. actually realizes or in some cases is deemed to realize as a result of certain transactions.

The Tax Receivable Agreement liability adjustment for the quarter ended September 27, 2026 was a benefit of $0.2 million compared to an expense of $0.4 million for the quarter ended September 28, 2025. The change was related to a remeasurement primarily due to activity under equity-based compensation plans and prior year impacts from Public Law 119-21, popularly known as the "One Big Beautiful Bill Act".

The Tax Receivable Agreement liability adjustment was $1.4 million for the three quarters ended September 27, 2026 and $2.1 million for the three quarters ended September 28, 2025 related to a remeasurement primarily due to activity under equity-based compensation plans.

Income Tax Expense

Portillo's OpCo is treated as a partnership for U.S. federal, as well as state and local income tax purposes and is not subject to taxes. Rather, any taxable income or loss generated by Portillo's OpCo is allocated to its members in relation to their respective ownership percentage of Portillo's OpCo. We are subject to U.S. federal, as well as state and local, income taxes with respect to our allocable share of any taxable income or loss of Portillo's OpCo, as well as any stand-alone income or loss generated by Portillo's Inc.

Income tax expense for the quarter ended September 27, 2026 was $1.8 million compared to income tax benefit of $1.2 million for the quarter ended September 28, 2025, an increase of $3.0 million or 244.1%. Our effective income tax rate for the quarter ended September 27, 2026 was 27.4%, compared to 268.2% for the quarter ended September 28, 2025. The decrease in our effective income tax rate for the quarter ended September 27, 2026 compared to the quarter ended September 28, 2025 was primarily driven by prior year valuation allowance movement related to the separation of our former Chief Executive Officer. This decrease is partially offset by an increase in the Company's ownership interest in Portillo's OpCo, which increases its share of taxable income (loss) of Portillo's OpCo.

Income tax expense for the three quarters ended September 27, 2026 was $3.4 million compared to income tax expense of $3.8 million for the three quarters ended September 28, 2025, a decrease of $0.4 million or 10.3%. Our effective income tax rate for the three quarters ended September 27, 2026 was 23.0%, compared to 20.4% for the three quarters ended September 28, 2025. The increase in our effective income tax rate for the three quarters ended September 27, 2026 compared to the three quarters ended September 28, 2025 was primarily driven by an increase in the Company's ownership interest in Portillo's OpCo, which increases its share of taxable income (loss) of Portillo's OpCo.

Net Income Attributable to Non-controlling Interests

We are the sole managing member of Portillo's OpCo. We manage and operate the business and control the strategic decisions and day-to-day operations of Portillo’s OpCo and we also have a substantial financial interest in Portillo’s OpCo. Accordingly, we consolidate the financial results of Portillo’s OpCo, and a portion of our net income is allocated to non-controlling interests to reflect the entitlement of the pre-IPO LLC Members who retained their equity ownership in Portillo's OpCo (the "pre-IPO LLC Members").

We also consolidate AP Dogs, LLC, which operates our restaurant at Dallas-Fort Worth International Airport, and recognize a non-controlling interest representing the ownership interest held by our joint venture partner. The weighted average ownership percentages for the applicable reporting periods are used to attribute net income to Portillo's Inc. and the non-controlling interest holders.

Net income attributable to non-controlling interests for the quarter ended September 27, 2026 was $0.3 million, compared to net loss attributable to non-controlling interests of $0.4 million for the quarter ended September 28, 2025, an increase of $0.7 million or 158.1%. The increase in net income attributable to non-controlling interests for the quarter ended September 27, 2026 was primarily due to an increase in net income for the quarter ended September 27, 2026, partially offset by the decrease in the pre-IPO LLC Members non-controlling interest holders' weighted average ownership to 4.5% for the quarter ended September 27, 2026 from 4.6% for the quarter ended September 28, 2025.

Net income attributable to non-controlling interests for the three quarters ended September 27, 2026 was $0.4 million, compared to net income attributable to non-controlling interest of $1.6 million for the three quarters ended September 28, 2025, a decrease of $1.2 million or 77.6%. The decrease in net income attributable to non-controlling interests for the three quarters ended September 27, 2026 was primarily due to a decrease in the pre-IPO LLC Members non-controlling interest holders' weighted average ownership to 4.5% for the three quarters ended September 27, 2026 from 9.6% for the three quarters ended September 28, 2025 and a decrease in net income for the three quarters ended September 27, 2026.

Selected Operating Data and Non-GAAP Financial Measures

In addition to the GAAP measures presented in our financial statements, we use the following selected operating data and non-GAAP financial measures to evaluate our business, measure our performance, develop financial forecasts and make strategic decisions. These key measures include restaurant openings, average unit volume ("AUV"), same-restaurant sales, Adjusted EBITDA, Adjusted EBITDA Margin, Restaurant-Level Adjusted EBITDA and Restaurant-Level Adjusted EBITDA Margin. The Company includes these measures because management believes that they are important to day-to-day operations and overall strategy and are useful to investors in that they provide for greater transparency with respect to supplemental information used by management in its financial and operational decision-making.

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Total Restaurants (a)	109	98	109	98
AUV (in millions) (a)	N/A	N/A	$ 8.2	$ 8.6
Change in same-restaurant sales (b)	1.4 %	(0.8)%	— %	0.5 %
Adjusted EBITDA (in thousands) (b)	$ 26,457	$ 21,387	$ 74,728	$ 72,662
Adjusted EBITDA Margin (b)	13.6 %	11.8 %	13.0 %	13.3 %
Restaurant-Level Adjusted EBITDA (in thousands) (b)	$ 40,087	$ 36,691	$ 118,178	$ 117,828
Restaurant-Level Adjusted EBITDA Margin (b)	20.7 %	20.2 %	20.5 %	21.6 %

(a) Includes a restaurant that is owned by C&O, of which Portillo's owns 50% of the equity. AUVs for the quarters ended September 27, 2026 and September 28, 2025 represent AUVs for the twelve months ended September 27, 2026 and September 28, 2025, respectively. Total restaurants indicated are as of September 27, 2026 and September 28, 2025, respectively.
(b) Excludes C&O.

Change in Same-Restaurant Sales

The change in same-restaurant sales is the percentage change in year-over-year revenue for the comparable restaurant base, which is defined as the number of restaurants open for at least 24 full fiscal periods (the "Comparable Restaurant Base"). As of September 27, 2026 and September 28, 2025, there were 87 and 76 restaurants in our Comparable Restaurant Base, respectively. The Comparable Restaurant Base excludes C&O.

A change in same-restaurant sales is the result of a change in restaurant transactions, average guest check, or a combination of the two. We gather daily sales data and regularly analyze the guest transaction counts and the mix of menu items sold to strategically evaluate menu pricing and demand. Measuring our change in same-restaurant sales allows management to evaluate the performance of our existing restaurant base. We believe this measure provides a consistent comparison of restaurant sales results and trends across periods within our core, established restaurant base, and enables investors to better understand and evaluate the Company's historical and prospective operating performance.

Average Unit Volume ("AUV")

AUV is the total revenue (excluding gift card and Perks breakage) recognized in the Comparable Restaurant Base, including C&O, divided by the number of restaurants in the Comparable Restaurant Base, including C&O, by period.

This key performance indicator allows management to assess changes in consumer spending patterns at our restaurants and the overall performance of our restaurant base.

Non-GAAP Financial Measures

To supplement the condensed consolidated financial statements, which are prepared and presented in accordance with GAAP, we use the following non-GAAP financial measures: Adjusted EBITDA and Adjusted EBITDA Margin, and Restaurant-Level Adjusted EBITDA and Restaurant-Level Adjusted EBITDA Margin. Accordingly, these measures are not required by, nor presented in accordance with, GAAP, but rather are supplemental measures of operating performance of our restaurants. You should be aware that these measures are not indicative of overall results for the Company and that Restaurant-Level Adjusted EBITDA and Restaurant-Level Adjusted EBITDA Margin do not accrue directly to the benefit of stockholders because of corporate-level expenses excluded from such measures. These measures are supplemental

measures of operating performance and our calculations thereof may not be comparable to similar measures reported by other companies. These measures are important measures to evaluate the performance and profitability of our restaurants, individually and in the aggregate, but also have important limitations as analytical tools and should not be considered in isolation as substitutes for analysis of our results as reported under GAAP.

Adjusted EBITDA and Adjusted EBITDA Margin

Adjusted EBITDA represents net income before depreciation and amortization, interest expense, interest income and income taxes, adjusted for the impact of certain non-cash and other items that we do not consider in our evaluation of ongoing core operating performance as identified in the reconciliation of net income, the most directly comparable GAAP measure to Adjusted EBITDA. Adjusted EBITDA Margin represents Adjusted EBITDA as a percentage of revenues, net.

We use Adjusted EBITDA and Adjusted EBITDA Margin (i) to evaluate our operating results and the effectiveness of our business strategies, (ii) internally as benchmarks to compare our performance to that of our competitors and (iii) as factors in evaluating management's performance when determining incentive compensation.

We believe that Adjusted EBITDA and Adjusted EBITDA Margin are important measures of operating performance because they eliminate the impact of expenses that do not relate to our core operating performance.

The following table reconciles net income to Adjusted EBITDA and Adjusted EBITDA margin (in thousands):

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Net income	$ 4,756	$ 782	$ 11,402	$ 14,815
Net income margin	2.5 %	0.4 %	2.0 %	2.7 %
Depreciation and amortization	8,338	7,312	24,528	21,489
Interest expense	5,512	5,664	16,811	17,139
Interest income	(77)	(118)	(187)	(268)
Income tax expense (benefit)	1,797	(1,247)	3,402	3,792
EBITDA	$ 20,326	$ 12,393	$ 55,956	$ 56,967
Deferred rent (1)	1,557	1,952	4,788	4,870
Equity-based compensation	2,271	(320)	8,105	4,288
Cloud-based software implementation costs (2)	—	—	—	267
Amortization of cloud-based software implementation costs (3)	280	292	837	806
Other loss (4)	216	2,305	425	2,448
Transaction-related fees and expenses (5)	—	6	—	742
Legal contingency (6)	—	—	1,700	—
Strategic realignment costs (7)	38	4,406	1,654	4,406
Consulting fees (8)	597	—	1,263	—
Restructuring costs (9)	1,381	—	1,381	—
Tax Receivable Agreement liability adjustment (10)	(209)	353	(1,381)	(2,132)
Adjusted EBITDA	$ 26,457	$ 21,387	$ 74,728	$ 72,662
Adjusted EBITDA Margin (11)	13.6 %	11.8 %	13.0 %	13.3 %

(1) Represents the difference between cash rent payments and the recognition of straight-line rent expense recognized over the lease term.
(2) Represents non-capitalized third party consulting and software licensing costs incurred in connection with the implementation of a new Human Capital Management (" HCM") system which are included within general and administrative expenses.
(3) Represents amortization of capitalized cloud-based Enterprise Resource Planning and HCM system implementation costs that are included within general

and administrative expenses.
(4) Represents loss on disposal of property and equipment included within other (income) loss, net. The prior-year periods also include a legacy Barnelli's trade name impairment charge, included within other (income) loss, net.
(5) Represents certain expenses that management believes are not indicative of ongoing operations, consisting primarily of certain professional fees included within general and administrative expenses.
(6) Represents a legal contingency recorded in connection with the Maverick arbitration as discussed in Note 13. Contingencies, included within other (income) loss, net.
(7) Represents costs related to the Company's strategic reset of its development and growth plans and CEO transition and replacement costs. These costs are included within general and administrative expenses.
(8) Represents fees incurred for discrete, project-based strategic initiatives that are not part of the Company's ongoing operations and are included within general and administrative expense. These costs consist primarily of third-party consulting fees related to a brand study and a spend optimization study. Given the magnitude and scope of these initiatives and that they are not expected to recur in the foreseeable future, the Company considers the associated consulting fees not reflective of the ongoing costs to operate its business.
(9) Represents restructuring charges associated with the Company's reduction in force, including severance, paid time off payouts, bonus and other costs, which are included within general and administrative expenses.
(10) Represents remeasurement of the Tax Receivable Agreement liability.
(11) Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by Revenues, net.

Restaurant-Level Adjusted EBITDA and Restaurant-Level Adjusted EBITDA Margin

Restaurant-Level Adjusted EBITDA is defined as revenue, less restaurant operating expenses, which include food, beverage and packaging costs, labor expenses, occupancy expenses and other operating expenses. Restaurant-Level Adjusted EBITDA excludes corporate level expenses and depreciation and amortization on restaurant property and equipment. Restaurant-Level Adjusted EBITDA Margin represents Restaurant-Level Adjusted EBITDA as a percentage of revenues, net.

We believe that Restaurant-Level Adjusted EBITDA and Restaurant-Level Adjusted EBITDA Margin are important measures to evaluate the performance and profitability of our restaurants, individually and in the aggregate.

The following table reconciles operating income to Restaurant-Level Adjusted EBITDA and Restaurant-Level Adjusted EBITDA Margin (in thousands):

	Quarter Ended		Three Quarters Ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Operating income	$ 11,779	$ 5,434	$ 30,047	$ 33,346
Operating income margin	*6.1 %*	*3.0 %*	*5.2 %*	*6.1 %*
Plus:				
General and administrative expenses	19,754	20,025	59,676	57,726
Pre-opening expenses	614	3,260	4,102	5,465
Depreciation and amortization	8,338	7,312	24,528	21,489
Net income attributable to equity method investment	(393)	(452)	(1,003)	(998)
Other (income) loss, net	(5)	1,112	828	800
Restaurant-Level Adjusted EBITDA	$ 40,087	$ 36,691	$ 118,178	$ 117,828
Restaurant-Level Adjusted EBITDA Margin (1)	*20.7 %*	*20.2 %*	*20.5 %*	*21.6 %*

(1) Restaurant-Level Adjusted EBITDA Margin is defined as Restaurant-Level Adjusted EBITDA divided by Revenues, net.

Liquidity and Capital Resources

Our primary sources of liquidity are cash from operations, cash and cash equivalents on hand, and availability under our 2025 Revolver Facility. As of September 27, 2026, we maintained a cash and cash equivalents and restricted cash balance of $24.8 million and had $60.8 million of availability under our 2025 Revolver Facility, after giving effect to $4.2 million in outstanding letters of credit.

Our primary requirements for liquidity are to fund our working capital needs, operating lease obligations, capital expenditures, and general Restaurant Support Center needs. Our requirements for working capital are not significant because our guests pay for their food and beverage purchases in cash or on debit or credit cards at the time of the sale and we are able to sell many of our inventory items before payment is due to the supplier of such items. Our ongoing capital expenditures are principally related to opening of new restaurants, existing capital investments (both for remodels and maintenance), as well as investments in our Restaurant Support Center infrastructure.

Based upon current levels of operations and anticipated growth, we expect that cash flows from operations will be sufficient to meet our needs for at least the next twelve months, and the foreseeable future.

Tax Receivable Agreement

In connection with the IPO, we entered into a Tax Receivable Agreement ("TRA") with certain of our pre-IPO LLC Members, pursuant to which we will generally be required to pay 85% of the amount of cash savings, if any, in U.S. federal, state, and local income tax that we actually realize or are deemed to realize, as a result of (i) our allocable share of existing tax basis in depreciable or amortizable assets relating to LLC Units acquired in the IPO, (ii) certain favorable tax attributes acquired by the Company from entities treated as corporations for U.S. tax purposes that held LLC Units prior to the Transactions ("Blocker Companies") (including net operating losses and the Blocker Companies' allocable share of existing tax basis), (iii) increases in our allocable share of then existing tax basis in depreciable or amortizable assets, and adjustments to the tax basis of the tangible and intangible assets, of Portillo's OpCo and its subsidiaries, as a result of (x) sales or exchanges of interests in Portillo's OpCo (including the repayment of the redeemable preferred units) in connection with the IPO and (y) future redemptions or exchanges of LLC Units by pre-IPO LLC Members for Class A common stock and (iv) certain other tax benefits related to entering into the TRA, including payments made under the TRA.

As of September 27, 2026, we estimate that our obligation for future payments under the TRA totaled $343.2 million. Amounts payable under the TRA are contingent upon, among other things, (i) generation of future taxable income over the term of the TRA and (ii) future changes in tax laws. If we do not generate sufficient taxable income in the aggregate over the term of the TRA to utilize the tax benefits, then we would not be required to make the related TRA payments. The payments that we are required to make will generally reduce the amount of overall cash flow that might have otherwise been available to us, but we expect the cash tax savings we will realize to fund the required payments. Assuming no material changes in relevant tax law and that we earn sufficient taxable income to realize all tax benefits that are subject to the TRA, we estimate that the tax savings associated with all tax attributes described above would aggregate to approximately $403.8 million as of September 27, 2026. Under this scenario, we would be required to pay the TRA Parties approximately 85% of such amount, or $343.2 million, primarily over the next 15 years, substantially declining in year 16 through year 47. In the three quarters ended September 27, 2026 and September 28, 2025, we made TRA payments of $7.9 million relating to tax year 2024 and $7.7 million relating to tax year 2023, respectively. We expect a payment of $2.3 million relating to tax year 2025 to be paid within the next 12 months.

Summary of Cash Flows

The following table presents a summary of our cash flows from operating, investing and financing activities (in thousands):

	Three Quarters Ended	
	September 27, 2026	September 28, 2025
Net cash provided by operating activities	$ 61,823	$ 48,741
Net cash used in investing activities	(39,902)	(58,079)
Net cash (used in) provided by financing activities	(17,037)	3,696
Net increase (decrease) in cash and cash equivalents and restricted cash	4,884	(5,642)
Cash and cash equivalents and restricted cash at beginning of period	19,963	22,876
Cash and cash equivalents and restricted cash at end of period	$ 24,847	$ 17,234

Operating Activities

Net cash provided by operating activities for the three quarters ended September 27, 2026 was $61.8 million compared to net cash provided by operating activities of $48.7 million for the three quarters ended September 28, 2025, an increase of $13.1 million or 26.8%. This increase was primarily driven by the change in operating assets and liabilities of $11.4 million and the change in non-cash items of $5.1 million, partially offset by a decrease in net income of $3.4 million.

The $11.4 million change in our operating assets and liabilities balances was primarily driven by operating assets and liabilities being a source of net cash of $15.5 million in the three quarters ended September 27, 2026, compared to a source of net cash of $4.2 million in the three quarters ended September 28, 2025 driven by the change in deferred lease incentives, accounts payable, and accrued expenses and other liabilities in the three quarters ended September 27, 2026. The $5.1 million change in the three quarters ended September 27, 2026 in non-cash charges is primarily driven by higher equity-based compensation expense and an increase in depreciation and amortization expense, partially offset by asset impairment charges in the prior year. The change in net income for the three quarters ended September 27, 2026 was primarily due to the factors driving the aforementioned change in revenues and expenses as described in the condensed consolidated results of operations in the three quarters ended September 27, 2026 compared to the three quarters ended September 28, 2025.

Investing Activities

Net cash used in investing activities was $39.9 million for the three quarters ended September 27, 2026 compared to $58.1 million for the three quarters ended September 28, 2025, a decrease of $18.2 million or 31.3%. This decrease was primarily due to the number, format and timing of restaurant builds in process.

Financing Activities

Net cash used in financing activities was $17.0 million for the three quarters ended September 27, 2026 compared to net cash provided by financing activities of $3.7 million for the three quarters ended September 28, 2025, a decrease of $20.7 million. This decrease was primarily driven by repayments of borrowings under the 2025 Credit Agreement and reduced proceeds from equity-based compensation plan activity. These decreases were partially offset by the absence of deferred financing costs incurred in connection with the 2025 Credit Agreement, lower distributions to non-controlling interest holders, and higher contributions from non-controlling interest holders.

2025 Revolver Facility and Liens

On January 27, 2025, PHD Intermediate LLC, Portillo's Holdings LLC, the other Guarantors party thereto, the Lenders from time to time party thereto and Fifth Third Bank, National Association, as Administrative Agent, the L/C Issuer and the Swing Line Lender entered into an amendment (the "Amendment") to the 2023 Credit Agreement (as amended by the Amendment and as may be amended, restated, supplemented or otherwise modified from time to time thereafter, the "2025 Credit Agreement").

The Amendment provides for, among other things, (i) a $250 million term loan A facility (the “2025 Term Loan Facility”) and (ii) revolving credit commitments in an initial aggregate principal amount of $150 million (the “2025 Revolver Facility” and, together with the Term Loan Facility, the “2025 Facilities”), the proceeds of which will be used to refinance indebtedness under the 2023 Credit Agreement, for general corporate purposes and working capital needs and for other activities permitted under the 2025 Credit Agreement. The loans under each of the 2025 Facilities mature on January 27, 2030.

As of September 27, 2026, we had $85.0 million of borrowings under the 2025 Revolver Facility, and letters of credit issued under the 2025 Revolver Facility totaled $4.2 million. As a result, as of September 27, 2026, the Company had $60.8 million available under the 2025 Revolver Facility.

The 2025 Credit Agreement contains customary representations and warranties, events of default, reporting and other affirmative covenants and negative covenants, including limitations on indebtedness, liens, investments, negative pledges, dividends, junior financings and other fundamental changes. As of September 27, 2026, the Company was in compliance with financial covenants in the 2025 Credit Agreement.

Material Cash Requirements

There have been no material changes to the material cash requirements as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 28, 2025, other than those payments made in the ordinary course of business.

Refer to Note 8. Debt for further information on or about our obligations and the timing of expected payments.

Critical Accounting Estimates

This discussion and analysis of financial condition and results of operations is based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires the Company to make estimates, judgments, and assumptions that can have a meaningful effect on the reporting of condensed consolidated financial statements. There have been no significant changes to our critical accounting estimates or significant accounting policies as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 28, 2025.

Refer to Note 2. Summary Of Significant Accounting Policies for the Company's assessment of all other recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to our exposure to market risks as described in Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended December 28, 2025.

Item 4. Controls and Procedures.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of such date. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act 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 management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting during the quarter ended September 27, 2026 identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

Information regarding certain legal proceedings to which the Company is a party is provided in Note 13. Contingencies in the notes to the unaudited condensed consolidated financial statements and is incorporated herein by reference.

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Under the Second Amended and Restated LLC Agreement of Portillo's OpCo dated as of October 20, 2021 (the "OpCo LLCA"), the holders of LLC Units (other than the Company) may from time to time require Portillo's OpCo to redeem all or a portion of their LLC Units for newly-issued shares of Class A common stock on a one-for-one basis in accordance with the terms of the OpCo LLCA.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Rule 10b5-1 Trading Arrangements

During the quarter ended September 27, 2026, no director or officer of the Company adopted, amended or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

Item 6. Exhibits

Exhibit Number		Description	Filed Herewith
3.1		Amended and Restated Certificate of Incorporation of Portillo's Inc. (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q filed on November 18, 2021)	
3.2		Amended and Restated Bylaws of Portillo's Inc. (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q filed on November 18, 2021)	
10.1	†	Offer Letter from Portillo's Hot Dogs, LLC to Kevin Kalicak, as of July 22, 2026.	*
10.2	†	Amendment to Independent Contractor Agreement between Portillo's Hot Dogs, LLC and Pamela Smith, as of June 29, 2026 (incorporated by reference to the Company's Form 8-K filed on June 30, 2026).	
31.1		Certification of the Principal Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*
31.2		Certification of the Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*
32.1		Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	#
101.INS		XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document	*
101.SCH		XBRL Taxonomy Extension Schema Document	*
101.CAL		XBRL Taxonomy Extension Calculation Linkbase Document	*
101.DEF		XBRL Taxonomy Extension Definition Linkbase Document	*
101.LAB		XBRL Taxonomy Extension Label Linkbase Document	*
101.PRE		XBRL Taxonomy Extension Presentation Linkbase Document	*
104		Cover page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document	*

* *Filed Herewith*
\# *Furnished Herewith*
† *Indicates a management contract or compensatory plan or agreement*

SIGNATURE

Pursuant to the requirements 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.

Portillo's Inc.
(Registrant)

Date: November 5, 2026 By: /s/ Brett Patterson

Brett Patterson
President, Chief Executive Officer and Director
(Principal Executive Officer)

Date: November 5, 2026 By: /s/ Kevin Kalicak

Kevin Kalicak
Chief Financial Officer and Treasurer
(Principal Financial Officer and Principal Accounting Officer)

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July 22, 2026

Mr. Kevin Kalicak,

Portillo's Hot Dogs, LLC, is pleased to offer you the position of **Chief Financial Officer** on our *bun-believable* team**.** Your leadership, passion for restaurants, and drive for results will help Portillo's deliver our next phase of growth. We are thrilled to welcome you to a company rooted in the values of Family, Greatness, Energy, and Fun. These influence how we lead, support one another, and deliver memorable experiences for our Guests and Team Members.

Your anticipated start date is **September 7, 2026**. This position is based at the **Restaurant Support Center (RSC) in Oak Brook, Illinois**. Executive leaders are expected to work at the RSC Monday through Thursday, with flexibility based on business needs, travel requirements, and other circumstances. We believe that regular in-person collaboration fosters stronger relationships, accelerates decision-making, and strengthens the connections that drive our business forward.

You will report to the **Chief Executive Officer** and will perform the duties and responsibilities customarily associated with the position, as well as other such duties as may be assigned by the Company.

COMPENSATION

Salary: Your base salary is **$500,000 annually** and is paid on a bi-weekly pay cycle with 26 pay periods per year. Paydays occur every Friday after the end of each pay period.

Annual Incentive Bonus: You will be eligible to participate in the RSC Annual Incentive Bonus Program, which currently provides a target annual cash incentive opportunity, **equal to 75% of your base salary**. Participation in this program, including any payout, is subject to its terms and Company discretion.

As part of your sign-on package, you will be eligible to receive a guaranteed **gross cash payment of $187,500** in respect of the 2026 incentive bonus plan year. The payment is expected to be made at the same time annual incentive awards are paid, currently anticipated to occur in March 2027. Eligibility for this payment is conditioned upon your remaining actively employed and in good standing with the Company through the payment date. If your employment is terminated for Cause or if you voluntarily resign prior to the bonus payment date, you will not be eligible to receive the guaranteed payout.

While the Company currently intends to offer annual cash incentive plans in future years, the continued offering of any such plan and the opportunity percentage will be at the sole discretion of the Company's Compensation Committee and Board of Directors.

Inaugural Sign-On Award: You will receive a one-time cash award of **$100,000** ("Cash Award") payable to you within thirty days of your Start Date. If your employment with the Company is terminated for cause or due to voluntary resignation prior to the one-year anniversary of your Start Date, you shall be required to repay the Company the gross value of the Cash Award within thirty days of your date of termination.

Sign-On Inducement Equity Grant Award: To support your transition, the Company will grant you a one-time sign-on equity award with a **target grant value of $825,000** in **Restricted Stock Units (RSUs),** vesting ratably over three years, subject to the terms and conditions of the Company's Equity Incentive Plan. This new hire grant will be made on **September, XX, 2026.**

The number of RSU shares will be determined using the closing price of the Company's common stock on the grant date of the award.

Annual Equity Award: You will be eligible to participate in Portillo's 2021 Equity Incentive Plan, subject to the terms of the plan and the approval of the Compensation Committee. Annual equity grants are typically awarded in April.

Your target annual long-term incentive award opportunity will be **$750,000.** The award is currently intended to consist of:

- **50% Restricted Stock Units (RSUs), with a target grant value of $325,000; and**
- **50% Performance Stock Units (PSUs), with a target grant value of $325,000.**

The number of RSUs and target PSUs granted will be determined based on the closing price of Portillo's common stock on the grant date.

RSUs are expected to vest over a three-year period, with one-third (1/3) vesting on each of the first three anniversaries of the grant date, subject to the terms and conditions of the applicable award agreement.

Any PSUs earned will vest following the completion of the applicable three-year performance period based on the achievement of performance metrics established by the Compensation Committee and set forth in the applicable PSU award agreement.

While the Company currently anticipates making annual equity awards in future years, any future awards, including their timing, amount, form, vesting terms, and performance criteria, will be determined in the sole discretion of the Compensation Committee of the Board of Directors.

Relocation: You will receive **up to $100,000** to assist with eligible relocation expenses, subject to and in accordance with the Company's Relocation Agreement (copy enclosed). This up to amount includes the grossed-up taxes reflecting applicable taxes. Eligible amounts will be reimbursed to you upon submission of receipts, or as funds paid directly by Portillo's in the event that we are able to assist you with moving company or otherwise. Given the importance of this role's connection to our teams and operations, your acceptance of this offer includes your commitment to relocate your primary residence to the Chicagoland area within five (5) months of your employment start date.

During this transition period, you will be expected to meet the in-office and travel expectations of the role. Any adjustment to the relocation timeline must be approved in writing by the Company.

Severance Program: You are eligible to participate in Portillo's executive severance program in accordance with its terms and conditions.

Performance and Salary Review. You will participate in the Company's annual salary review process in accordance with Company policies. Salary increases are not guaranteed, and due to the timing of your hire, you will not be eligible for consideration in the upcoming review cycle.

Inaugural Sign-On Award: You will receive a one-time cash award of **$100,000** ("Cash Award") payable to you within thirty days of your Start Date. If your employment with the Company is terminated for cause or due to voluntary resignation prior to the one-year anniversary of your Start Date, you shall be required to repay the Company the gross value of the Cash Award within thirty days of your date of termination.

Sign-On Inducement Equity Grant Award: To support your transition, the Company will grant you a one-time sign-on equity award with a **target grant value of $825,000** in **Restricted Stock Units (RSUs),** vesting ratably over three years, subject to the terms and conditions of the Company's Equity Incentive Plan. This new hire grant will be made on **September 7, 2026.**

The number of RSU shares will be determined using the closing price of the Company's common stock on the grant date of the award.

Annual Equity Award: You will be eligible to participate in Portillo's 2021 Equity Incentive Plan, subject to the terms of the plan and the approval of the Compensation Committee. Annual equity grants are typically awarded in April.

Your target annual long-term incentive award opportunity will be **$750,000.** The award is currently intended to consist of:

- **50% Restricted Stock Units (RSUs), with a target grant value of $325,000; and**
- **50% Performance Stock Units (PSUs), with a target grant value of $325,000.**

The number of RSUs and target PSUs granted will be determined based on the closing price of Portillo's common stock on the grant date.

RSUs are expected to vest over a three-year period, with one-third (1/3) vesting on each of the first three anniversaries of the grant date, subject to the terms and conditions of the applicable award agreement.

Any PSUs earned will vest following the completion of the applicable three-year performance period based on the achievement of performance metrics established by the Compensation Committee and set forth in the applicable PSU award agreement.

While the Company currently anticipates making annual equity awards in future years, any future awards, including their timing, amount, form, vesting terms, and performance criteria, will be determined in the sole discretion of the Compensation Committee of the Board of Directors.

Relocation: You will receive **up to $100,000** to assist with eligible relocation expenses, subject to and in accordance with the Company's Relocation Agreement (copy enclosed). This up to amount includes the grossed-up taxes reflecting applicable taxes. Eligible amounts will be reimbursed to you upon submission of receipts, or as funds paid directly by Portillo's in the event that we are able to assist you with moving company or otherwise. Given the importance of this role's connection to our teams and operations, your acceptance of this offer includes your commitment to relocate your primary residence to the Chicagoland area within five (5) months of your employment start date. During this transition period, you will be expected to meet the in-office and travel expectations of the role. Any adjustment to the relocation timeline must be approved in writing by the Company.

Severance Program: You are eligible to participate in Portillo's executive severance program in accordance with its terms and conditions.

Performance and Salary Review. You will participate in the Company's annual salary review process in accordance with Company policies. Salary increases are not guaranteed, and due to the timing of your hire, you will not be eligible for consideration in the upcoming review cycle.

Technology Allowance: You will receive a monthly technology allowance of $40 to support business-related technology and connectivity expenses. The allowance will be paid through the Company's regular payroll process.

Your compensation is subject to modification during your employment in accordance with the Company's practices, policies, and procedures.

PERKS & BENEFITS TO HELP YOU THRIVE

At Portillo's, we believe in supporting you both at work and in life. In addition to competitive pay, we offer a variety of benefits and perks designed to enhance your health, financial well-being, and work-life balance.

Health & Wellbeing: We offer medical, prescription drug, dental, vision, flexible spending accounts, voluntary benefits, and life/AD&D and disability insurance benefits for you and your eligible dependents.

Your coverage begins on the **first day of the month following 60 days** of employment.

Retirement: Portillo's wants to help you build a foundation for a secure future.

- **401(k) Savings Plan**: You will be eligible to participate 90 days after your date of hire. You may elect to contribute up to 50% of your salary, subject to federal limits.

- **Non-Qualified Deferred Plan (NQDC):** Highly compensated team members may be eligible to participate.
- **Financial Planning:** Personalized financial, tax, retirement, and wealth planning services for Executives.

Time Off:

- **Unlimited Paid Time Off:** Portillo's offers unlimited time off for Directors, Vice Presidents, and Executive Level Team Members. Individuals are expected to use their reasonable judgment and professional discretion when requesting time off for any reason. This includes considering the Company's business and operational requirements. Time off should be reasonably requested and approved in advance.
- **Holidays:** The Restaurant Support Center observes **nine paid holidays** when the office is closed.

More Ways We Support You: From education assistance and free Portillo's food to exclusive discounts, perks, and our Employee Assistance Program (EAP)**—**we're committed to helping you grow, recharge, and enjoy life.

WHAT YOU NEED TO KNOW

- **Getting Paid**: During onboarding, you'll choose how to receive your paycheck—**Direct Deposit or Paycard.**
- **Work Authorization**: Please bring documents for your **I-9 verification** on your first day.

All offer details, including compensation, bonus plans, and benefits, are subject to change based on business needs, company policies, and any future changes to your position. This is an offer of employment only and should not be construed as an employment contract. Your employment with the Company is contingent upon your execution and return of the Confidentiality, Work for Hire and Non-Solicitation Agreement (attached), successful Background Check, References, and final approval by the Company's Compensation Committee.

We look forward to having you join Portillo's.

Jill Waite
Chief People Officer
Portillo's Hot Dogs, LLC

I hereby accept the contingent offer as Chief Financial Officer of Portillo's Hot Dogs, LLC

/s/ Kevin Kalicak_ _____
Signature

8/3/2026
Date

This Relocation Agreement is made by and between Portillo's Hot Dogs, LLC (hereinafter "Portillo's" or "the Company"), and Kevin Kalicak, a Team Member or prospective Team Member of Portillo's (hereinafter "Team Member") and they agree to the following terms:

A. Portillo's and Team Member agree that Team Member will relocate to Illinois, to reside in or near the area of Team Member's future employment at Portillo's Restaurant Support Center in Oak Brook, Illinois.

B. In exchange for Team Member agreeing to relocate to reside near the Restaurant Support Center in Oak Brook, Illinois, Portillo's agrees to reimburse Team Member's relocation expenses up to $100,000 ("Relocation Reimbursement"). These amounts will be reimbursed to Team Member upon submission of supporting receipts, or as funds paid directly by Portillo's to a moving company. This up to amount includes the grossed-up taxes reflecting applicable taxes. All relocation expenses above and beyond the Relocation Reimbursement are the Team Member's responsibility.

C. Portillo's is not responsible for any loss, damage, theft or destruction of any property belonging to Team Member or any member of his or her household that occurs in connection with the relocation process. Team Member agrees to hold Portillo's harmless from any liability for loss, damage, theft or destruction of property belonging to Team Member or a member of his or her household.

D. The Relocation Reimbursement to Team Member is conditioned upon Team Member remaining employed by Portillo's for at least one (1) year following the relocation. Should Team Member's employment be terminated by Portillo's for Cause, or if Team Member voluntarily resigns within one (1) year of his/her starting date, Team Member will be required to repay Portillo's the full cost of the Relocation Reimbursement. Should Team Member's employment be terminated for Cause by Portillo's or if Team Member voluntarily resigns after the first year but prior to the second anniversary of Team Member's start date, Team Member will be required to repay Portillo's one-half of the Relocation Reimbursement. Repayment requirements will be based on the gross payment amount and not the net amount and shall be made within ten (10) business days of separation from employment with Portillo's.

PORTILLO'S HOT DOGS, LLC TEAM MEMBER

Name: /s/ Jill Waite_____ Name: /s/ Kevin Kalicak_____

Date: 8/3/2026 Date: 8/3/2026

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brett Patterson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 27, 2026 of Portillo's Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

By: /s/ Brett Patterson
Brett Patterson
President, Chief Executive Officer and Director
(Principal Executive Officer)

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Kevin Kalicak, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 27, 2026 of Portillo's Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

By: /s/ Kevin Kalicak

Kevin Kalicak
Chief Financial Officer and Treasurer
(Principal Financial Officer and Principal Accounting Officer)

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Portillo's Inc. (the "Company"), for the quarterly period ended September 27, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of such officer's knowledge:

1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026 By: /s/ Brett Patterson

Brett Patterson
President, Chief Executive Officer and Director
(Principal Executive Officer)

Date: November 5, 2026 By: /s/ Kevin Kalicak

Kevin Kalicak
Chief Financial Officer and Treasurer
(Principal Financial Officer and Principal Accounting Officer)