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

FORM 10-Q

(Mark One)

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

For the Quarterly Period ended September 30, 2022

OR

☐ **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 001-40798

DUTCH BROS INC.
(Exact name of Registrant as specified in its charter)

Delaware	**87-1041305**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
110 SW 4th Street	
Grants Pass, Oregon	**97526**
(Address of Principal Executive Offices)	(Zip Code)

(541) 955-4700
(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol	Name of Exchange on which Registered
Class A Common Stock, par value $0.00001 per share	BROS	The New York Stock Exchange

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 x No o

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 x No o

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	o	Accelerated filer	o
Non-accelerated filer	x	Smaller reporting company	o
		Emerging growth company	x

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. o

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

As of November 7, 2022, the registrant’s outstanding shares of common stock were as follows:

Class A common stock	45,541,195
Class B common stock	64,699,136
Class C common stock	41,056,429
Class D common stock	12,411,419

DUTCH BROS INC.

QUARTERLY REPORT ON FORM 10-Q

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GLOSSARY

As used in this Quarterly Report on Form 10-Q (this Form 10-Q), the terms identified below have the meanings specified below unless otherwise noted or the context requires otherwise. References in this Form 10-Q to "Dutch Bros," the "Company," "we," "us" and "our" refer to Dutch Bros Inc. and its consolidated subsidiaries unless the context indicates otherwise.

- **Blocker Companies** refers to certain Dutch Bros OpCo unitholders prior to the Reorganization Transactions that were taxable as corporations for U.S. federal income tax purposes.
- **BPS or bps** refers to basis points which is used to express differences in rates. One basis point is the equivalent of 1/100 of one percent.
- **Co-Founder** refers to Travis Boersma and certain affiliated entities over which he maintains voting control.
- **Common Units** refers to the Common Units of Dutch Bros OpCo, as defined in the Second LLC Agreement, issued and outstanding immediately prior to recapitalization, as set forth in NOTE 1 — Organization and Background.
- **Continuing Members** refers to the Co-Founder and the Sponsor.
- **Dutch Bros OpCo** refers to Dutch Mafia, LLC, a Delaware limited liability company and direct subsidiary of Dutch Bros Inc.
- **Dutch Bros PubCo** refers to Dutch Bros Inc., a Delaware corporation, of which its Class A common stock is publicly traded on the New York Stock Exchange under the symbol "BROS".
- **IPO** refers to the Company's initial public offering.
- **N/M** refers to a not meaningful percentage.
- **OpCo Units** refers to Class A common units, Class B voting units and Class C voting units of Dutch Bros OpCo, each as further defined in the Third Amended and Restated Limited Liability Company Agreement of Dutch Bros OpCo, collectively.
- **Pre-IPO Blocker Holders** refers to TSG7 A AIV VI Holdings-A, L.P. and DG Coinvestor Blocker Aggregator, L.P. or their assignees or successors pursuant to the terms of the certain Reorganization Tax Receivable Agreement.
- **QSR** refers to Quick Service Restaurant.
- **Reorganization Transactions** has the meaning set forth in NOTE 1 — Organization and Background to the Condensed Consolidated Financial Statements.
- **RSA** refers to restricted stock awards.
- **RSU** refers to restricted stock units.
- **Secondary Offerings** refer to the offerings by certain selling stockholders, including entities affiliated with the Sponsor, of 5,000,000 and 5,979,605 shares of Class A common stock of Dutch Bros Inc. completed on March 10, 2022 and August 15, 2022, respectively.
- **Sponsor** refers to TSG Consumer Partners, L.P. and certain of its affiliates.
- **Tax Receivable Agreements and TRAs** shall each have the meaning set forth in NOTE 1 — Organization and Background to the Condensed Consolidated Financial Statements.

FORWARD-LOOKING STATEMENTS

Certain statements in this Form 10-Q that are not historical facts, including those regarding the impact of inflation, increased minimum wages, COVID-19, the conflict between Russia and Ukraine on our results of operations, supply chain or liquidity, the potential impact of actions we have taken to mitigate the impact of unforeseen circumstances, taxes and tax rates, our expectations regarding the number of new shops we may open, anticipated future revenues and earnings, consumer demand, and our expectations to generate positive cash flow in the foreseeable future are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. We use words such as “anticipate,” “believe,” “could,” “should,” “estimate,” “expect,” “intend,” “may,” “predict,” “project,” “target,” and similar terms and phrases, including references to assumptions, to identify forward-looking statements. These forward-looking statements are based on information available to us as of the date any such statements are made, and we assume no obligation to update these forward-looking statements. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those described in the statements. You should not place undue reliance on forward-looking statements, which speak only as of the date of this Form 10-Q.

You should read the following unaudited condensed consolidated financial statements and the related notes in this Form 10-Q together with our analysis and discussion of our financial condition and results of operations and other financial information included elsewhere in this Form 10-Q. You should also read our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Securities and Exchange Commission on March 11, 2022.

While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect actual results. You should evaluate all forward-looking statements made in this report in the context of the factors that could cause outcomes to differ materially from expectations. These factors include, but are not limited to, those listed under the “Risk Factors” section of this Form 10-Q, as such risk factors may be amended, supplemented or superseded from time to time by other reports we file with the Securities and Exchange Commission.

Website Disclosure

We use our website as a distribution channel of material company information. Financial and other important information regarding our company is routinely posted on and accessible through our website at https://investors.dutchbros.com. In addition, you may automatically receive email alerts and other information about our Company when you subscribe your email address by visiting the “Investor Email Alerts” section of our investor relations page at https://investors.dutchbros.com/resources. The information on our website is not incorporated herein or otherwise a part of this Form 10-Q.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DUTCH BROS INC.

Condensed Consolidated Balance Sheets

(in thousands, except per share amounts; unaudited)	September 30, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	$ 34,567	$ 18,506
Accounts receivable, net	14,415	10,644
Inventories, net	33,713	23,345
Prepaid expenses and other current assets	11,110	8,796
Total current assets	93,805	61,291
Property and equipment, net	327,600	301,998
Finance lease right-of-use assets, net	214,903	—
Operating lease right-of-use assets, net	165,682	—
Intangibles, net	9,826	11,103
Goodwill	21,629	18,715
Deferred income tax assets, net	293,108	159,031
Other long-term assets	2,704	1,562
Total assets	$ 1,129,257	$ 553,700
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 26,973	$ 20,440
Accrued liabilities	22,850	20,970
Other current liabilities	6,446	6,471
Deferred revenue	28,829	22,807
Line of credit	85,752	64,104
Current portion of tax receivable agreements liability	450	450
Current portion of finance lease obligations	7,004	3,389
Current portion of operating lease obligations	9,462	—
Current portion of long-term debt	2,608	103
Total current liabilities	190,374	138,734
Deferred revenue, net of current portion	5,118	5,030
Tax receivable agreements liability, net of current portion	225,849	109,283
Finance lease obligations, net of current portion	209,257	79,588
Operating lease obligations, net of current portion	157,319	—
Long-term debt, net of current portion	96,879	3,503
Deferred rent	—	3,153
Other long-term liabilities	659	680
Total liabilities	885,455	339,971
Commitments and contingencies (Note 16)		

DUTCH BROS INC.

Condensed Consolidated Balance Sheets (continued)

(in thousands, except per share amounts; unaudited)		September 30, 2022		December 31, 2021
Preferred stock, $0.00001 par value per share - 20,000 shares authorized; zero shares issued and outstanding as of September 30, 2022 and December 31, 2021		—		—
Class A common stock, $0.00001 par value per share - 400,000 shares authorized; 45,541 and 34,433 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively		1		—
Class B common stock, $0.00001 par value per share - 144,000 shares authorized; 64,699 shares issued and outstanding as of September 30, 2022 and December 31, 2021		1		1
Class C common stock, $0.00001 par value per share - 105,000 shares authorized; 41,056 and 49,006 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively		—		1
Class D common stock, $0.00001 par value per share - 42,000 shares authorized; 12,411 and 15,441 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively		—		—
Additional paid in capital		141,480		107,193
Accumulated other comprehensive income		848		—
Accumulated deficit		(16,647)		(12,679)
Total stockholders' equity attributable to Dutch Bros Inc.		125,683		94,516
Non-controlling interests		118,119		119,213
Total equity		243,802		213,729
Total liabilities and equity	$	1,129,257	$	553,700

See accompanying notes to condensed consolidated financial statements.

DUTCH BROS INC.

Condensed Consolidated Statements of Operations

(in thousands, except per share amounts; unaudited)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
REVENUES				
Company-operated shops	$ 173,501	$ 108,661	$ 464,200	$ 289,548
Franchising and other	25,147	21,142	72,985	68,248
Total revenues	198,648	129,803	537,185	357,796
COSTS AND EXPENSES				
Cost of sales	148,092	90,779	410,629	238,754
Selling, general and administrative	45,378	153,700	132,934	223,174
Total costs and expenses	193,470	244,479	543,563	461,928
INCOME (LOSS) FROM OPERATIONS	5,178	(114,676)	(6,378)	(104,132)
OTHER EXPENSE				
Interest expense, net	(5,011)	(2,393)	(11,096)	(5,248)
Other expense, net	(1,944)	(1,041)	(1,662)	(1,099)
Total other expense	(6,955)	(3,434)	(12,758)	(6,347)
LOSS BEFORE INCOME TAXES	(1,777)	(118,110)	(19,136)	(110,479)
Income tax benefit	(3,371)	(1,280)	(2,700)	(716)
NET INCOME (LOSS)	$ 1,594	$ (116,830)	$ (16,436)	$ (109,763)
Less: Net loss attributable to Dutch Bros OpCo prior to the Reorganization Transactions	—	(74,441)	—	(67,374)
Less: Net loss attributable to non-controlling interests [1]	(169)	(31,312)	(12,346)	(31,312)
NET INCOME (LOSS) ATTRIBUTABLE TO DUTCH BROS INC. [1]	$ 1,763	$ (11,077)	$ (4,090)	$ (11,077)
Net income (loss) per share of Class A and Class D common stock:[2]				
Basic	$ 0.03	$ (0.24)	$ (0.08)	$ (0.24)
Diluted	$ 0.03	$ (0.24)	$ (0.08)	$ (0.24)
Weighted-average shares of Class A and Class D common stock outstanding:				
Basic	53,118	45,807	50,719	45,807
Diluted	54,418	45,807	50,719	45,807

[1] 2021 amounts and balances have been updated to reflect reclassifications based on updated timing and sequence of certain Reorganization Transactions and purchase of OpCo Class A common units in connection with the IPO from previously reported figures in the Company's Form 10-Q for the period ended September 30, 2021, as filed with the SEC on November 12, 2021.

[2] Basic and diluted net loss per share of Class A and Class D common stock are applicable only for periods subsequent to September 14, 2021, the effective date of the Company's Reorganization Transactions and IPO.

See accompanying notes to condensed consolidated financial statements.

DUTCH BROS INC.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(in thousands; unaudited)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Net income (loss)	$ 1,594	$ (116,830)	$ (16,436)	$ (109,763)
Other comprehensive income (loss):				
Unrealized gain on derivative securities, effective portion, net of income tax expense of $244 and $294, respectively	2,484	—	3,050	—
Comprehensive income (loss)	4,078	(116,830)	(13,386)	(109,763)
Less: comprehensive loss attributable to Dutch Bros OpCo prior to the Reorganization Transactions	—	(74,441)	—	(67,374)
Less: comprehensive income (loss) attributable to non-controlling interests	1,612	(31,312)	(10,144)	(31,312)
Comprehensive income (loss) attributable to Dutch Bros Inc.	$ 2,466	$ (11,077)	$ (3,242)	$ (11,077)

See accompanying notes to condensed consolidated financial statements.

DUTCH BROS INC.

Condensed Consolidated Statements of Stockholders'/Members' Equity

Three Months Ended September 30, 2022

	Dutch Bros. Inc. Stockholders' Equity												
	Class A Common Stock		Class B Common Stock		Class C Common Stock		Class D Common Stock						
(in thousands; unaudited)	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Additional Paid-in-Capital	Accumulated Other Comprehensive Income	Accumulated Deficit [1]	Non-Controlling Interests [1]	Total Equity
Balance, June 30, 2022	39,558	$ —	64,699	$ 1	45,386	$ 1	14,062	$ —	$ 126,538	$ 145	$ (18,410)	$ 114,042	$ 222,317
Net income (loss)	—	—	—	—	—	—	—	—	—	—	1,763	(169)	1,594
Unrealized gain on derivative securities, effective portion, net of income tax expense of $244	—	—	—	—	—	—	—	—	(17)	703	—	1,781	2,467
Equity-based compensation	—	—	—	—	—	—	—	—	3,656	—	—	6,993	10,649
Issuance of Class A common stock pursuant to vesting of equity awards, net of stock withheld for tax	3	—	—	—	—	—	—	—	—	—	—	—	—
Impact of Tax Receivable Agreements	—	—	—	—	—	—	—	—	6,775	—	—	—	6,775
Effect of exchange of Dutch Bros OpCo Class A common units	—	—	—	—	—	—	—	—	4,528	—	—	(4,528)	—
Surrender and cancellation of Class C & D common stock	5,980	1	—	—	(4,330)	(1)	(1,651)	—	—	—	—	—	—
Balance, September 30, 2022	45,541	$ 1	64,699	$ 1	41,056	$ —	12,411	$ —	$ 141,480	$ 848	$ (16,647)	$ 118,119	$ 243,802

[1] Subsequent to the Company's January 1, 2022 adoption of the lease standard, the Company continued to review relevant lease contract elements and improve business processes, which resulted in adjustments to the Company's adoption entries. See NOTE 8 — Leases for additional information.

DUTCH BROS INC.

Condensed Consolidated Statements of Stockholders'/Members' Equity (continued)

Nine Months Ended September 30, 2022

	Dutch Bros Inc. Stockholders' Equity												
	Class A Common Stock		**Class B** Common Stock		**Class C** Common Stock		**Class D** Common Stock						
(in thousands; unaudited)	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Additional Paid-in-Capital	Accumulated Other Comprehensive Income	Accumulated Deficit [1]	Non-Controlling Interests [1]	Total Equity
Balance, December 31, 2021	34,433	$ —	64,699	$ 1	49,006	$ 1	15,441	$ —	$ 107,193	$ —	$ (12,679)	$ 119,213	$ 213,729
Adoption of ASU 2016-02, as amended	—	—	—	—	—	—	—	—	—	—	122	301	423
Net loss	—	—	—	—	—	—	—	—	—	—	(4,090)	(12,346)	(16,436)
Unrealized gain on derivative securities, effective portion, net of income tax expense of $294	—	—	—	—	—	—	—	—	(17)	848	—	2,202	3,033
Equity-based compensation	—	—	—	—	—	—	—	—	10,083	—	—	20,912	30,995
Issuance of Class A common stock pursuant to vesting of equity awards, net of stock withheld for tax	128	—	—	—	—	—	—	—	(1,145)	—	—	(2,755)	(3,900)
Impact of Tax Receivable Agreements	—	—	—	—	—	—	—	—	15,958	—	—	—	15,958
Effect of exchange of Dutch Bros OpCo Class A common units	—	—	—	—	—	—	—	—	9,408	—	—	(9,408)	—
Surrender and cancellation of Class C & D common stock	10,980	1	—	—	(7,950)	(1)	(3,030)	—	—	—	—	—	—
Balance, September 30, 2022	45,541	$ 1	64,699	$ 1	41,056	$ —	12,411	$ —	$ 141,480	$ 848	$ (16,647)	$ 118,119	$ 243,802

[1] Subsequent to the Company's January 1, 2022 adoption of the lease standard, the Company continued to review relevant lease contract elements and improve business processes, which resulted in adjustments to the Company's adoption entries. See NOTE 8 — Leases for additional information.

DUTCH BROS INC.

Condensed Consolidated Statements of Stockholders'/Members' Equity (continued)

Three Months Ended September 30, 2021

(in thousands; unaudited)	**Dutch Mafia LLC (Prior to Reorganization Transactions)** Members' Equity	**Dutch Bros. Inc. Stockholders' Equity** Class A Common Stock Shares	Class A Common Stock Amount	Class B Common Stock Shares	Class B Common Stock Amount	Class C Common Stock Shares	Class C Common Stock Amount	Class D Common Stock Shares	Class D Common Stock Amount	Additional Paid-in-Capital	Accumulated Deficit	Non-Controlling Interests	Total Equity
Balance, June 30, 2021	$ (124,554)	—	$ —	—	$ —	—	$ —	—	$ —	$ —	$ —	$ —	$(124,554)
Net loss prior to the Reorganization Transactions	(74,441)	—	—	—	—	—	—	—	—	—	—	—	(74,441)
Reclass of profits interest liability to equity	76,596	—	—	—	—	—	—	—	—	—	—	—	76,596
Member distributions	(4,200)	—	—	—	—	—	—	—	—	—	—	—	(4,200)
Equity-based compensation recognized prior to the Reorganization Transactions	78,579	—	—	—	—	—	—	—	—	—	—	—	78,579
Effect of the Reorganization Transactions and initial public offering on non-controlling interests [1]	48,020	9,877	—	71,408	1	54,068	1	17,036	—	(195,936)	—	147,914	—
Issuance of Class A common stock sold in initial public offering, net of offering costs	—	24,211	—	—	—	—	—	—	—	520,804	—	—	520,804
Purchase of OpCo Units in connection with the initial public offering [1]	—	—	—	(6,709)	—	(5,062)	—	—	—	(239,421)	—	(13,849)	(253,270)
Impact of Tax Receivable Agreements	—	—	—	—	—	—	—	—	—	47,157	—	—	47,157
Net loss subsequent to the Reorganization Transactions [1]	—	—	—	—	—	—	—	—	—	—	(11,077)	(31,312)	(42,389)
Equity-based compensation recognized subsequent to the Reorganization Transactions [1]	—	—	—	—	—	—	—	—	—	9,802	—	24,298	34,100
Issuance of Class A common stock pursuant to vesting of equity awards, net of stock withheld for tax [1]	—	344	—	—	—	—	—	—	—	(3,258)	—	(8,075)	(11,333)
Effect of exchange of Dutch Bros OpCo Class A common units [1]	—	—	—	—	—	—	—	—	—	289	—	(289)	—
Surrender and cancellation of Class C & D common stock	—	—	—	—	—	—	—	(1,595)	—	(34,394)	—	—	(34,394)
Balance, September 30, 2021 [1]	$ —	34,432	$ —	64,699	$ 1	49,006	$ 1	15,441	$ —	$105,043	$ (11,077)	$ 118,687	$ 212,655

[1] Amounts and balances have been updated to reflect reclassifications based on updated timing and sequence of certain Reorganization Transactions and purchase of Dutch Bros OpCo Class A common units in connection with the IPO from previously reported figures in the Company's Form 10-Q for the period ended September 30, 2021, as filed with the SEC on November 12, 2021.

DUTCH BROS INC.

Condensed Consolidated Statements of Stockholders'/Members' Equity (continued)

Nine Months Ended September 30, 2021

(in thousands; unaudited)	Dutch Mafia LLC (Prior to Reorganization Transactions)	Dutch Bros. Inc. Stockholders' Equity											
		Class A Common Stock		Class B Common Stock		Class C Common Stock		Class D Common Stock					
	Members' Equity	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Additional Paid-in-Capital	Accumulated Deficit	Non-Controlling Interests	Total Equity
Balance, December 31, 2021	$ 77,487	—	$ —	—	$ —	—	$ —	—	$ —	$ —	$ —	$ —	$ 77,487
Net loss prior to the Reorganization Transactions [1]	(67,374)	—	—	—	—	—	—	—	—	—	—	—	(67,374)
Reclass of profits interest liability to equity	76,596	—	—	—	—	—	—	—	—	—	—	—	76,596
Member distributions	(213,308)	—	—	—	—	—	—	—	—	—	—	—	(213,308)
Equity-based compensation recognized prior to the Reorganization Transactions	78,579	—	—	—	—	—	—	—	—	—	—	—	78,579
Effect of the Reorganization Transactions and initial public offering on non-controlling interests [1]	48,020	9,877	—	71,408	1	54,068	1	17,036	—	(195,936)	—	147,914	—
Issuance of Class A common stock sold in initial public offering, net of offering costs	—	24,211	—	—	—	—	—	—	—	520,804	—	—	520,804
Purchase of OpCo Units in connection with the initial public offering [1]	—	—	—	(6,709)	—	(5,062)	—	—	—	(239,421)	—	(13,849)	(253,270)
Impact of Tax Receivable Agreements	—	—	—	—	—	—	—	—	—	47,157	—	—	47,157
Net loss subsequent to the Reorganization Transactions [1]	—	—	—	—	—	—	—	—	—	—	(11,077)	(31,312)	(42,389)
Equity-based compensation recognized subsequent to the Reorganization Transactions [1]	—	—	—	—	—	—	—	—	—	9,802	—	24,298	34,100
Issuance of Class A common stock pursuant to vesting of equity awards, net of stock withheld for tax [1]	—	344	—	—	—	—	—	—	—	(3,258)	—	(8,075)	(11,333)
Effect of exchange of Dutch Bros OpCo Class A common units [1]	—	—	—	—	—	—	—	—	—	289	—	(289)	—
Surrender and cancellation of Class C & D common stock	—	—	—	—	—	—	—	(1,595)	—	(34,394)	—	—	(34,394)
Balance, September 30, 2021 [1]	$ —	34,432	$ —	64,699	$ 1	49,006	$ 1	15,441	$ —	$ 105,043	$ (11,077)	$ 118,687	$ 212,655

[1] Amounts and balances have been updated to reflect reclassifications based on updated timing and sequence of certain Reorganization Transactions and purchase of Dutch Bros OpCo Class A common units in connection with the IPO from previously reported figures in the Company's Form 10-Q for the period ended September 30, 2021, as filed with the SEC on November 12, 2021.

DUTCH BROS INC.

Condensed Consolidated Statements of Cash Flows

(in thousands; unaudited)	Nine Months Ended September 30, 2022	2021
Cash flows from operating activities:		
Net loss	$ (16,436)	$ (109,763)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	31,531	17,727
Non-cash interest expense	509	213
(Gain) loss on disposal of assets	(265)	664
Loss on extinguishment of debt	—	1,286
Equity-based compensation	30,995	147,761
Deferred income taxes	(3,757)	(1,580)
Remeasurement loss on TRAs	1,910	—
Non-cash operating leases	7,299	—
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable, net	(3,771)	(182)
Inventories, net	(10,301)	(2,818)
Prepaid expenses and other current assets	(1,283)	(2,115)
Other long-term assets	1,161	14
Accounts payable	3,967	5,777
Accrued liabilities	2,208	6,352
Other current liabilities	(38)	3,527
Deferred revenue	5,860	5,424
Deferred rent	—	243
Other long-term liabilities	(21)	(226)
Operating lease liabilities	(6,800)	—
Net cash provided by operating activities	42,768	72,304
Cash flows from investing activities:		
Purchases of property and equipment	(134,634)	(74,121)
Proceeds from disposal of fixed assets	1,274	2,727
Acquisition of shops from franchisees	(6,051)	(5,387)
Net cash used in investing activities	(139,411)	(76,781)
Cash flows from financing activities:		
Proceeds from line of credit	122,705	35,000
Payments on line of credit	—	(15,000)
Payments on finance lease obligations	(3,144)	(1,877)
Proceeds from financing lease obligations	—	1,484
Proceeds from long-term debt	1,375	200,000
Payments on long-term debt	(1,333)	(227,543)
Payments of debt issuance costs	(2,749)	(2,406)
Proceeds from initial public offering, net of offering costs	—	524,858
Distributions paid to members	—	(213,308)
Payments to repurchase outstanding equity / member units	—	(287,664)
Payments of IPO issuance costs	(250)	(3,511)
Tax withholding payments upon vesting of equity awards	(3,900)	(11,333)
Net cash provided by (used in) financing activities	112,704	(1,300)
Net increase (decrease) in cash and cash equivalents	16,061	(5,777)
Cash and cash equivalents, beginning of period	18,506	31,640
Cash and cash equivalents, end of period	$ 34,567	$ 25,863

DUTCH BROS INC.

Condensed Consolidated Statements of Cash Flows (continued)

(in thousands; unaudited)	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Supplemental disclosure of cash flow information		
Cash paid for interest	$ 10,134	$ 5,567
Income taxes paid	1,138	676
Supplemental disclosure of noncash investing and financing activities		
Additions of property with capital leases	—	25,317
Additions of property and equipment accrued as of end of period	8,864	2,194
Deferred offering costs accrued	—	543
Transfer between line of credit and term loan facility	100,000	—

See accompanying notes to condensed consolidated financial statements.

DUTCH BROS INC.

Index for Notes to Condensed Consolidated Financial Statements
(Unaudited)

DUTCH BROS INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 1 — Organization and Background

Business

Dutch Bros Inc. (the Company) is in the business of operating and franchising drive-thru coffee shops as well as the wholesale and distribution of coffee, coffee-related products and accessories. As of September 30, 2022, there were 641 shops in operation in 14 U.S. states, of which 370 were company-operated and 271 were franchised.

Organization

Dutch Bros Inc. was formed on June 4, 2021 as a Delaware corporation for the purpose of facilitating an IPO and other related transactions in order to carry on the business of Dutch Bros OpCo. The Company is the sole managing member of Dutch Bros OpCo and operates and controls all of the business and affairs of Dutch Bros OpCo. As a result, the Company consolidates the financial results of Dutch Bros OpCo and reports a non-controlling interest representing the economic interest in Dutch Bros OpCo held by the other members of Dutch Bros OpCo. The Company's fiscal year end is December 31.

As of September 30, 2022, the Company held 100.0% of the voting interest and 35.4% of the economic interest of Dutch Bros OpCo. The Continuing Members held none of the voting interest and the remaining 64.6% of the economic interest of Dutch Bros OpCo.

Initial Public Offering

On September 17, 2021, the Company completed its IPO of approximately 24.2 million shares of Class A common stock at a public offering price of $23.00 per share, which included approximately 3.2 million shares issued pursuant to the exercise in full of the underwriters' option to purchase additional shares. The Company received proceeds of approximately $520.8 million, net of offering costs. The proceeds were used to purchase approximately 10.9 million newly-issued Dutch Bros OpCo Class A common units from Dutch Bros OpCo for approximately $234.4 million. The proceeds were also used to purchase approximately 11.7 million Dutch Bros OpCo Class A common units from the Continuing Members for approximately $253.3 million and approximately 1.6 million shares of Class D common stock from the Pre-IPO Blocker Holders for approximately $34.4 million.

Reorganization Transactions

In connection with the IPO, the Company completed the following Reorganization Transactions:

- Amended and restated the Second Dutch Bros OpCo Agreement to, among other things, effect a recapitalization in which (i) the outstanding Common Units were converted into Dutch Bros OpCo Class A common units paired with an equal number of either Class B voting units or Class C voting units, and (ii) the outstanding Profits Interest (PI) Units were converted into Dutch Bros OpCo Class A common units.
- Amended and restated the Company's certificate of incorporation to, among other things, authorize four classes of common stock.
- Acquired Dutch Bros OpCo Class A common units and Class C voting units indirectly held by the Pre-IPO Blocker Holders in exchange for shares of Class D common stock.
- Contribution of Dutch Bros OpCo Class A common units, Class B voting units, and Class C voting units by Pre-IPO Dutch Bros OpCo Unitholders to the Company in exchange for Class A common stock, Class B common stock, and Class C common stock, respectively.

- Designation of the Company as managing member of Dutch Bros OpCo.
- Entered into a Reorganization Tax Receivable Agreement with the Pre-IPO Blocker Holders and an Exchange Tax Receivable Agreement with the Continuing Members (collectively, the Tax Receivable Agreements or the TRAs), which provide for payment by Dutch Bros PubCo to the Continuing Members and the Pre-IPO Blocker Holders of 85% of the benefits, if any, that Dutch Bros PubCo would be deemed to realize (calculated using certain assumptions) as a result of certain tax attributes and benefits covered by the TRAs.

NOTE 2 — Basis of Presentation and Summary of Significant Accounting Policies

Financial Statements Presentation

The accompanying unaudited condensed consolidated financial statements as of September 30, 2022 and for the three and nine months ended September 30, 2022 and 2021 are prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the SEC) for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (GAAP) for complete financial statements. Therefore, the unaudited financial statements should be read in conjunction with the audited consolidated financial statements contained in our Annual Report on Form 10-K filed with the SEC and on March 11, 2022.

Immaterial Correction of Previously Issued Consolidated Financial Statements

Subsequent to the issuance of the Company's 2021 consolidated financial statements, management of the Company identified an error in application of Accounting Standards Codification (ASC) 710, *Compensation-General*, related to accrued sick leave pay. ASC 710-10-25-7 states that an employer is not required to accrue a liability for nonvesting accumulating rights to receive sick pay benefits. Historically, the Company accrued sick leave pay expense for each employee. As unused sick leave pay does not carry forward and is not paid out upon termination, the accrued liability should not have been recorded.

The Company has evaluated the effects of the corrections detailed in the table below on the previously issued consolidated financial statements, individually and in the aggregate, in accordance with the guidance in ASC 250, *Accounting Changes and Error Corrections.* The Company has concluded such corrections to be immaterial to its previously issued consolidated financial statements.

While management believes the effect of the error is immaterial to the Company's previously issued consolidated financial statements as of December 31, 2021, and for the three and nine months ended September 30, 2021, the financial statement line items impacted by this error have been corrected. In addition, the immaterial error is being corrected prospectively in the Company's subsequent quarterly and annual filings.

The tables below reflect the sections of the Company's condensed consolidated financial statements that were impacted by the error.

Condensed Consolidated Balance Sheet:

	December 31, 2021		
(in thousands)	As Reported	Adjustments	As Corrected
Current liabilities:			
Accrued liabilities	$ 24,513	$ (3,543)	$ 20,970
Total current liabilities	142,277	(3,543)	138,734
Total liabilities	343,514	(3,543)	339,971
Stockholders' equity:			
Additional paid in capital	106,410	783	107,193
Accumulated deficit	(12,914)	235	(12,679)
Total stockholders' equity attributable to Dutch Bros Inc. / members' equity	93,498	1,018	94,516
Non-controlling interests	116,688	2,525	119,213
Total equity	$ 210,186	$ 3,543	$ 213,729

Condensed Consolidated Statements of Operations:

	Three Months Ended September 30, 2021		
(in thousands)	As Reported	Adjustments	As Corrected
Costs and expenses			
Cost of sales	$ 91,060	$ (281)	$ 90,779
Selling, general and administrative	153,727	(27)	153,700
Total costs and expenses	244,787	(308)	244,479
Loss from operations	(114,984)	308	(114,676)
Loss before income taxes	(118,418)	308	(118,110)
Net loss	$ (117,138)	$ 308	$ (116,830)
Less: Net loss attributable to non-controlling interests [1]	(31,531)	219	(31,312)
NET LOSS ATTRIBUTABLE TO DUTCH BROS INC.[1]	$ (11,166)	$ 89	$ (11,077)

[1] Amounts and balances have been updated to reflect reclassifications based on updated timing and sequence of certain Reorganization Transactions and purchase of Dutch Bros OpCo Class A common units in connection with the IPO from previously reported figures in the Company's Form 10-Q for the period ended September 30, 2021, as filed with the SEC on November 12, 2021.

(in thousands)	Nine Months Ended September 30, 2021 As Reported	Adjustments	As Corrected
Costs and expenses			
Cost of sales	$ 239,869	$ (1,115)	$ 238,754
Selling, general and administrative	223,595	(421)	223,174
Total costs and expenses	463,464	(1,536)	461,928
Loss from operations	(105,668)	1,536	(104,132)
Loss before income taxes	(112,015)	1,536	(110,479)
Net loss	$ (111,299)	$ 1,536	$ (109,763)
Less: Net loss attributable to Dutch Bros OpCo prior to the Reorganization Transactions	(68,602)	1,228	(67,374)
Less: Net loss attributable to non-controlling interests [1]	(31,531)	219	(31,312)
NET LOSS ATTRIBUTABLE TO DUTCH BROS INC. [1]	$ (11,166)	$ 89	$ (11,077)

[1] Amounts and balances have been updated to reflect reclassifications based on updated timing and sequence of certain Reorganization Transactions and purchase of Dutch Bros OpCo Class A common units in connection with the IPO from previously reported figures in the Company's Form 10-Q for the period ended September 30, 2021, as filed with the SEC on November 12, 2021.

Condensed Consolidated Statements of Stockholders'/Members' Equity:

(in thousands)	Three Months Ended September 30, 2021		
	As Reported [1]	Adjustments	As Corrected
Members' Equity			
Balance, June 30, 2021	$ (127,279)	$ 2,725	$ (124,554)
Effect of the Reorganization Transactions and initial public offering on non-controlling interests	50,745	(2,725)	48,020
Additional Paid-in-Capital			
Effect of the Reorganization Transactions and initial public offering on non-controlling interests	(196,515)	579	(195,936)
Purchase of OpCo Units in connection with the initial public offering	(239,622)	201	(239,421)
Effect of exchange of Dutch Bros OpCo Class A common units	285	4	289
Balance, September 30, 2021	104,259	784	105,043
Accumulated Deficit			
Net loss subsequent to the Reorganization Transactions	(11,166)	89	(11,077)
Balance, September 30, 2021	(11,166)	89	(11,077)
Non-Controlling Interests			
Effect of the Reorganization Transactions and initial public offering on non-controlling interests	145,768	2,146	147,914
Purchase of OpCo Units in connection with the initial public offering	(13,648)	(201)	(13,849)
Net loss subsequent to the Reorganization Transactions	(31,531)	219	(31,312)
Effect of exchange of Dutch Bros OpCo Class A common units	(285)	(4)	(289)
Balance, September 30, 2021	116,527	2,160	118,687
Total Equity			
Balance, June 30, 2021	(127,279)	2,725	(124,554)
Net loss subsequent to the Reorganization Transactions	(42,697)	308	(42,389)
Balance, September 30, 2021	209,622	3,033	212,655

[1] Amounts and balances have been updated to reflect reclassifications based on updated timing and sequence of certain Reorganization Transactions and purchase of Dutch Bros OpCo Class A common units in connection with the IPO from previously reported figures in the Company's Form 10-Q for the period ended September 30, 2021, as filed with the SEC on November 12, 2021.

(in thousands)	Nine Months Ended September 30, 2021		
	As Reported [1]	Adjustments	As Corrected
Members' Equity			
Balance, December 31, 2020	$ 75,990	$ 1,497	$ 77,487
Net loss prior to the Reorganization Transactions	(68,602)	1,228	(67,374)
Effect of the Reorganization Transactions and initial public offering on non-controlling interests	50,745	(2,725)	48,020
Additional Paid-in-Capital			
Effect of the Reorganization Transactions and initial public offering on non-controlling interests	(196,515)	579	(195,936)
Purchase of OpCo Units in connection with the initial public offering	(239,622)	201	(239,421)
Effect of exchange of Dutch Bros OpCo Class A common units	285	4	289
Balance, September 30, 2021	104,259	784	105,043
Accumulated Deficit			
Net loss subsequent to the Reorganization Transactions	(11,166)	89	(11,077)
Balance, September 30, 2021	(11,166)	89	(11,077)
Non-Controlling Interests			
Effect of the Reorganization Transactions and initial public offering on non-controlling interests	145,768	2,146	147,914
Purchase of OpCo Units in connection with the initial public offering	(13,648)	(201)	(13,849)
Net loss subsequent to the Reorganization Transactions	(31,531)	219	(31,312)
Effect of exchange of Dutch Bros OpCo Class A common units	(285)	(4)	(289)
Balance, September 30, 2021	116,527	2,160	118,687
Total Equity			
Balance, December 31, 2020	75,990	1,497	77,487
Net loss prior to the Reorganization Transactions	(68,602)	1,228	(67,374)
Net loss subsequent to the Reorganization Transactions	(42,697)	308	(42,389)
Balance, September 30, 2021	209,622	3,033	212,655

[1] Amounts and balances have been updated to reflect reclassifications based on updated timing and sequence of certain Reorganization Transactions and purchase of Dutch Bros OpCo Class A common units in connection with the IPO from previously reported figures in the Company's Form 10-Q for the period ended September 30, 2021, as filed with the SEC on November 12, 2021.

Condensed Consolidated Statement of Cash Flows:

	Nine Months Ended September 30, 2021		
(in thousands)	As Reported	Adjustments	As Corrected
Cash flows from operating activities:			
Net loss	$ (111,299)	$ 1,536	$ (109,763)
Changes in operating assets and liabilities, net of acquisitions:			
Accrued liabilities	7,888	(1,536)	6,352

Significant Accounting Policies

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries that it controls due to ownership of a majority voting interest or pursuant to accounting guidance for non-controlling interests. All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The presentation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions, primarily related to long-lived asset valuation, leases, deferred revenue, tax receivable agreements, income taxes, and equity-based compensation that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although management bases its estimates on historical experience and assumptions that are believed to be reasonable under the circumstances, actual results could differ from those estimates.

Reclassifications

The Company has reclassified certain amounts in prior-period financial statements to conform to the current period's presentation.

- NOTE 5 — Inventories: components of inventory related to our Blue Rebel energy drink have been reclassified from finished goods to raw materials.

Derivative Instruments

The Company manages exposure to fluctuations in interest rates within its condensed consolidated financial statements according to a hedging policy. Under this policy, the Company may engage in interest rate swap agreements to hedge interest rate risk. A swap agreement is a contract between two parties to exchange cash flows based on specified underlying notional amounts, assets and/or indices. The Company does not enter into derivative instruments for speculative purposes.

By using swap instruments, the Company is exposed to potential credit risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. The Company minimizes this credit risk by entering into transactions with carefully selected, credit-worthy counterparties.

Cash Flow Hedges
For derivative instruments that are designated and qualify as a cash flow hedge, the derivative's gain or loss is reported as a component of other comprehensive income (OCI) and recorded in accumulated other comprehensive income (AOCI) on our condensed consolidated balance sheets. The gain or loss is subsequently reclassified into net earnings when the hedged exposure affects net earnings, in the same

line item as the underlying hedged item on the Company's condensed consolidated statements of operations.

Cash flow hedges related to anticipated transactions are designated and documented at the inception of each hedge. Cash flows from hedging transactions are classified in the same categories as the cash flows from the respective hedged items.

Refer to NOTE 11 — Derivative Financial Instruments for further discussion of the Company's derivative instruments.

Leases

The Company adopted ASC Topic 842 (ASC 842), *Leases*, as amended, with an effective date of January 1, 2022. Details of the adoption and the Company's accounting policies related to leases are provided in NOTE 8 — Leases.

Revenue Recognition

Consolidated revenues are recognized net of any discounts, returns, allowances and sales incentives in accordance with Accounting Standard Codification (ASC) Topic 606, *Revenue from Contracts with Customers*.

Loyalty Programs

In February 2021, the Company transitioned from a traditional loyalty program to a digital loyalty program. Under the previous program, a customer earned a "Stamp" for each purchase at a Dutch Bros coffee shop. After accumulating a certain number of Stamps, the customer earned a reward that may be redeemed for free product that, regardless of where the related Stamps were earned, would have been honored at company-operated shops and franchised shop locations. The Company deferred revenue associated with the estimated selling price of Stamps earned by customers towards free product as each Stamp was earned, and a corresponding contract liability was established. The estimated selling price of each Stamp earned was based on the estimated value of the product for which the reward was expected to be redeemed, net of Stamps not expected to be redeemed, based on historical redemption patterns. Stamps did not expire. As a result of the COVID-19 pandemic beginning in March 2020, the Company discontinued new Stamps. The Company continued to redeem previously earned Stamps through March 2021. In February 2021, the Company released the digital loyalty program (Dutch Rewards) in which the customer earns rewards through use of the Company's mobile app that can be redeemed for free drinks. Points collected but not redeemed expire after six months, and earned rewards expire six months after issuance. The Company defers revenue as points are accumulated and rewards are earned under the Dutch Rewards program.

Deferred Revenue

Deferred revenue primarily consists of the unredeemed gift card liability and unredeemed points from our Dutch Rewards loyalty program, as discussed above. Deferred revenue also includes bean and beverage sales to distributors where the performance obligation has not yet been satisfied as control has not transferred to the customer.

Vendor Incentives

The Company has entered into food and beverage supply agreements with certain major vendors. Pursuant to the terms of these arrangements, rebates are provided to the Company from the vendors based upon the dollar value of purchases for company-operated shops and franchised shops. These incentives are recognized as earned throughout the year and are classified as a reduction of cost of sales in the accompanying condensed consolidated statements of operations. Vendor incentives recognized in cost of sales were as follows for the periods presented:

(in thousands)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Vendor incentives	$ 13,808	$ 11,585	$ 32,700	$ 30,348

Advertising Expense

Advertising costs are expensed as they are incurred. Most franchise shops contribute to an advertising fund that the Company manages on behalf of the shops. Under the Company's standard franchise agreement, the contributions received must be spent on marketing, creative efforts, media support, or other related purposes specified in the agreement. The expenditures are primarily amounts paid to third parties but may also include personnel expenses and allocated costs. Advertising expense was as follows for the periods presented:

(in thousands)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Advertising expense	$ 8,158	$ 7,602	$ 22,840	$ 19,948

Recently Issued Accounting Standards

In June 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-13, *Financial Instruments—Credit Losses (Topic 326)*: *Measurement of Credit Losses on Financial Instruments*. ASU 2016-13, as amended, replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For accounts receivable and other financial instruments, the Company will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. ASU 2016-13, as amended, is effective for fiscal years beginning after December 15, 2022. Application of the amendments is through a cumulative-effect adjustment to retained earnings as of the effective date. The Company is evaluating the impact of this standard on its condensed consolidated financial statements.

In October 2021, the FASB issued ASU No. 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*. The amendments in this update provide specific guidance to address diversity in practice related to (1) recognition of an acquired contract liability, and (2) payment terms and their effect on subsequent revenue recognized by the acquirer. The amendments in ASU 2021-08 are applied on a prospective basis, and are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted. The Company is evaluating the impact of this standard on its condensed consolidated financial statements.

Recently Adopted Accounting Standards

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The pronouncement requires lessees to recognize a liability for lease obligations, which represent the discounted obligation to make future lease payments, and a corresponding right-of-use asset on the balance sheet, as well as new disclosure requirements. The Company adopted Topic 842 effective January 1, 2022 using the modified transition approach. For additional information, refer to NOTE 8 — Leases.

NOTE 3 — Revenue Recognition

Revenue

The following table disaggregates revenue by major component:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2022	2021	2022	2021
Company-operated shops	$ 173,501	$ 108,661	$ 464,200	$ 289,548
Franchising	23,802	20,396	69,028	65,589
Other	1,345	746	3,957	2,659
Total revenues	$ 198,648	$ 129,803	$ 537,185	$ 357,796

Deferred Revenue

Deferred revenue activity related to the Company's loyalty and gift card programs was as follows:

	Nine Months Ended September 30,	
(in thousands)	2022	2021
Balance, December 31	$ 22,765	$ 10,576
Revenue deferred - gift card activations, loyalty app loads, and loyalty points and rewards earned	186,303	122,326
Revenue recognized - gift card, loyalty app, and loyalty rewards redemptions, and breakage	(180,538)	(116,967)
Balance, September 30	28,530	15,935
Less: current portion	(25,371)	(13,681)
Deferred revenue, net of current portion, gift card and loyalty programs	$ 3,159	$ 2,254

Revenue recognized related to gift card redemptions that was included in deferred revenue as of the end of the previous years was $3.6 million and $3.5 million for the nine months ended September 30, 2022 and 2021, respectively. These amounts exclude cash loads and transactions for the Company's loyalty rewards program.

Deferred revenue also includes sales to distributors where the performance obligation has not been satisfied and control has not been transferred to the customer as of the reporting date, as well as initial unearned franchise fees from franchisees. These deferred revenues reported in the Company's condensed consolidated balance sheets were as follows:

(in thousands)	September 30, 2022	December 31, 2021
Outstanding performance obligations	$ 3,027	$ 2,512
Initial unearned franchise fees from franchisees	2,390	2,560
Total deferred revenue, excluding gift card and loyalty programs	5,417	5,072
Less: current portion	(3,458)	(2,964)
Deferred revenue, net of current portion, excluding gift card and loyalty programs	$ 1,959	$ 2,108

Revenue recognized from initial unearned franchise fees was as follows for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2022	2021	2022	2021
Earned franchise fees	$ 117	$ 198	$ 390	$ 514

Revenue recognized from earned franchise fees that was included in unearned revenue at the beginning of the year was $0.4 million and $0.5 million for the nine months ended September 30, 2022 and 2021, respectively.

Future amortization of initial unearned franchise fees outstanding as of September 30, 2022 is as follows::

(in thousands)	
Remainder of 2022	$ 112
2023	419
2024	361
2025	307
2026	265
Thereafter	926
Total	$ 2,390

NOTE 4 — Shop Acquisitions

During the nine months ended September 30, 2022, the Company repurchased the franchise rights and assets of five shops from one franchisee in California. The following table summarizes the allocations of the purchase prices to the estimated fair values of assets acquired and liabilities assumed. The fair values for the 2022 acquisitions are considered preliminary and subject to change within the measurement period (up to one year from the acquisition dates), as we have not obtained all of the detailed information to finalize the opening balance sheet related to the building and leasehold improvements purchased and franchise rights reacquired.

(in thousands)	September 30, 2022
Acquisition consideration:	
Purchase price consideration	$ 6,051
Equipment and fixtures	197
Building and leasehold improvements	1,470
Inventories	67
Other assets	6
Operating lease right-of-use assets	2,327
Reacquired franchise rights	1,735
Other liabilities	(88)
Gift card liability	(250)
Operating lease obligations	(2,327)
Net assets acquired	3,137
Goodwill	$ 2,914

Reacquired franchise rights acquired have weighted-average useful lives of 4.2 years at the time of purchase for the acquisitions made during the nine months ended September 30, 2022. The excess of the purchase price over the aggregate fair value of net assets acquired was allocated to goodwill and is attributable to the benefits expected as a result of the acquisitions, including sales and growth opportunities, and is expected to be fully deductible for tax purposes. Goodwill is allocated entirely to the Company-operated shops segment.

The fair value measurement of tangible and intangible assets and liabilities as of the acquisition dates is based on significant inputs not observed in the market and thus represents a Level 3 fair value measurement. Fair value measurements for reacquired franchise rights were determined using the income approach. Fair value measurements for property and equipment were determined using the cost approach.

The results of operations for the 2022 acquisitions are included in the Company’s condensed consolidated statements of operations beginning on the dates of acquisition. Revenues of approximately $6.7 million and net income of approximately $1.2 million are included in the Company’s condensed consolidated statements of operations for the nine months ended September 30, 2022.

The following table reflects the unaudited pro forma results of the Company and the five shops purchased in 2022 as if the acquisitions had taken place as of January 1, 2021:

	Nine Months Ended September 30,	
(in thousands; unaudited)	2022	2021
Revenue	$ 539,136	$ 366,564
Net loss	$ (16,058)	$ (108,218)

NOTE 5 — Inventories

Inventories, net consist of the following:

(in thousands)	September 30, 2022	December 31, 2021
Raw materials	$ 16,070	$ 8,453
Finished goods	17,643	14,892
Total inventories	$ 33,713	$ 23,345

As of September 30, 2022 and December 31, 2021, reserves for inventories were $105 and $2,126, respectively.

NOTE 6 — Property and Equipment

Property and equipment, net consists of the following:

(in thousands)	Useful Life (Years)	September 30, 2022	December 31, 2021
Software	3	$ 7,430	$ 7,132
Equipment and fixtures	3 – 7	85,232	57,952
Leasehold improvements	5 – 15	26,996	20,744
Buildings	10 – 20	134,640	168,395
Land	N/A	4,211	5,242
Aircraft [1]	N/A	9,195	9,531
Construction-in-progress [2]	N/A	124,185	88,050
Property and equipment, gross		391,889	357,046
Less: accumulated depreciation		(64,289)	(55,048)
Property and equipment, net		$ 327,600	$ 301,998

[1] Aircraft is depreciated under the consumption method.

[2] Construction-in-progress primarily consists of construction and equipment costs for new and existing shops.

Depreciation expense included in the Company's condensed consolidated statements of operations was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2022	2021	2022	2021
Cost of sales	$ 6,932	$ 5,048	$ 18,486	$ 13,186
Selling, general and administrative expenses	702	700	2,114	1,962
Total depreciation expense	$ 7,634	$ 5,748	$ 20,600	$ 15,148

No impairment charges were recognized for the nine months ended September 30, 2022 and 2021.

NOTE 7 — Intangible Assets and Goodwill

Intangible Assets

The details of the intangible assets are as follows:

(in thousands)	Weighted-average amortization period (in years)	September 30, 2022	December 31, 2021
Reacquired franchise rights	3.6	$ 27,049	$ 25,314
Less: accumulated amortization		(17,223)	(14,211)
Intangibles, net		$ 9,826	$ 11,103

Amortization expense included in the Company's condensed consolidated statements of operations was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2022	2021	2022	2021
Cost of sales	$ 1,055	$ 948	$ 3,012	$ 2,579

The estimated future amortization expense of the reacquired franchise rights as of September 30, 2022 is as follows:

(in thousands)	
Remainder of 2022	$ 1,022
2023	3,389
2024	2,469
2025	1,435
2026	681
Thereafter	830
Total	$ 9,826

Goodwill

Goodwill is allocated entirely to the Company-operated shops segment. The carrying amount and activity of goodwill was as follows:

(in thousands)	
Balance, December 31, 2021	$ 18,715
Business combinations	2,914
Balance, September 30, 2022	$ 21,629

No impairment charges were recognized for the nine months ended September 30, 2022 and 2021.

NOTE 8 — Leases

Adoption of ASC 842

The Company adopted ASC 842, as amended, using the modified retrospective transition method with an effective date of January 1, 2022. The modified retrospective approach permits a company to use its effective date as the date of initial application to apply the standard to its leases, and, therefore, not restate comparative prior period financial information. As such, results for reporting periods beginning on or after January 1, 2022 are presented under ASC 842. Prior period amounts were not revised and continue to be reported in accordance with ASC Topic 840 (ASC 840). Further, disclosures required under the new standard will not be provided for dates and periods prior to January 1, 2022. The adoption of the lease standard resulted in a cumulative adjustment to opening equity of $0.4 million, as provided in the table below.

Subsequent to the Company's January 1, 2022 adoption of the lease standard, the Company continued to review relevant lease contract elements and improve business processes, which resulted in adjustments to the Company's adoption entries and presentation. The impacts of the adjustments were recorded in the nine months ended September 30, 2022, and are presented in the table below and in the condensed consolidated financial statements.

Upon adoption, the Company recognized operating lease liabilities of $152.8 million based on the present value of the remaining lease payments for existing operating leases, and right-of-use assets of $150.7 million, net of reductions for the impacts of deferred rents. As part of the transition, the Company derecognized all landlord funded lease incentives and deemed landlord financing liabilities, including capital assets related to previous sale and leaseback transactions which were remeasured under ASC 842.

The standard provides several optional practical expedients in transition. The Company elected the package of practical expedients, which permits it to not reassess, under the new standard, the Company's prior conclusions about lease identification, lease classification and initial direct costs. As such, the Company applied the modified retrospective transition method as of the adoption date to those lease contracts for which it had taken possession of the property as of January 1, 2022.

The Company also elected the practical expedient pertaining to land easements and did not elect the practical expedient related to use-of-hindsight. The new standard also provides practical expedients for an entity's ongoing accounting. The Company elected the short-term lease recognition exemption and also the practical expedient to not separate lease and non-lease components for all its leases.

Upon transition, the Company recorded the following increases (decreases) to the respective line items on its condensed consolidated balance sheet:

(in thousands)	Adjustments as of January 1, 2022 (As Reported)	Subsequent Adjustments	Cumulative Adjustments as of September 30, 2022 (As Corrected)
Property and equipment, net	$ (79,821)	$ (6,171)	$ (85,992)
Finance lease right-of-use assets	111,826	3,745	115,571
Operating lease right-of-use assets	150,689	—	150,689
Deferred rent	(3,153)	—	(3,153)
Current portion of finance lease obligations	607	—	607
Current portion of operating lease obligations	8,430	—	8,430
Current portion of long-term debt	(46)	—	(46)
Finance lease obligations, net of current portion	32,534	—	32,534
Operating lease obligations, net of current portion	144,405	—	144,405
Long-term debt, net of current portion	(1,426)	(1,506)	(2,932)
Accumulated deficit	386	(264)	122
Non-controlling interests	957	(656)	301

Nature of Leases

The Company leases all of its domestic company-operated shops, warehouse facilities, headquarters buildings, and certain equipment under various non-cancelable lease agreements that expire on various dates through 2041. The Company evaluates contracts entered into to determine whether the contract involves the use of property or equipment, which is either explicitly or implicitly identified in the contract. The Company evaluates whether it controls the use of the asset, which is determined by assessing whether it obtains substantially all economic benefits from the use of the asset, and whether the Company has the right to direct the use of the asset. If these criteria are met, a lease has been identified and has a term greater than one year, the Company accounts for the contract under the requirements of ASC 842.

Lease commencement is determined when the Company takes possession of a leased asset, at which time the Company also determines the lease classification as an operating or finance lease. The Company's real estate leases consist of commercial ground leases (land only) and build-to-suit leases (land and building).

The real estate leases are a combination of both operating and finance leases, depending on evaluation of the lease terms. Generally, the Company's real estate leases have an initial term of 15 years and typically include two to three renewal options of five-years each. These renewal options are included in the lease term when it is reasonably certain that the option will be exercised. For commercial ground leases, one five-year renewal is included in the Company's initial lease term calculations. The Company's real estate leases typically provide for fixed minimum rent payments. For operating leases, the Company recognizes lease expense on a straight-line basis over the lease term from the date the Company takes possession of the leased property. Lease expense incurred before a lease commences is included in the calculation of the right-of-use asset. Once a lease commences, the Company records lease expense in cost of sales on the Company's condensed consolidated statements of operations. Variable lease costs generally include payments for additional rent such as real estate taxes, insurance, and common area maintenance, and are excluded from the measurement of the lease liability. Variable lease costs are included in cost of sales on the condensed consolidated statements of operations.

The Company calculates right-of-use assets and lease liabilities based on the present value of the fixed lease payments, including any estimated lease incentives, at lease commencement using its incremental borrowing rate, applied on a portfolio basis. As the rate implicit in the Company's leases cannot be readily determined, the discount rate used to measure the lease liability is equal to the rate the Company would pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms.

The Company expends cash for leasehold improvements to build out and equip its leased premises. For certain leases, a portion of the leasehold improvements and building costs are reimbursed by landlords as landlord incentives pursuant to agreed-upon terms in the Company's lease agreements. Landlord incentives, if obtained, are received in cash after the Company takes possession of the property, and as the Company meets required milestones during the construction of the property. The Company includes these amounts in the measurement of the initial right-of-use asset and lease liability.

A summary of finance and operating lease right-of-use assets and lease liabilities as of September 30, 2022 is as follows:

(in thousands)	Balance Sheet Classification	September 30, 2022
Right-of-use assets		
Finance leases	Finance lease right-of-use assets, net	$ 214,903
Operating leases	Operating lease right-of-use assets, net	165,682
Total right-of-use assets		$ 380,585
Lease liabilities		
Finance leases	Current portion of finance lease obligations	$ 7,004
	Finance lease obligations, net of current portion	209,257
Operating leases	Current portion of operating lease obligations	9,462
	Operating lease obligations, net of current portion	157,319
Total lease liabilities		$ 383,042

The components of lease cost were as follows for the periods presented:

(in thousands)	Statement of Operations Classification	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2022
Finance lease cost			
Amortization of right-of-use assets	Cost of sales	$ 3,121	$ 7,919
Interest on lease liabilities	Interest expense	2,482	6,261
Total finance lease cost		5,603	14,180
Operating lease cost	Cost of sales	4,228	12,109
Variable lease cost	Cost of sales	566	1,625
Total lease cost		$ 10,397	$ 27,914

Future minimum lease payments for finance and operating lease liabilities as of September 30, 2022 were as follows:

(in thousands)	Finance	Operating
Remainder of 2022	$ 4,882	$ 4,363
2023	17,527	15,601
2024	18,185	15,291
2025	18,417	15,009
2026	18,741	14,868
Thereafter	246,068	161,592
Total	$ 323,820	$ 226,724
Less: imputed interest	(107,559)	(59,943)
Present value of minimum lease payments	216,261	166,781
Less: current portion	(7,004)	(9,462)
Lease liabilities, net of current portion	$ 209,257	$ 157,319

Future minimum lease payments under noncancellable operating leases and capital lease liabilities as of December 31, 2021 were as follows:

(in thousands)	Capital	Operating
2022	$ 8,824	$ 12,398
2023	8,672	12,002
2024	8,743	11,699
2025	8,926	11,420
2026	9,229	11,297
Thereafter	85,985	125,774
Total	$ 130,379	$ 184,590
Less: imputed interest	(47,402)	
Present value of minimum lease payments	82,977	
Less: current portion	(3,389)	
Lease liabilities, net of current portion	$ 79,588	

A summary of lease terms and discount rates for finance and operating leases as of September 30, 2022 is as follows:

	September 30, 2022
Weighted-average remaining lease term (years)	
Finance leases	16.2
Operating leases	15.1
Weighted-average discount rate (percentages)	
Finance leases	5.2%
Operating leases	4.1%

Supplemental cash flow information related to leases as of September 30, 2022 is as follows for the period presented:

(in thousands; unaudited)		Nine Months Ended September 30, 2022
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from finance leases	$	6,261
Operating cash flows from operating leases		11,611
Financing cash flows from finance leases		3,144
Right-of-use assets obtained in exchange for lease obligations [1]		
Finance leases		135,987
Operating leases		171,437

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[1] Amounts include the transition adjustment for the adoption of ASU 2016-02, as amended.

NOTE 9 — Debt

Credit Facility

On February 28, 2022 (the Effective Date) the Company amended its credit facility entered into on May 12, 2021 with JPMorgan Chase, N.A. (the Senior Secured Credit Facility). The amended facility (the 2022 Credit Facility) has a total capacity of $500 million, consisting of a $250 million revolving credit facility, a delayed draw term loan facility of up to $150 million, and a term loan facility of up to $100 million. The revolving credit facility includes sub-limits for issuance of letters of credit and swing line loans of up to $50 million and $15 million, respectively. It also contains an option allowing the Company to increase the size of the 2022 Credit Facility by up to an additional $150 million, with the agreement of the committing lenders. The 2022 Credit Facility expires five years after the Effective Date.

Upon entering into the 2022 Credit Facility, in February 2022, the Company drew the full $100 million term loan facility and approximately $28 million in revolving loans, and the existing credit facility was repaid and terminated.

Interest on borrowings under the 2022 Credit Facility is based on (a) the Alternate Base Rate plus an applicable margin, or (b) the Adjusted Term SOFR Rate plus an applicable margin, and is payable in accordance with the selected interest rate period (at least quarterly) and upon maturity. Principal payments for the term loans are required on a quarterly basis in accordance with an amortization schedule and upon certain disposition of assets.

The Company is required to pay a commitment fee on a quarterly basis, at a per annum rate of between 0.20% and 0.45% (depending on the Company's maximum net lease-adjusted total leverage ratio) based on the (i) average daily unused portion of the revolving credit facility, and (ii) the daily undrawn amount of the delayed draw term loan facility.

The 2022 Credit Facility contains financial covenants that require the Company to not exceed a maximum net lease-adjusted total leverage ratio and maintain a minimum fixed charge coverage ratio. The 2022 Credit Facility also contains certain negative covenants that, among other things, limit the Company's ability to incur additional debt, grant liens on assets, merge with or acquire other companies, make other investments, dispose of assets, and enter into sale and leaseback transactions and swap agreements. Obligations under the 2022 Credit Facility are guaranteed by Dutch Bros OpCo and its subsidiaries, and secured by a first priority perfected security interest in substantially all of the assets of the guarantors.

As of September 30, 2022, approximately $98.8 million and $87.7 million were outstanding on the term loan and revolving loans, respectively, and $162.3 million was available for borrowing on the revolving loans. The term loan bears interest at 5.63% and revolving loans bear interest at approximately 5.58% as of September 30, 2022. The Company was in compliance with its financial covenants as of that date.

Long-Term Debt

The Company's long-term debt consisted of the following for the periods presented:

(in thousands)	September 30, 2022	December 31, 2021
Terms loan under credit facility	$ 98,750	$ —
Finance obligation[1]	1,377	2,978
Unsecured note payable	551	628
Total debt	100,678	3,606
Less: loan origination fees	(1,191)	—
Less: current portion	(2,608)	(103)
Total long-term debt, net of current portion	$ 96,879	$ 3,503

[1] Effective January 1, 2022, with our adoption of ASC 842 (*Leases*), the 2021 failed sale-leaseback transactions were remeasured and included in our lease obligations. Subsequently we entered into a failed sale-leaseback arrangement under ASC 842 during the six months ended June 30, 2022.

Future annual maturities of long-term debt as of September 30, 2022 are as follows:

(in thousands)	
Remainder of 2022	$ 666
2023	2,667
2024	4,549
2025	7,056
2026	13,313
Thereafter	72,427
Total	$ 100,678

NOTE 10 — Fair Value Measurements

The Company's condensed consolidated financial statements include cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and other current liabilities, for which the carrying amounts approximate fair value due to their short-term maturity. The fair value of the Company's variable-rate term loan and revolving loans approximate their carrying amounts; these debt instruments are designated as Level 2 within the fair value hierarchy, as the Company's cost of borrowing is variable and approximates current market rates.

The Company has an interest rate swap, which is required to be measured at fair value on a recurring basis. Designated as a Level 2 instrument within the fair value hierarchy, the interest rate swap as of September 30, 2022 had a fair value of $3.3 million, and is recorded as an asset on the Company's condensed consolidated balance sheet.

The fair value of the Company's interest rate swap was determined based on the present value of expected future cash flows considering the risks involved, including nonperformance risk, and using discount rates appropriate for the duration based on observable inputs.

See NOTE 11 — Derivative Financial Instruments for additional details related to the interest rate swap.

NOTE 11 — Derivative Financial Instruments

From time to time, the Company may enter into interest rate swaps to fix a portion of interest expense. The Company does not enter into derivative instruments for any other purpose other than to manage its risks related to fluctuations in interest rates, and does not engage in interest rate speculation using derivative instruments.

As of September 30, 2022, the Company had a $70 million receive-variable, pay-fixed interest rate swap outstanding with JPMorgan Chase Bank, N.A. This interest rate swap matures on February 28, 2027 and has a fixed rate of 2.67% per annum. The variable rate on the interest rate swap is the one-month adjusted term SOFR rate plus an applicable margin. As of September 30, 2022, the one-month adjusted term SOFR rate was 3.03%.

The Company typically designates all interest rate swaps as cash flow hedges, and accordingly, records the change in fair value for the effective portion of the interest rate swap in AOCI rather than in current period earnings until the underlying hedged transaction affects earnings. As of September 30, 2022, the Company expects to reclassify a gain of approximately $1.0 million from AOCI to earnings within the next twelve months.

The fair value of the Company's derivative instrument was included in the condensed consolidated balance sheet as follows:

(in thousands)	Balance Sheet Classification	September 30, 2022	December 31, 2021
Derivative instrument designated as cash flow hedge:			
Interest rate swap contract	Prepaid expenses and other current assets	$ 1,030	$ —
	Other long-term assets	2,297	—
Total derivative instrument designated as cash flow hedge		$ 3,327	$ —

The effect of its derivative instrument on the Company's condensed consolidated statements of operations was as follows:

(in thousands)	Statement of Operations Classification	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Derivative instrument designated as cash flow hedge:					
Income recognized in other comprehensive income before reclassifications		$ 2,651	$ —	$ 2,935	$ —
Reclassification from accumulated other comprehensive income to earnings for the effective portion	Interest expense, net	77	—	409	—
Income tax expense	Income tax expense	(244)	—	(294)	—

For additional information related to the Company's derivative, see NOTE 2 — Basis of Presentation and Summary of Significant Accounting Policies and NOTE 10 — Fair Value Measurements.

NOTE 12 — Income Taxes

(in thousands)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Income tax benefit	$ (3,371)	$ (1,280)	$ (2,700)	$ (716)
Effective tax rate	N/M	1.1 %	14.1 %	0.6 %

Three and Nine Months Ended September 30, 2022 v 2021

The increase in tax benefit was primarily driven by adjustments to the outside basis differences as a result of the 2021 tax filings.

As a result of the Secondary Offerings, the Company recorded an additional deferred tax asset, net of valuation allowance, of $130.6 million, which primarily consists of the Company's outside basis differences in its limited liability company subsidiaries. As of September 30, 2022, the Company recognized deferred tax assets of approximately $293.1 million, net of a valuation allowance of approximately $1.5 million.

The Secondary Offerings also resulted in the Company recording additional liability of $114.7 million related to the TRAs. As of September 30, 2022, the Company had a liability of approximately $226.3 million related to its projected obligations under the TRAs in connection with the Secondary Offerings and 2021 reorganization and exchange transactions. TRAs-related liabilities are classified as current or non-current based on the expected date of payment and are included in the Company's condensed consolidated balance sheets under the captions "Current portion of tax receivable agreements liability" and "Tax receivable agreements liability, net of current portion," respectively. For additional information, refer to NOTE 1 — Organization and Background.

NOTE 13 — Equity and Equity-Based Compensation

Equity Awards

As of September 30, 2022, the Company had equity-based compensation awards outstanding consisting of RSAs and RSUs.

Unless indicated otherwise, the equity-based compensation awards described below are subject to time-based service requirements. The service vesting condition is currently a period of three years. For awards granted prior to 2022, vesting occurs in equal one-third installments on each anniversary of the vesting commencement date, subject to grantee's continued service to the Company through each vesting date. Beginning with awards granted in 2022, vesting may occur as either (i) 50% each of the total award on the second and third anniversaries of the vesting commencement date, or (ii) 100% cliff vesting of the total award on the third anniversary of the vesting commencement date, subject to grantee's continued service to the Company through the applicable vesting date(s).

During the nine months ended September 30, 2022, the total weighted-average grant date fair value of RSAs and RSUs vested was approximately $30.7 million and $8.8 million, respectively.

Restricted Stock Awards

Activity for the Company's RSAs was as follows:

(in thousands, except per share amounts)	Restricted Stock Awards	Weighted-average grant date fair value per share
Balance, December 31, 2021	4,000	$ 23.00
Vested	(1,333)	23.00
Balance, September 30, 2022	2,667	$ 23.00

Restricted Stock Units

Activity for the Company's RSUs was as follows:

(in thousands, except per share amounts)	Restricted Stock Units	Weighted-average grant date fair value per share
Balance, December 31, 2021	596	$ 43.55
New grants	164	47.85
Vested	(203)	43.50
Forfeitures	(2)	49.37
Balance, September 30, 2022	555	$ 44.82

Equity-Based Compensation

Equity-based compensation expense is recognized on a straight-line basis and is included in the Company's condensed consolidated statements of operations as follows:

(in thousands)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Selling, general and administrative expenses	$ 10,649	$ 124,779	$ 30,995	$ 147,761

As of September 30, 2022, total unrecognized stock-based compensation related to unvested stock awards was $56.1 million, which will be recognized as follows:

(in thousands)	
Remainder of 2022	$ 10,611
2023	41,911
2024	3,133
2025	437
Total unrecognized stock-based compensation expense	$ 56,092

NOTE 14 — Non-Controlling Interests

The Company is the sole managing member of Dutch Bros OpCo, and, as a result, consolidates the financial results of Dutch Bros OpCo. The Company reports a non-controlling interest representing the economic interest in the Dutch Bros OpCo held by the other members of Dutch Bros OpCo. The Dutch Bros OpCo Agreement provides that holders of Dutch Bros OpCo Class A common units may, from time to time, require Dutch Bros OpCo to redeem all or a portion of its Dutch Bros OpCo Class A common units for newly-issued shares of Class A common stock on a one-for-one basis. In connection with any redemption or exchange, the Company will receive a corresponding number of Dutch Bros OpCo Class A common units, increasing the Company's total ownership in Dutch Bros OpCo. Changes in the Company's ownership in Dutch Bros OpCo, while the Company retains its controlling interest in Dutch Bros OpCo, will be accounted for as equity transactions. As such, future redemptions or direct exchanges of Dutch Bros OpCo Class A common units in Dutch Bros OpCo by the other members of Dutch Bros OpCo 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 ownership interest in Dutch Bros OpCo:

(in thousands)	September 30, 2022 OpCo Units	September 30, 2022 Ownership %
Dutch Bros OpCo Class A common units held by Dutch Bros Inc.[1]	57,953	35.4 %
Dutch Bros OpCo Class A common units held by non-controlling interest holders	105,756	64.6 %
Total Dutch Bros OpCo Class A common units outstanding	163,708	100.0 %

[1] Includes approximately 2.7 million Dutch Bros OpCo Class A common units related to unvested restricted stock awards held by former Profits Interest Units holders. These Dutch Bros OpCo Class A common units are excluded from non-controlling interest calculations.

The following table summarizes the effect of changes in ownership of Dutch Bros OpCo on the Company's equity for the periods presented:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net income (loss) attributable to Dutch Bros Inc.	$ 1,763	$ (11,077)	$ (4,090)	$ (11,077)
Other comprehensive income:				
Unrealized gain on derivative securities, effective portion, net of income tax expense	703	—	848	—
Transfers from (to) non-controlling interests:				
Decrease in additional paid-in capital as a result of the Reorganization Transactions	—	(195,936)	—	(195,936)
Decrease in accumulated deficit as a result of the adoption of ASC 842	—	—	122	—
Increase in additional paid-in capital as a result of equity-based compensation	3,656	9,802	10,083	9,802
Decrease in additional paid-in capital as a result of common stock issuances pursuant to vesting of equity awards, net of stock withheld for tax	—	(3,258)	(1,145)	(3,258)
Increase (decrease) in additional paid-in capital as a result of the acquisition of Dutch Bros OpCo Class A common units	4,528	(239,132)	9,408	(239,132)
Total effect of changes in ownership interest on equity attributable to Dutch Bros Inc.	$ 10,650	$ (439,601)	$ 15,226	$ (439,601)

The weighted-average ownership percentage for the applicable reporting period is used to attribute net income (loss) to Dutch Bros Inc. and the non-controlling interest holders. The non-controlling interest holders' weighted-average ownership percentage were as follows for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Weighted-average ownership percentage	67.0 %	*	68.5 %	*

* The non-controlling interest holders' weighted-average ownership percentage for the period from the September 14, 2021 Reorganization date to September 30, 2021 was 71.3%.

NOTE 15 — Income (Loss) Per Share

Basic net income (loss) per share of Class A and Class D common stock is computed by dividing net income (loss) attributable to Dutch Bros Inc. by the weighted-average number of shares of Class A and Class D common stock outstanding during the period.

Diluted income (loss) per share of Class A and Class D common stock is computed by dividing loss attributable to the Company, adjusted for the assumed exchange of all potentially dilutive instruments for Class A common stock, by the weighted-average number of shares of Class A and Class D common stock outstanding, adjusted to give effect to potentially dilutive elements. Share counts used in the diluted income (loss) per share calculations are adjusted for the deemed repurchases provided for in the treasury stock method for restricted stock awards and restricted stock units, and under the if-converted method for the outstanding convertible Class B and Class C common stock.

The following tables set forth the numerators and denominators used to compute basic and diluted income (loss) per share of Class A and Class D common stock for the periods presented. The basic and diluted loss per share for the three and nine months ended September 30, 2021 reflects only the period from September 14, 2021 to September 30, 2021, which represents the period from the date of the Reorganization Transactions during which the Company had outstanding Class A and Class D common stock.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2022	2021	2022	2021
Numerator:				
Net income (loss)	$ 1,594	$ (116,830)	$ (16,436)	$ (109,763)
Less: net loss attributable to Dutch Bros OpCo before Reorganization Transactions	—	(74,441)	—	(67,374)
Less: net loss attributable to non-controlling interests	(169)	(31,312)	(12,346)	(31,312)
Net income (loss) attributable to Dutch Bros Inc.	$ 1,763	(11,077)	$ (4,090)	(11,077)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except per share amounts)	2022	2021	2022	2021
Basic net income (loss) per share attributable to common stockholders				
Numerator:				
Net income (loss) attributable to Dutch Bros Inc.	$ 1,763	$ (11,077)	$ (4,090)	$ (11,077)
Denominator:				
Weighted-average number of shares of Class A and Class D common stock outstanding - basic	53,118	45,807	50,719	45,807
Basic net income (loss) per share attributable to common stockholders	$ 0.03	(0.24)	$ (0.08)	$ (0.24)

(in thousands, except per share amounts)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Diluted net income (loss) per share attributable to common stockholders				
Numerator:				
Undistributed income (loss) for basic computation	$ 1,763	$ (11,077)	$ (4,090)	$ (11,077)
Decrease in net income attributable to common stockholders upon conversion of potentially dilutive instruments	(1)	—	—	—
Allocation of undistributed income (loss)	$ 1,762	$ (11,077)	$ (4,090)	$ (11,077)
Denominator:				
Number of shares used in basic computation	53,118	45,807	50,719	45,807
Add: weighted-average effect of dilutive securities				
Restricted stock awards	1,300	—	—	—
Weighted-average number of shares of Class A and Class D common stock outstanding used to calculate diluted net income (loss) per share	54,418	45,807	50,719	45,807
Diluted net income (loss) per share attributable to common stockholders	$ 0.03	$ (0.24)	$ (0.08)	$ (0.24)

Shares of the Company's Class B and Class C common stock do not participate in the earnings or losses of the Company and are therefore not participating securities. As such, separate presentation of basic and diluted income (loss) per share of Class B and Class C common stock under the two-class method has not been presented.

The following common stock equivalents were excluded from diluted income (loss) per share in the periods presented because they were anti-dilutive:

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Restricted stock awards	—	4,000	2,667	4,000
Restricted stock units	555	597	555	597
Total anti-dilutive securities	555	4,597	3,222	4,597

NOTE 16 — Commitments and Contingencies

Purchase Obligations

The Company enters into fixed-price and price-to-be fixed green coffee purchase commitments. For both fixed-price and price-to-be fixed purchase commitments, the Company expects to take delivery of green coffee and to utilize the coffee in a reasonable period of time in the ordinary course of business. Such contracts are used in the normal purchases of green coffee and not for speculative purposes. The Company does not enter into futures contracts or other derivative instruments related to its green coffee purchase commitments.

Guarantees

The Company periodically provides guarantees to franchisees for lease payments. Annually, the Company determines if a liability needs to be recorded related to these guarantees. As of September 30, 2022 and December 31, 2021, the Company had guaranteed approximately $1.6 million and $1.7 million, respectively, in franchisee lease payments and has not established a liability for these guarantees as any liability arising from the guarantees is not material to the condensed consolidated financial statements.

Legal Proceedings

The Company is a party to routine legal actions arising in the ordinary course of and incidental to its business. These claims, legal proceedings and litigation principally arise from alleged casualty, employment, and other disputes.

In determining loss contingencies, the Company considers the likelihood of loss as well as the ability to reasonably estimate the amount of such loss or liability. An estimated loss is recognized when it is considered probable that a liability has been incurred and when the amount of loss can be reasonably estimated.

Because litigation is inherently unpredictable, assessing contingencies is highly subjective and requires judgments about future events. When evaluating litigation contingencies, we may be unable to provide a meaningful estimate due to a number of factors, including the procedural status of the matter in question, developments in legislation or regulations that affect the validity of certain claims and defenses, the availability of appellate remedies, insurance coverage related to the claim or claims in question, the presence of complex or novel legal theories, and/or the ongoing discovery and development of information important to the matter.

While any claim, proceeding or litigation has an element of uncertainty, the Company believes the outcome of any of these that are pending or threatened will not have a material adverse effect on its financial condition, results of operations, or cash flows.

NOTE 17 — Related Party Transactions

The Company's donations to Dutch Bros Foundation, a not-for-profit founded by the Company that provides philanthropy to coffee farmers and local communities and for which the Company's Chief Executive Officer serves on the board of directors, were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2022	2021	2022	2021
Donations to Dutch Bros Foundation	$ 1,866	$ 2,599	$ 5,086	$ 6,916

NOTE 18 — Segment Reporting

Segment information is prepared on the same basis that the Company's Chief Executive Officer (CEO), who is the chief operating decision maker (CODM), manages the segments, evaluates financial results and makes key operating decisions. The Company's CEO evaluates the financial performance of the Company based on two operating segments: Company-operated shops and Franchising and other. The Company-operated shops segment includes coffee shop sales to customers. The Franchising and other segment includes bean and product sales to franchisees and includes the initial franchise fees, royalties, and marketing fees.

The CODM reviews segment performance and allocates resources based upon segment contribution, which is defined as segment gross profit before depreciation and amortization.

All segment revenue is earned in the United States, and there are no intersegment revenues. As the CODM is not provided with asset information by segment, assets are reported only on a consolidated basis.

Selling, general and administrative expenses primarily consist of the Company's unallocated corporate expenses. Unallocated corporate expenses include corporate administrative functions that support the segments but are not directly attributable to or managed by any segment and are not included in the reported financial results of the segments.

No changes have been made to the Company's segments during the three and nine months ended September 30, 2022. In addition, no customer represents 10% or more of total accounts receivable or revenues as of and for the three and nine months ended September 30, 2022 and 2021.

Financial information for the Company's reportable segments was as follows for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2022	2021 [1]	2022	2021 [1]
Revenues:				
Company-operated shops	$ 173,501	$ 108,661	$ 464,200	$ 289,548
Franchising and other	25,147	21,142	72,985	68,248
Total revenues	198,648	129,803	537,185	357,796
Cost of sales:				
Company-operated shops	138,781	85,550	381,623	219,407
Franchising and other	9,311	5,229	29,006	19,347
Total cost of sales	148,092	90,779	410,629	238,754
Segment contribution:				
Company-operated shops	44,344	27,405	107,648	81,179
Franchising and other	17,314	17,616	48,319	53,629
Total segment contribution	$ 61,658	$ 45,021	$ 155,967	$ 134,808
Depreciation and amortization:				
Company-operated shops	9,624	4,294	25,071	11,038
Franchising and other	1,478	1,703	4,340	4,728
Total depreciation and amortization	11,102	5,997	29,411	15,766
Selling, general and administrative	(45,378)	(153,700)	(132,934)	(223,174)
Interest expense, net	(5,011)	(2,393)	(11,096)	(5,248)
Other expense, net	(1,944)	(1,041)	(1,662)	(1,099)
Loss before income taxes	$ (1,777)	$ (118,110)	$ (19,136)	$ (110,479)

[1] The Company identified immaterial corrections related to the accrual of employee sick leave and the application of ASC 710, *Compensation - General*, which resulted in revisions to prior period reported amounts with impacted line items presented below for the three and nine months ended September 30, 2021, respectively.

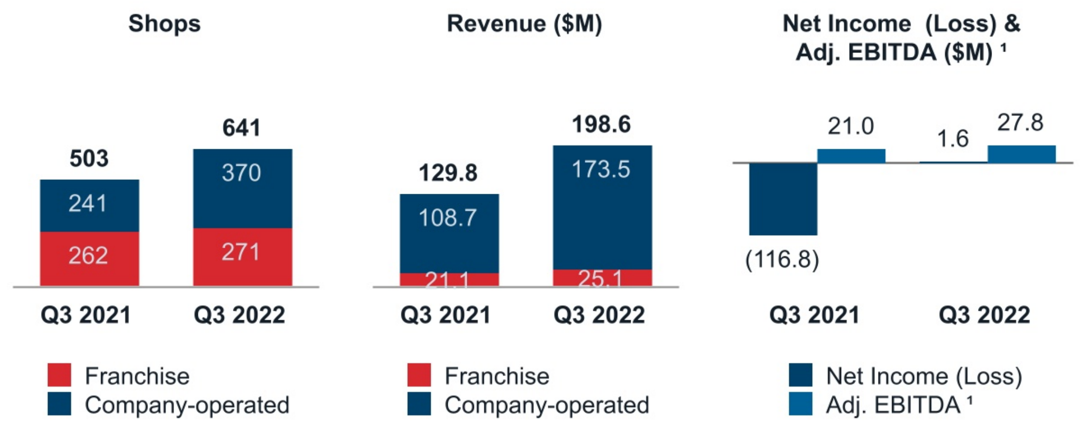
- Decrease in company-operated shops cost of sales (labor costs) of $0.3 million and $1.1 million
- Decrease in total cost of sales of $0.3 million and $1.1 million
- Increase in company-operated shops gross profit of $0.3 million and $1.1 million
- Increase in company-operated shops segment contribution of $0.3 million and $1.1 million
- Increase in total gross profit of $0.3 million and $1.1 million
- Increase in total segment contribution of $0.3 million and $1.1 million
- Decrease in selling, general and administrative expenses of less than $0.1 million and $0.4 million
- Increase in income before income taxes of $0.3 million and $1.5 million

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview and Highlights

Dutch Bros is a high growth operator and franchisor of drive-thru shops that focus on serving high QUALITY, hand-crafted beverages with unparalleled SPEED and superior SERVICE. Founded in 1992 by brothers Dane and Travis Boersma, Dutch Bros began with a double-head espresso machine and a pushcart in Grants Pass, Oregon. Today, we believe that Dutch Bros is one of the fastest-growing brands in the food service and restaurant industry in the United States by location count.

As of September 30, 2022, we had 641 company-operated and franchised shops in 14 states, an increase of approximately 27.4% from the same period in the prior year. For the three months ended September 30, 2022, we generated $198.6 million of revenue, $1.6 million net income, and $0.03 income per diluted share. We have two reportable operating segments: Company-operated shops and Franchising and other.



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[1] Reconciliation of GAAP to non-GAAP results is provided in the section "Non-GAAP Financial Measures" in Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Key Highlights

- Opened 34 company-operated shops across multiple new operating areas in the three months ended September 30, 2022, bringing total company-operated shops to 57.7% of our total shops, an increase of 53.5% over the same period in 2021.
- Raised more than $1.1 million for various youth organizations through our Buck for Kids day.
- Surpassed 4.7 million registered users on our Dutch Rewards mobile app.

Impact of Global Events

Inflation and Minimum Wage Increases

Similar to many of our peers in our industry, we encountered current commodities inflation, including dairy, coffee, fuel, and packaging, and experienced continuing legislated minimum wage increases that took effect this year in certain states. We expect these inflationary pressures to continue to affect our operating results in the foreseeable future. While these cost increases have impacted our operating results, we have taken measures to gradually increase our menu prices to help offset these pressures. Such price increases may lead to decreases in consumer demand. We will continue to evaluate further pricing actions to protect our operating results.

COVID-19

The effects of COVID-19 continue to evolve, and we cannot easily predict the future potential impacts of the pandemic on our business and operations, or on the United States and global economy in general. This also may include any recurrence of the disease, actions taken by governmental authorities in response to the evolving pandemic, any ongoing effects on consumer demand and spending patterns or other direct and indirect impacts of the pandemic, such as supply chain disruptions. Whether these or other currently unanticipated consequences of the pandemic are reasonably likely to materially affect the continued and future impacts on our results of operations, cash flows or financial condition is yet to be determined.

Due to our drive-thru shops model, we have not experienced materially negative impacts to the same degree as others in our industry. Nevertheless, we have been affected by global shipping delays that have impacted deliveries of supplies to our shops.

Russia and Ukraine War

To date, the war between Russia and Ukraine has not had a material direct impact on our business, financial condition, or results of operations. Indirectly, this conflict and resulting sanctions may have caused or contributed to recent increases in oil and gas prices. Because of our drive-thru shops model, we are monitoring closely the impact of recent volatility in oil and gas prices on our customers’ behavior and believe such increases may contribute to decreased demand, which we believe is likely to continue. We are also monitoring any broader economic impact of the current war, including its effect on commodities (including oil and gas), transportation costs, liquidity and credit availability, declines in consumer confidence, declines in global economic growth, inflation, uncertainty about economic stability, and increases in unemployment rates.

Results of Operations

Our historical results have been retroactively revised to reflect an immaterial error correction related to the accrual of employee sick leave. These revisions ensure comparability across all periods reflected herein. For additional information, refer to NOTE 2 — Basis of Presentation and Summary of Significant Accounting Policies and NOTE 18 — Segment Reporting in our condensed consolidated financial statements, included elsewhere in this Form 10-Q.

The following tables provide our operating results and explanation of changes for the periods presented.

Condensed Consolidated Statements of Operations

(in thousands; unaudited)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
REVENUES				
Company-operated shops	$ 173,501	$ 108,661	$ 464,200	$ 289,548
Franchising and other	25,147	21,142	72,985	68,248
Total revenues	198,648	129,803	537,185	357,796
COSTS AND EXPENSES				
Cost of sales	148,092	90,779	410,629	238,754
Selling, general and administrative	45,378	153,700	132,934	223,174
Total costs and expenses	193,470	244,479	543,563	461,928
INCOME (LOSS) FROM OPERATIONS	5,178	(114,676)	(6,378)	(104,132)
OTHER EXPENSE				
Interest expense, net	(5,011)	(2,393)	(11,096)	(5,248)
Other expense, net	(1,944)	(1,041)	(1,662)	(1,099)
Total other expense	(6,955)	(3,434)	(12,758)	(6,347)
LOSS BEFORE INCOME TAXES	(1,777)	(118,110)	(19,136)	(110,479)
Income tax benefit	(3,371)	(1,280)	(2,700)	(716)
NET INCOME (LOSS)	1,594	(116,830)	(16,436)	(109,763)
Less: Net loss attributable to Dutch Bros OpCo prior to the Reorganization Transactions	—	(74,441)	—	(67,374)
Less: Net loss attributable to non-controlling interests	(169)	(31,312)	(12,346)	(31,312)
NET LOSS ATTRIBUTABLE TO DUTCH BROS INC.	$ 1,763	$ (11,077)	$ (4,090)	$ (11,077)

Segment Financials

(in thousands; unaudited)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Revenues:				
Company-operated shops	$ 173,501	$ 108,661	$ 464,200	$ 289,548
Franchising and other	25,147	21,142	72,985	68,248
Total revenues	198,648	129,803	537,185	357,796
Cost of sales:				
Company-operated shops	138,781	85,550	381,623	219,407
Franchising and other	9,311	5,229	29,006	19,347
Total cost of sales	148,092	90,779	410,629	238,754
Segment gross profit:				
Company-operated shops	34,720	23,111	82,577	70,141
Franchising and other	15,836	15,913	43,979	48,901
Total gross profit	50,556	39,024	126,556	119,042
Selling, general and administrative	(45,378)	(153,700)	(132,934)	(223,174)
Interest expense, net	(5,011)	(2,393)	(11,096)	(5,248)
Other expense, net	(1,944)	(1,041)	(1,662)	(1,099)
Loss before income taxes	$ (1,777)	$ (118,110)	$ (19,136)	$ (110,479)
Depreciation and amortization:				
Company-operated shops	$ 9,624	$ 4,294	$ 25,071	$ 11,038
Franchising and other	1,478	1,703	4,340	4,728
All other	708	699	2,120	1,961
Total depreciation and amortization	$ 11,810	$ 6,696	$ 31,531	$ 17,727

Key Performance Indicators

The key performance indicators (KPIs) that we use to effectively manage and evaluate our business are as follows:

(in thousands, except shop count data; unaudited)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Shop count, beginning of period				
Company-operated	336	207	271	182
Franchised	267	264	267	259
	603	471	538	441
Company-operated new openings	34	30	94	52
Franchised new openings	4	3	9	11
Acquisition of franchise shops	—	4	5	7
Shop count, end of period				
Company-operated	370	241	370	241
Franchised	271	262	271	262
Total shop count	641	503	641	503
Average unit volume (AUV) [1]	N/A	N/A	$ 1,917	$ 1,808
Company-operated shops	N/A	N/A	$ 1,875	$ 1,699
Same shop sales growth [2, 4]	1.7 %	7.3 %	1.4 %	8.0 %
Company-operated shops	1.0 %	4.7 %	1.1 %	8.3 %
Company-operated shop revenues	$ 173,501	$ 108,661	$ 464,200	$ 289,548
Company-operated shop gross profit	34,720	23,111	$ 82,577	$ 70,141
Company-operated shop contribution [3]	44,344	27,405	$ 107,648	$ 81,179
Company-operated shop gross profit as a % of company-operated shop revenues	20.0 %	21.3 %	17.8 %	24.2 %
Company-operated shop contribution as a % of company-operated shop revenues [3]	25.5 %	25.3 %	23.2 %	28.0 %
Net income (loss)	$ 1,594	$ (116,830)	$ (16,436)	$ (109,763)
Adjusted EBITDA [3]	27,830	20,955	$ 61,431	$ 70,339
Net income (loss) as % of revenue	0.8 %	(90.0)%	(3.1)%	(30.7)%
Adjusted EBITDA as % of revenue [3]	14.0 %	16.1 %	11.4 %	19.7 %
Systemwide sales [4]	$ 312,961	$ 241,254	$ 864,929	$ 673,297
Dutch Rewards member registrations [5]	566	509	1,551	2,738

[1] AUVs are determined based on the net sales for any trailing twelve-month period for systemwide and company-operated shops that have been open a minimum of 15 months. AUVs are calculated by dividing the net sales by the total number of systemwide and company-operated shops, respectively. Management uses this metric as an indicator of shop growth and future expectations of mature locations.

[2] Same shop sales growth reflects the change in year-over-year sales for the comparable shop base, which we define as shops open for 15 complete months or longer. Management uses this metric as an indicator of shop growth and future expansion strategy. The number of shops included in the systemwide and company-operated comparable bases for the respective periods are presented in the following table.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Systemwide shop base	452	384	414	354
Company-operated shop base	203	145	173	120

[3] Reconciliation of GAAP to non-GAAP results is provided in the section “Non-GAAP Financial Measures” in Part I, Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.

[4] Systemwide sales and systemwide same shop sales include company-operated shop revenue and sales at franchised shops during the comparable periods presented. Franchise sales represent sales at all franchise shops and are revenues to our franchisees. We do not record franchise sales as revenues; however, our royalty revenues and advertising fund contributions are calculated based on a percentage of franchise sales. As these metrics include sales reported to us by our non-consolidated franchise partners, these metrics should be considered as a supplement to, not a substitute for, our results as reported under GAAP. Management uses these metrics as indicators of our system’s overall financial health, growth and future expansion prospects.

[5] Dutch Rewards, a digitally-based rewards program available exclusively through the Dutch Rewards mobile app, was launched February 2021. Management uses this metric as an indicator of customer loyalty adoption of our Dutch Rewards mobile app and future promotional plans.

Company-operated Shop Results

The results for our company-operated shops segment were as follows:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2022		2021		2022		2021	
(in thousands; unaudited)	$	%	$	%	$	%	$	%
Company-operated shop revenue	173,501	100.0	108,661	100.0	464,200	100.0	289,548	100.0
Beverage, food and packaging costs	47,092	27.1	27,846	25.6	126,262	27.2	71,564	24.7
Labor costs	49,000	28.3	33,307	30.7	138,001	29.8	87,695	30.3
Occupancy and other costs	28,517	16.4	17,041	15.7	78,141	16.8	42,484	14.7
Pre-opening costs	4,548	2.6	3,062	2.8	14,148	3.0	6,626	2.3
Depreciation and amortization	9,624	5.6	4,294	3.9	25,071	5.4	11,038	3.8
Company-operated shop gross profit	34,720	20.0	23,111	21.3	82,577	17.8	70,141	24.2
Company-operated shop contribution [1]	44,344	25.6	27,405	25.2	107,648	23.2	81,179	28.0

[1] Reconciliation of GAAP to non-GAAP results is provided in the section “Non-GAAP Financial Measures” in Part I, Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.

Company-operated Shop Segment Performance

Company-operated Shop Revenue

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands; unaudited)	2022	2021	2022 v. 2021		2022	2021	2022 v. 2021	
Company-operated shop revenue	$ 173,501	$ 108,661	$ 64,840	59.7%	$ 464,200	$ 289,548	$ 174,652	60.3%

Three Months Ended September 30, 2022 v 2021
The Company-operated shop revenue increase was driven by the following:

+ $63.8 million from company-operated shops opened during 2022 and 2021.
+ $1.0 million from growth in same shop sales (1.0% for 2022) in the comparable shop base[1].

In the three months ended September 30, 2022, menu prices increased on average 4.4%.

[1] For purposes of calculating company-operated same shop revenue, the revenue for 203 company-operated shops was included in the comparable shop base.

Nine Months Ended September 30, 2022 v 2021
The Company-operated shop revenue increase was driven by the following:

+ $174.4 million from company-operated shops opened during 2022 and 2021.

Beverage, Food and Packaging Costs

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands; unaudited)	2022	2021	2022 v. 2021		2022	2021	2022 v. 2021	
Beverage, food and packaging costs	$ 47,092	$ 27,846	$ 19,246	69.1%	$ 126,262	$ 71,564	$ 54,698	76.4%
As a percentage of revenue	27.1%	25.6%	N/A	150 bps	27.2%	24.7%	N/A	250 bps

Three Months Ended September 30, 2022 v 2021
The beverage, food and packaging costs impacts for the year-over-year comparison, in dollars and basis points, were driven by the following:

(in thousands, except BPS; unaudited)	$	BPS
Shop weeks	$ 13,453	N/A
Higher ingredient costs	6,094	350
Volume	(9)	N/A
New shop impact	(444)	(30)
Higher shop operating expenses	152	20
Pricing impacts	N/A	(190)
Total change	**$ 19,246**	**150**

Nine Months Ended September 30, 2022 v 2021

The beverage, food and packaging costs impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

(in thousands; unaudited)	$	BPS
Shop weeks	$ 39,094	N/A
Higher ingredient costs	17,364	370
Volume	(2,806)	N/A
New shop impact	302	10
Higher shop operating expenses	744	20
Pricing impacts	N/A	(140)
Promotional discounts	N/A	(10)
Total change	**$ 54,698**	**250**

Labor Costs

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands; unaudited)	2022	2021	2022 v. 2021		2022	2021	2022 v. 2021	
Labor costs	$ 49,000	$ 33,307	$ 15,693	47.1%	$ 138,001	$ 87,695	$ 50,306	57.4%
As a percentage of revenue	28.3%	30.7%	N/A	(240)bps	29.8%	30.3%	N/A	(50)bps

Three Months Ended September 30, 2022 v 2021

The labor costs impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

(in thousands, except BPS; unaudited)	$	BPS
Shop weeks	$ 16,069	N/A
Legislated minimum wage increases and higher minimum staffing standards	1,526	90
Volume	3	N/A
Lower COVID-19 leave expenses	(246)	(10)
New shop impact	(1,324)	(80)
Pricing impacts	N/A	(220)
Promotional discounts	N/A	—
Other	(335)	(20)
Total change	**$ 15,693**	**(240)**

Nine Months Ended September 30, 2022 v 2021

The labor costs impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

(in thousands; unaudited)	$	BPS
Shop weeks	$ 45,386	N/A
Legislated minimum wage increases and higher minimum staffing standards	9,276	200
Volume	(509)	N/A
Lower COVID-19 leave expenses	(1,771)	(40)
New shop impact	(1,517)	(30)
Pricing impacts	N/A	(170)
Promotional discounts	N/A	—
Other	(559)	(10)
Total change	**$ 50,306**	**(50)**

Occupancy and Other Costs

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands; unaudited)	**2022**	**2021**	**2022 v. 2021**		**2022**	**2021**	**2022 v. 2021**	
Occupancy and other costs	$ 28,517	$ 17,041	$ 11,476	67.3%	$ 78,141	$ 42,484	$ 35,657	83.9%
As a percentage of revenue	16.4%	15.7%	N/A	70 bps	16.8%	14.7%	N/A	210 bps

Three Months Ended September 30, 2022 v 2021

The occupancy and other costs impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

(in thousands, except BPS; unaudited)	$	BPS
Shop weeks	$ 8,235	N/A
Occupancy cost escalation	3,399	200
Higher preventative maintenance programs	77	—
Rent/CAMS	120	10
New shop impact	343	10
Volume	4	N/A
Cash tender reinstitution	(702)	(40)
Pricing impacts	N/A	(110)
Other	—	—
Total change	**$ 11,476**	**70**

Nine Months Ended September 30, 2022 v 2021

The occupancy and other costs impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

(in thousands; unaudited)	$	BPS
Shop weeks	$ 24,499	N/A
Occupancy cost escalation	5,849	130
Higher preventative maintenance programs	3,767	80
Rent/CAMS	1,398	30
New shop impact	2,294	50
Volume	201	N/A
Cash tender reinstitution	(2,351)	(50)
Leverage/deleverage	N/A	50
Pricing impacts	N/A	(90)
Promotional discounts	N/A	10
Total change	**$ 35,657**	**210**

Pre-opening Costs

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands, except shop data; unaudited)	**2022**	**2021**	**2022 v. 2021**		**2022**	**2021**	**2022 v. 2021**	
Pre-opening costs	$ 4,548	$ 3,062	$ 1,486	48.5%	$ 14,148	$ 6,626	$ 7,522	113.5%
As a percentage of revenue	2.6%	2.8%	N/A	(20)bps	3.0%	2.3%	N/A	70 bps
New company-operated shops opened	34	30	4	13.3%	94	52	42	80.8 %
Pre-opening costs per new company-operated shop	$134	$102	$32	31.4%	$151	$127	$24	18.9 %

Three Months Ended September 30, 2022 v 2021

The increase in pre-opening costs was primarily driven by opening 4 more company-operated shops in the three months ended September 30, 2022 as compared to the same period in 2021, while also realizing cost and operational efficiencies.

Nine Months Ended September 30, 2022 v 2021

The increase in pre-opening costs was primarily driven by opening 42 more company-operated shops in the nine months ended September 30, 2022 as compared to the same period in 2021, while also realizing cost and operational efficiencies.

Depreciation and Amortization

(in thousands; unaudited)	Three Months Ended September 30, 2022	2021	2022 v. 2021		Nine Months Ended September 30, 2022	2021	2022 v. 2021	
Depreciation and amortization	$ 9,624	$ 4,294	$ 5,330	124.1%	$ 25,071	$ 11,038	$ 14,033	127.1%
As a percentage of revenue	5.6 %	3.9%	N/A	170 bps	5.4%	3.8%	N/A	160 bps

Three and Nine Months Ended September 30, 2022 v 2021

The increases in depreciation and amortization were primarily driven by the opening of new company-operated shops during both 2022 and 2021.

Company-operated Shop Gross Profit and Contribution[1]

(in thousands; unaudited)	Three Months Ended September 30, 2022	2021	2022 v. 2021		Nine Months Ended September 30, 2022	2021	2022 v. 2021	
Company-operated shop gross profit	$ 34,720	$ 23,111	$ 11,609	50.2%	82,577	70,141	$ 12,436	17.7%
As a percentage of revenue	20.0%	21.3%	N/A	(130)bps	17.8%	24.2%	N/A	(640)bps
Company-operated shop contribution [1]	$ 44,344	$ 27,405	$ 16,939	61.8%	107,648	81,179	$ 26,469	32.6%
As a percentage of revenue	25.6%	25.2%	N/A	40 bps	23.2%	28.0%	N/A	(480)bps

Three Months Ended September 30, 2022 v 2021

The Company-operated shop gross profit and contribution impacts for the year-over-year comparison, presented in basis points, were driven by the following:

(unaudited)	BPS
Higher ingredient costs	(400)
Higher shop operating expenses	(120)
Legislated minimum wage increases and higher minimum staffing standards	(70)
Costs increases	(590)
Menu price increases	570
Lower promotional discounts	—
Pricing and discounts	570
Higher pre-opening expenses	20
New shop impact	—
New shop related items	20
Lower COVID-19 leave expenses	10
Leverage (deleverage)	—
Other	(140)
Total change in Company-operated shop gross profit	**(130)**
Depreciation and amortization	170
Total change in Company-operated shop contribution	**40**

Nine Months Ended September 30, 2022 v 2021

The Company-operated gross profit and contribution impacts for the year-over-year comparison, in basis points, were driven by the following:

(in thousands; unaudited)	BPS
Higher ingredient costs	(410)
Higher shop operating expenses	(70)
Legislated minimum wage increases and higher minimum staffing standards	(80)
Costs increases	(560)
Menu price increases	430
Lower promotional discounts	(20)
Pricing and discounts	410
Higher preventative maintenance programs	(80)
Higher pre-opening expenses	(70)
New shop impact	(80)
New shop related items	(150)
Lower COVID-19 leave expenses	40
Leverage (deleverage)	(70)
Other	(230)
Total change in Company-operated shop gross profit	**(640)**
Depreciation and Amortization	**160**
Total change in Company-operated shop contribution	**(480)**

[1] Reconciliation of GAAP to non-GAAP results is provided in the section "Non-GAAP Financial Measures" in Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Franchising and Other Segment Performance

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands; unaudited)	2022	2021	2022 v. 2021		2022	2021	2022 v. 2021	
Franchising and other revenue	$ 25,147	$ 21,142	$ 4,005	18.9%	$ 72,985	$ 68,248	$ 4,737	6.9%
Franchising and other gross profit	$ 15,836	$ 15,913	$ (77)	(0.5)%	$ 43,979	$ 48,901	$ (4,922)	(10.1)%
As a percentage of revenue	63.0%	75.3%	N/A	(1,230)bps	60.3%	71.7%	N/A	(1,139)bps

Three Months Ended September 30, 2022 v 2021

The Franchising and other gross profit impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

(in thousands; unaudited)	$	BPS
Higher net costs of products sold to franchisees	$ (3,094)	(1,230)
Shop weeks	430	N/A
Same shop sales	477	N/A
Other	2,110	N/A
Total change	**$ (77)**	**(1,230)**

Nine Months Ended September 30, 2022 v 2021

The Franchising and other gross profit impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

(in thousands; unaudited)	$	BPS
Higher net costs of products sold to franchisees	(8,317)	(1,139)
Shop weeks	1,078	N/A
Same shop sales	831	N/A
Other	1,486	N/A
Total change	**(4,922)**	**(1,139)**

Selling, General, and Administrative

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands; unaudited)	2022	2021	2022 v. 2021		2022	2021	2022 v. 2021	
Selling, General and Administrative	$ 45,378	$ 153,700	$ (108,322)	(70.5)%	$132,934	$ 223,174	$ (90,240)	(40.4)%
As a percentage of revenue	22.8%	118.4%	N/A	N/M	24.7%	62.4%	N/A	N/M

Three Months Ended September 30, 2022 v 2021

The selling, general, and administrative impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

- $114.1 million or 5,750 bps from lower equity-based compensation charges related to one-time awards vested as of the IPO.
- $4.7 million or 240 bps from non-recurring costs and donations associated with our IPO in the prior year.
+ $7.9 million from investments in human capital, processes, and systems to support our revenue growth.
+ $2.7 million or 130 bps from higher costs incurred as a result of being a public company.

The summation of the impact of the specific items above would have decreased selling, general and administrative expenses by 5,860 bps to be 59.8% of revenue. However, leverage from revenue growth reduces that percentage by 3,700 bps to be 22.8% of revenue.

Nine Months Ended September 30, 2022 v 2021

The selling, general, and administrative impacts for the year-over-year comparison, presented in dollars and basis points, were driven by the following:

- $116.8 million or 2,170 bps from lower equity-based compensation charges related to one-time awards vested as of the IPO.
- $7.1 million or 130 bps from non-recurring costs and donations associated with our IPO in the prior year.
+ $22.6 million from investments in human capital, processes, and systems to support our revenue growth.
+ $7.3 million or 140 bps from higher costs incurred as a result of being a public company.

+ $2.4 million or 50 bps from company-wide event costs celebrating 30 years serving high QUALITY, hand-crafted beverages with unparalleled SPEED and superior SERVICE to our customers.

+ $1.2 million or 20 bps from write-off of prepaid expense for our virtual corporate engagement platform built in response to COVID-19 as a substitute for in-person engagement practices pre-pandemic. The platform was determined ineffective, as we have shifted back to in-person engagements with the easing of COVID-19 restrictions.

The summation of the impact of the specific items above would have decreased selling, general and administrative expenses by 2,090 bps to be 41.5% of revenue. However, leverage from revenue growth reduces that percentage by 1,680 bps to be 24.7% of revenue.

Other Expense

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands; unaudited)	2022	2021	2022 v. 2021		2022	2021	2022 v. 2021	
Interest expense on finance leases	$ (2,498)	$ (1,109)	$ (1,389)	125.2%	$ (6,277)	$ (2,851)	$ (3,426)	120.2%
Other interest expense, net [1]	(2,513)	(1,284)	(1,229)	95.7%	(4,819)	(2,397)	(2,422)	101.0%
Interest expense, net [1]	$ (5,011)	$ (2,393)	$ (2,618)	109.4%	$ (11,096)	$ (5,248)	$ (5,848)	111.4%
Other expense, net	(1,944)	(1,041)	(903)	86.7%	(1,662)	(1,099)	(563)	51.2%
Total other expense	$ (6,955)	$ (3,434)	$ (3,521)	102.5%	$ (12,758)	$ (6,347)	$ (6,411)	101.0%

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1 Effective for the three months ended September 30, 2022 and on a prospective basis, we recorded commitment fees for the unused portion of the revolving credit facility as interest expense. These amounts were previously recorded as selling, general, and administrative expense.

Three Months Ended September 30, 2022 v 2021

The interest expense, net increase was primarily driven by additional finance leases for new shop builds, increased borrowings associated on our credit facility, and activity related to our interest rate swap.

The other expense increase was primarily driven by the recognition of a remeasurement loss related to the TRAs liability.

Nine Months Ended September 30, 2022 v 2021

The interest expense, net increase was primarily driven by additional finance leases for new shop builds, increased borrowings associated with our credit facility, and activity related to our interest rate swap.

The other expense increase was primarily driven by the recognition of a remeasurement loss related to the TRAs liability, partially offset by sales of previously written off Dutchwear inventory.

Income Tax Benefit

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in thousands; unaudited)	2022	2021	2022 v. 2021		2022	2021	2022 v. 2021	
Income tax benefit	$ (3,371)	$ (1,280)	$ (2,091)	163.4%	$ (2,700)	$ (716)	$ (1,984)	277.1%
Effective tax rate	N/M	1.1 %	N/A	N/M	14.1 %	0.6 %	N/A	N/M

Three and Nine Months Ended September 30, 2022 v 2021

The increase in tax benefit was primarily driven by adjustments to the outside basis differences as a result of the 2021 tax filings.

Liquidity and Capital Resources

Cash Overview

We had cash and cash equivalents of $34.6 million and $18.5 million as of September 30, 2022 and December 31, 2021, respectively.

For the nine months ended September 30, 2022, our principal sources of liquidity were cash flows from our term loan, revolving credit facilities, and operations. Our principal uses of liquidity for the nine months ended September 30, 2022 were to pay off our prior revolving credit facility and fund our new shop builds and working capital needs.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Nine Months Ended September 30,			
(in thousands; unaudited)	2022	2021	2022 v. 2021	
Net cash flows provided by operating activities	$ 42,768	$ 72,304	$ (29,536)	(40.8)%
Net cash flows used in investing activities	(139,411)	(76,781)	(62,630)	81.6 %
Net cash provided by (used in) financing activities	112,704	(1,300)	114,004	N/M
Net increase (decrease) in cash	$ 16,061	$ (5,777)	$ 21,838	(378.0)%
Cash and cash equivalents at beginning of period	18,506	31,640	(13,134)	(41.5)%
Cash and cash equivalents at end of period	$ 34,567	$ 25,863	$ 8,704	33.7 %

Operating Activities

The decrease in operating activities cash flows was primarily driven by higher cost of sales and inventory due to increases in the number of shops and raw material costs.

Investing Activities

The increase in investing activities cash outflows was primarily driven by investment in capital expenditures as a result of new company-operated shop openings.

Financing Activities

The increase in financing activities cash flows was primarily driven by higher net proceeds from our credit facilities, partially offset by non-recurring net IPO related activities in the prior year.

Cash Requirements

We believe that cash provided by operating activities, cash and cash equivalents, and proceeds from our 2022 Credit Facility are adequate to fund our debt service requirements, operating lease obligations, and working capital obligations for at least the next 12 months.

Our future capital requirements may vary materially from period to period and will depend on many factors, primarily our expansion and growth by opening additional company-operated shops and/or reacquiring existing franchised shops. We currently expect to fund our material capital requirements in the long term with additional proceeds from our 2022 Credit Facility, but we may also seek additional debt or equity financing.

As of September 30, 2022, cash requirements for the following items have materially changed from our Annual Report on Form 10-K for the year ended December 31, 2021:

- Operating lease obligations — increased approximately $42 million from the adoption of ASC 842, *Leases,* and newly commenced leases.

- Finance lease obligations — increased approximately $193 million from the adoption of ASC 842, *Leases,* and newly commenced leases.
- Debt obligations — increased approximately $123 million on a net basis primarily due to borrowings on our 2022 Credit Facility.

Credit Facility

JP Morgan Credit Facility
On February 28, 2022 (the Effective Date) we amended our Senior Secured Credit Facility with JPMorgan Chase, N.A. The 2022 Credit Facility has a total capacity of $500 million, consisting of a $250 million revolving credit facility, a term loan facility of up to $100 million, and a delayed draw term loan facility of up to $150 million. The revolving credit facility includes sub-limits for issuance of letters of credit and swing line loans of up to $50 million and $15 million, respectively. It also contains an option allowing Dutch Bros PubCo to increase the size of the 2022 Credit Facility by up to an additional $150 million, with the agreement of the committing lenders. The 2022 Credit Facility expires five years after the Effective Date.

Upon entering into the 2022 Credit Facility, we drew a $100 million term loan and approximately $28 million in revolving loans, and the existing credit facility was repaid and terminated.

Interest on borrowings under the 2022 Credit Facility is based on (a) the Alternate Base Rate plus an applicable margin, or (b) the Adjusted Term SOFR Rate plus an applicable margin, and is payable in accordance with the selected interest rate period (at least quarterly) and upon maturity. Principal payments for the term loans are required on a quarterly basis in accordance with an amortization schedule and upon certain disposition of assets.

Obligations under the 2022 Credit Facility are guaranteed by Dutch Bros OpCo and its subsidiaries, and secured by a first priority perfected security interest in substantially all of the assets of the guarantors.

Interest Rate Swap Contract
On April 1, 2022, Dutch Bros PubCo entered into an interest rate swap transaction with JPMorgan Chase Bank, N.A. with respect to $70 million of the term loan under the 2022 Credit Facility. The purpose of the floating-to-fixed interest rate swap was to fix the interest base rate charged on the term loan at 2.67%. The interest rate swap matures on February 28, 2027.

Seasonality

Our business is subject to seasonal fluctuations in that our system sales are typically nominally higher during the summer months affecting the second and third quarters.

Critical Accounting Estimates

The methods, assumptions, and estimates that we use in applying our accounting policies may require us to apply judgments regarding matters that are inherently uncertain. We consider an accounting policy to be a critical estimate if: (1) we must make assumptions that were uncertain when the judgment was made, and (2) changes in the estimate assumptions, or selection of a different estimate methodology, could have a significant impact on our financial position and the results that we report in our consolidated financial statements. While we believe that our estimates, assumptions, and judgments are reasonable, they are based on information available when the estimate was made.

Material changes to our critical accounting estimates from those disclosed in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2021 are listed below. Refer also to NOTE 2 — Basis of Presentation and Summary of Significant Accounting Policies, NOTE 3 — Revenue Recognition, and NOTE 8 — Leases within the condensed consolidated financial statements for further information.

Dutch Rewards Loyalty Program

Eligible customers who register for the Dutch Rewards loyalty program earn points for every dollar spent. After accumulating a certain number of points, the customer earns a reward that can be redeemed for a free drink. Earned rewards expire six months after they are issued, and points collected but not redeemed expire after six months.

The estimation of the standalone selling price of points and other rewards issued to customers involves several assumptions, primarily the estimated value of product for which the reward is expected to be redeemed and the probability that the points or reward will expire. Our estimate of points and other rewards we expect to be redeemed is based on historical company-specific data. These inputs are subject to change over time due to factors such as menu price increases, changes in points redemption options, and changes in customer behavior.

Leases

At the commencement of each lease, we evaluate the lease agreement to determine whether it is an operating or finance lease. The evaluation requires significant judgments in determining the fair value of the lease right-of-use asset and the lease liability and appropriate lease terms.

Our lease agreements generally do not provide an implicit interest rate; as such, the discount rate used to measure the initial lease liability is equal to the rate the Company would pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. The discount rate is subject to fluctuation based on market interest rates and our credit risk profile.

We also estimate the lease term at commencement. The lease term commences on the date when we take possession of the leased property, irrespective of the contractual lease payments schedule. To determine the length of the lease term at inception, we consider both termination and renewal option periods available. Reasonably certain renewal periods are included in the lease term at commencement, and are generally based on historical leasing activity.

Variations in judgment applied to these estimates could result in material differences such as the following:

- Lease expenses, including rent, depreciation and amortization
- Fair value of lease right-of-use asset and lease liability
- Reasonably certain lease term

Non-GAAP Financial Measures

In addition to disclosing financial results in accordance with GAAP, this document contains references to the non-GAAP financial measures below. We believe these non-GAAP financial measures provide investors with useful supplemental information about our operating performance, enable comparison of financial trends and results between periods where certain items may vary independent of business performance, and allow for greater transparency with respect to key metrics used by management in operating our business and measuring our performance.

Our non-GAAP financial measures reflect adjustments based on one or more of the following items. These non-GAAP financial measures should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and the financial results calculated in accordance with U.S. GAAP and reconciliations from these results should be carefully evaluated.

Company-operated shop contribution (in dollars and as a percentage of revenue)

Definition and/or calculation
Company-operated segment gross profit, before company-operated shop depreciation and amortization. Company-operated shop contribution in dollars (as defined), taken as a percentage of company-operated shop revenue.

Usefulness to management and investors
This non-GAAP measure is used by our management in making performance decisions without the impact of non-cash depreciation and amortization charges. This is a standard metric used across our industry by investors.

EBITDA, Adjusted EBITDA (in dollars and as a percentage of revenue)

EBITDA — definition and/or calculation
Net income (loss) before interest expense (net of interest income), income taxes expense (benefit), and depreciation and amortization expense.

Adjusted EBITDA — definition and/or calculation
Defined as EBITDA (as defined above), excluding equity-based compensation, expenses and donations associated with equity offerings, COVID-19: “Thank You” pay and catastrophic leave expenses, COVID-19: prepaid costs not utilized, costs incurred for company-wide milestone events, and gain (loss) on the remeasurement of the liability related to the TRAs. Adjusted EBITDA in dollars (as defined), taken as a percentage of total revenue.

Usefulness to management and investors
These non-GAAP measures are supplemental operating performance measures we believe facilitate comparisons to historical performance and competitors’ operating results. We believe the non-GAAP measures presented provide investors with a supplemental view of our operating performance that facilitates analysis and comparisons of our ongoing business operations because they exclude items that may not be indicative of our ongoing operating performance.

Non-GAAP adjustments

Below are the definitions of the non-GAAP adjustments that are used in the calculation of our non-GAAP measures, as described above.

Equity-based compensation
Non-cash expenses related to the grant and vesting of stock awards, restricted stock awards and restricted stock units in Dutch Bros PubCo and/or Profit Interest Units in Dutch Bros OpCo to certain eligible employees. These awards are accounted for in accordance with guidance prescribed for in accounting for share-based compensation.

Expenses associated with equity offerings
Costs incurred as a result of our equity offerings. These costs include legal fees, consulting fees, tax and accounting fees, and payroll taxes related to the grant and vesting of equity awards for certain employees.

Donations associated with equity offerings
In connection with our IPO, we made a donation to the Dutch Bros Foundation. This donation is separate from other donations to the Dutch Bros Foundation that we may periodically make.

COVID-19: "Thank You" pay and catastrophic leave
Costs related to two separate programs established to support employees during the COVID-19 pandemic. We implemented an hourly wage supplement program for shop employees who continued to work while their state or county was under a stay at home order or similar lockdown requirement. This program lasted in various markets until April 2021. We also established a catastrophic leave policy that provided paid leave to employees who were required to quarantine due to in-shop exposures and could not work their regular hours. All COVID-19-related protocols, including catastrophic leave, will remain in effect until the end of the COVID-19 pandemic as determined by the appropriate government agency.

COVID-19: Prepaid costs not utilized
Costs related to the write-off of previously prepaid expenses for the development of a virtual corporate engagement platform built in response to the health restrictions of the COVID-19 pandemic. The platform was developed as a substitute for in person engagement practices used pre-pandemic. The platform has been determined ineffective, particularly as we shift back to in-person events with the easing of restrictions related to the COVID-19 pandemic.

Milestone events
Costs incurred for company-wide events to celebrate 30 years of serving high QUALITY, hand-crafted beverages with unparalleled SPEED and superior SERVICE to our customers.

TRAs remeasurement
Loss impact on condensed consolidated statements of operations of adjustments to liabilities under our TRAs.

Following are the reconciliations of the most comparable GAAP metric to non-GAAP metrics presented:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2022		2021 [1]		2022		2021 [1]	
(in thousands; unaudited)	$	%	$	%	$	%	$	%
Company-operated shop gross profit	34,720	20.0	23,111	21.3	82,577	17.8	70,141	24.2
Depreciation and amortization	9,624	5.6	4,294	3.9	25,071	5.4	11,038	3.8
Company-operated shop contribution	44,344	25.6	27,405	25.2	107,648	23.2	81,179	28.0

(in thousands; unaudited)	Three Months Ended September 30, 2022 $	2022 %	2021 [1] $	2021 [1] %	Nine Months Ended September 30, 2022 $	2022 %	2021 $	2021 %
Net income (loss)	1,594	0.8	(116,830)	(90.0)	(16,436)	(3.1)	(109,763)	(30.7)
Depreciation and amortization	11,810	5.9	6,696	5.2	31,531	5.9	17,727	5.0
Interest expense, net [2]	5,011	2.5	2,393	1.8	11,096	2.1	5,248	1.5
Income tax benefit	(3,371)	(1.7)	(1,280)	(1.0)	(2,700)	(0.5)	(716)	(0.2)
EBITDA	15,044	7.6	(109,021)	(84.0)	23,491	4.4	(87,504)	(24.5)
Equity-based compensation	10,649	5.4	124,779	96.1	30,995	5.8	147,761	41.3
Expenses associated with equity offerings	—	—	3,332	2.6	—	—	5,661	1.6
Donations associated with equity offerings	—	—	1,392	1.1	—	—	1,392	0.4
COVID-19: “Thank You” pay and catastrophic leave	227	0.1	473	0.4	1,401	0.3	3,029	0.8
COVID-19: Prepaid costs not utilized	—	—	—	—	1,200	0.2	—	—
Milestone events	—	—	—	—	2,434	0.5	—	—
TRAs remeasurement	1,910	1.0	—	—	1,910	0.4	—	—
Adjusted EBITDA	27,830	14.0	20,955	16.1	61,431	11.4	70,339	19.7

[1] Our historical results have been revised to reflect immaterial corrections related to the accrual of employee sick leave. For additional information, refer to NOTE 2 — Basis of Presentation and Summary of Significant Accounting Policies and NOTE 18 — Segment Reporting, included elsewhere in this Form 10-Q. The impacts of the immaterial corrections on our non-GAAP measures, not included elsewhere in this Form 10-Q, are presented below for the three and nine months ended September 30, 2021, respectively.

- Increase in EBITDA of $0.3 million and $1.5 million
- Increase in Adjusted EBITDA of $0.3 million and $1.5 million

[2] Effective for the three months ended September 30, 2022 and on a prospective basis, we recorded commitment fees for the unused portion of the revolving credit facility as interest expense. These amounts were previously recorded as selling, general, and administrative expense.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Commodity Risks

Our profitability is dependent on, among other things, our ability to anticipate and react to changes in the costs of key operating resources, including beverage commodities, energy, and other commodities. We have been able to partially offset cost increases resulting from several factors, including market conditions, shortages or interruptions in supply due to weather or other conditions beyond our control, governmental regulations and inflation by increasing our menu prices as well as making other operational adjustments that increase productivity. However, substantial increases in costs and expenses, including dairy, coffee, fuel, and packaging commodities pricing during the nine months ended September 30, 2022, could impact our operating results to the extent that such increases continue and cannot be offset by menu price increases. Additionally, if there is a time lag between increasing commodity prices and our ability to increase menu prices or if we choose not to pass on the cost increases, our operating results could be negatively affected.

Labor and Benefits Costs

We have experienced minimum wage increases in several states. In the future, we may or may not be able to offset these cost increases with operational efficiencies or menu price increases. As of September 30, 2022, we employed approximately 13,000 hourly workers in our company-operated shops.

Interest Rate Risk

We have historically been exposed to interest rate risk through fluctuations in interest rates on our debt obligations. Our 2022 Credit Facility carries interest at a floating rate. We seek to manage exposure to adverse interest rate changes through our normal operating and financing activities. As of September 30, 2022, $98.8 million and $87.7 million were outstanding on our term loan and revolving loans, respectively. A hypothetical increase of interest rates up to 1% on our outstanding term and revolving loans as of September 30, 2022 would result in an increase in our annual interest expense of approximately $1.9 million. From time to time we may use interest rate swaps to mitigate the potential impacts of changes in benchmark interest rates on interest expense and cash flows.

Impact of Inflation

The primary inflation factors affecting our operations are commodity and supplies, energy costs, and construction labor costs of company-operated shops. Increases in the minimum wage requirements directly affect our labor costs. Our leases require us to pay taxes, maintenance, repairs, insurance, and utilities, all of which are generally subject to inflationary increases. Finally, the total cost to build our shops is impacted by inflation. Specifically, increases in sitework and permitting, construction materials, labor, and equipment may increase our overall development costs and capital expenditures, and potentially result in higher rent expenses of new shops. We continue to encounter current commodity inflation, known or pending legislation that will increase minimum wages in certain states, and labor market forces that at times may cause us to increase wages in order to adequately staff our shops. We expect these to affect our operating results in the foreseeable future. While these cost increases have impacted our operating results, we have taken measures to gradually increase our menu prices to help offset these pressures. Price increases and other inflationary pressures may lead to decreases in consumer demand.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Form 10-Q, our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Our certifying officers concluded that, as a result of the material weaknesses in internal control over financial reporting as described below, our disclosure controls and procedures were not effective as of September 30, 2022. Per Rules 13a-15(e) and 15d-15(e), the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act (15 U.S.C. 78a et seq.) is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud due to inherent limitations of internal controls. Because of such limitations, there is a risk that material misstatements will not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

We previously identified and disclosed in Part II, Item 9A of our Annual Report on Form 10-K for the year ended December 31, 2021, material weaknesses in our internal control over financial reporting due to limited accounting department personnel capable of appropriately accounting for complex transactions undertaken by the Company and insufficient controls over the review and approval of manual journal entries, including appropriate segregation of duties. Additionally, as a result of the limited accounting department personnel we were unable to maintain an effective risk assessment process necessary to identify all relevant risks of material misstatement and to evaluate the implications of relevant risks on our internal control over financial reporting. As a consequence of the material weaknesses described above, internal control deficiencies related to the design and operation of process-level controls were determined to be pervasive throughout the Company's financial reporting processes. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

Notwithstanding the previously identified material weaknesses, management believes the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial condition, results of operations and cash flows as of and for the periods presented in accordance with GAAP.

Remediation Efforts

The following remedial actions have been taken as of September 30, 2022:

- Hired additional full-time accounting subject matter experts with appropriate levels of experience, and augmented skills gaps with external experts;
- Reallocated responsibilities across the accounting organization to ensure level of knowledge and experience are applied based on risk and complexity of transactions and tasks under review, as well as to establish appropriate segregation of duties;

- Engaged a professional accounting services firm for technical support in critical areas regarding pronouncements and standards;
- Established procedures to document review of manual journal entries and are in the process of implementing applications controls within the accounting system to ensure proper segregation of duties;
- Initiated detailed accounting policies review to confirm alignment with GAAP. This review process identified the immaterial error related to historic sick leave pay accruals that should not have been recorded; and
- Commenced an entity-wide risk assessment process which will include documenting internal ownership of risk monitoring and mitigation efforts, risk monitoring activities, and regular reporting by internal audit to executive management and our Audit and Risk Committee of the board of directors on an appropriate frequency.

While significant progress has been made to enhance our internal control over financial reporting, we are still in the process of implementing and testing these remediated processes, procedures and controls. Additional time is required to complete our assessment. We believe the above actions will be effective in remediating the material weaknesses described above. However, the material weaknesses cannot be considered remediated until controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. As such, we were unable to conclude that the material weakness had been remediated as of September 30, 2022, and therefore have concluded that our disclosure controls and procedures were not effective as of September 30, 2022.

Changes in Internal Control over Financial Reporting

Beginning January 1, 2022, we implemented ASU 2016-02, as amended, which required the implementation of internal controls to ensure we adequately evaluated our real estate and other vendor contracts and agreements and properly assessed the impact of the new accounting standard. In addition, the new leasing standard had a material impact on our condensed consolidated balance sheets as well as additional disclosure requirements. As such, we implemented changes to our policies and internal control over financial reporting related to our accounting for leases.

Other than those with respect to leases and the remediation efforts described above in our internal control over financial reporting (as defined in Rules 13a-15(f) and 1d-15(f) under the Exchange Act), no other changes occurred during the three months ended September 30, 2022 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

We are not currently involved in any material legal proceedings.

ITEM 1A. RISK FACTORS

Summary of Risk Factors

Below is a summary of the principal factors that make an investment in our Class A common stock speculative or risky. This summary does not address all of the risks that we face. Additional discussion of the risks summarized in this summary, and other risks that we face, can be found below under the heading "Risk Factors" and should be carefully considered, together with other information in this Form 10-Q and our other filings with the SEC before making investment decisions regarding our Class A common stock.

- Evolving consumer preferences and tastes or changes in consumer spending may adversely affect our business.
- Our financial condition and quarterly results of operations are subject to, and may be adversely affected by, a number of factors, many of which are also largely outside our control and as such our results may fluctuate significantly and may not fully reflect the underlying performance of our business.
- We may not be able to compete successfully with other shops, QSRs and convenience shops, including the growing number of coffee delivery options. Intense competition in the food service and restaurant industry could make it more difficult to expand our business and could also have a negative impact on our operating results if customers favor our competitors or we are forced to change our pricing and other marketing strategies.
- Our failure to manage our growth effectively could harm our business and operating results.
- Our inability to identify, recruit and retain qualified individuals for our shops could slow our growth and adversely impact our ability to operate.
- Our shops are geographically concentrated in the Western United States, and we could be negatively affected by conditions specific to that region.
- Interruption of our supply chain of coffee, flavored syrups or other ingredients, coffee machines and other restaurant equipment or packaging could affect our ability to produce or deliver our products and could negatively impact our business and profitability.
- Increases in the cost of high-quality arabica coffee beans, dairy or other commodities or decreases in the availability of high-quality arabica coffee beans, dairy or other commodities could have an adverse impact on our business and financial results.
- Pandemics or disease outbreaks such as the ongoing COVID-19 pandemic have had, and may continue to have, an effect on our business and results of operations.
- Our success depends substantially on the value of our brand and failure to preserve its value could have a negative impact on our financial results.
- Food safety and quality concerns may negatively impact our brand, business and profitability, our internal operational controls and standards may not always be met and our employees may not always act professionally, responsibly and in our and our customers' best interests. Any possible instances or reports, whether true or not, of food and/or beverage-borne illness could reduce our sales.
- Changes in the availability of and the cost of labor could harm our business.
- Our culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the high employee engagement fostered by our culture, which could harm our business.

- Our Co-Founder and Sponsor continue to have significant influence over us, which could limit your ability to influence the outcome of matters submitted to stockholders for a vote.
- We are a “controlled company” within the meaning of the New York Stock Exchange rules and, as a result, qualify for, and rely on, exemptions and relief from certain corporate governance requirements. You do not have the same protections afforded to stockholders of companies that are subject to such requirements.
- Our growth strategy depends in part on opening new shops in existing and new markets. We may be unsuccessful in opening new shops or establishing new markets, which could adversely affect our growth.
- Our operating results and growth strategies are closely tied to the success of our franchise partners, and we have limited control with respect to their operations. Additionally, our franchise partners’ interests may conflict or diverge with our interests in the future, which could have a negative impact on our business.
- We have identified material weaknesses in our internal control over financial reporting. If we are unable to remedy our material weaknesses, or if we fail to establish and maintain effective internal controls, we may be unable to produce timely and accurate financial statements, and we may conclude that our internal control over financial reporting is not effective, which could adversely impact our investors’ confidence and our Class A common stock price.

Risk Factors

You should carefully consider the risks described below in addition to the other information set forth in this Form 10-Q, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Quantitative and Qualitative Disclosures about Market Risk,” our condensed consolidated financial statements and related notes in this Form 10-Q, before making an investment decision. If any of the risks and uncertainties described below occur, it could have a material adverse impact on our business, reputation, financial position, results of operations or cash flows, and the trading price of our Class A common stock. Although it is not possible to predict or identify all such risks and uncertainties, they may include, but are not limited to, the factors discussed below. The risks described herein are not the only risks we may face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may become material and adversely affect our business, reputation, financial condition, results of operations or cash flows or the trading price of our Class A common stock. The risks relating to our business set forth in our Annual Report on Form 10-K, filed with the SEC on March 11, 2022, are set forth below and are unchanged substantively as of the date of this filing, except for those risks designated by an asterisk (*).

Risks Related to Our Business

Evolving consumer preferences and tastes or changes in consumer spending may adversely affect our business.

Dutch Bros’ continued success depends on our ability to attract and retain customers. Our financial results could be adversely affected by a shift in consumer spending away from outside-the-home beverages, decreases in general discretionary consumer spending (including due to higher gas prices, inflation or lack of consumer confidence), lack of customer acceptance of new products (including due to price increases necessary to cover the costs of new beverages or higher input costs), brand perception (such as the existence or expansion of our competitors), platforms (such as features of our mobile application and changes in our loyalty rewards programs and initiatives), a reduction in individual car ownership, which in turn may reduce the usefulness and convenience of our drive-thru shops, or customers reducing their demand for our current offerings as new beverages are introduced. In addition, most of our beverages contain sugar, caffeine, dairy products, and other compounds, such as taurine and artificial coloring, the health effects of which are the subject of public and regulatory scrutiny, including the suggestion of linkages to a variety of adverse health effects. There is increasing consumer awareness of health risks that are attributed to ingredients we use, particularly in the United States, including obesity, increased blood pressure and heart rate, anxiety and insomnia, as well as increased consumer litigation based on alleged adverse health impacts of consumption of various food and beverage products. While we offer alternatives, including reduced sugar and sugar-free items, an unfavorable report on the health effects of sugar, caffeine or other ingredients in our products or changes in public perception of these ingredients could significantly reduce the demand for our beverages. A decrease in customer traffic as a result of these health concerns or negative publicity could significantly reduce the demand for Dutch Bros' hand-crafted beverages and could harm our business.

Our financial condition and results of operations are subject to, and may be adversely affected by, a number of factors, many of which are also largely outside our control.

Our results of operations will be subject to a number of factors and may vary significantly in the future as they have in the past, many of which are outside of our control, and may not fully reflect the underlying performance of our business. Factors that may cause fluctuations in our results of operations and key metrics include, without limitation, those listed elsewhere in this Risk Factors section and those listed below. Any one or more of the factors listed below or described elsewhere in this section could harm our business:

- increases in real estate or labor costs in certain markets;
- changes in consumer preferences;
- disruptions in our supply chain;
- the impact of shortages or inflation on our cost of goods or labor, which we have recently seen;
- changes in governmental laws and rules, including those regarding minimum wage, and approaches to taxation;
- severe weather or other natural or man-made disasters affecting a large market or several closely located markets that may temporarily but significantly affect our business in such markets, including the price or availability of goods;
- labor discord or disruption, geopolitical events, social unrest, war, including repercussions of the war between Russia and Ukraine, terrorism, political instability, acts of public violence, boycotts, hostilities and social unrest and other health pandemics; and
- adverse outcomes of litigation.

Our marketing programs may not be successful, and our new menu items and advertising campaigns may not generate increased revenues or profits.

We incur costs and expend resources in our marketing efforts on new menu items and advertising campaigns to raise brand awareness and attract and retain customers. These initiatives may not be successful, resulting in expenses incurred without the benefit of higher revenue. Additionally, some of our competitors have greater financial resources than we do, which enable them to spend significantly more on marketing, advertising, pricing and other initiatives. Should our competitors increase spending on marketing and advertising and other initiatives or our marketing funds decrease for any reason, or should our advertising, promotions and new menu items fail to reach our customers effectively and efficiently, there could be an adverse effect on our revenues and profits could decrease.

We may not be able to compete successfully with other coffee shops, QSRs and convenience shops, including the growing number of coffee delivery options. Intense competition in the food service and restaurant industry could make it more difficult to expand our business and could also have a negative impact on our operating results if customers favor our competitors or we are forced to change our pricing and other marketing strategies.

The food service and restaurant industry is intensely competitive. We expect competition in this market to continue to be intense as we compete on a variety of fronts, including convenience, taste, price, quality, service and location. If our company-operated and franchised shops cannot compete successfully with other beverage and coffee shops, including Dunkin' Donuts, Starbucks, other specialty coffee shops, drive-thru QSRs and the growing number of coffee delivery options in new and existing markets, we could lose customers and our revenue could decline. Our company-operated and franchised shops compete with national, regional and local coffee chains, QSRs, and convenience shops for customers, shop locations and qualified management and other staff. Compared to us, some of our competitors have substantially greater financial and other resources, have been in business longer, have greater brand recognition or are better established in the markets where our shops are located or are planned to be located. In some markets that we may grow into, there are already well-funded competitors in the drive-thru coffee or beverage business that may challenge our ability to grow into those regions. Any of these competitive factors may harm our business.

Additionally, if our competitors begin to evolve their business strategies and adopt aspects of the Dutch Bros business model, such as our drive-thru convenience and digital ordering, our customers may be drawn to those competitors for their beverage needs and our business could be harmed.

Our strategic initiatives and growth strategy may be unsuccessful which could adversely affect our business and financial results.

As of September 30, 2022, Dutch Bros had 641 shops across 14 states, of which 370 were company-operated and 271 were franchised. One of the key means to achieving our growth strategy will be through opening new shops and operating those shops on a profitable basis. During the nine months ended September 30, 2022, we opened 94 new company-operated shops. Our ability to open new shops is dependent upon a number of factors, many of which are beyond our control, including our and our franchise partners' ability to:

- identify available and suitable sites, specifically for drive-thru locations;
- compete for such sites;
- reach acceptable agreements regarding the lease of locations;
- obtain or have available the financing required to acquire and operate a shop, including construction and opening costs, which includes access to build-to-suit leases and ground lease construction arrangements;
- respond to unforeseen engineering or environmental problems with leased premises;
- avoid the impact of inclement weather, natural disasters and other calamities;
- hire, train and retain the skilled management and other employees necessary to meet staffing needs;
- obtain, in a timely manner and for an acceptable cost, required licenses, permits and regulatory approvals and respond effectively to any changes in local, state or federal law and regulations that adversely affect our and our franchise partners' costs or ability to open new shops; and
- control construction and equipment cost increases for new shops and secure the services of qualified contractors and subcontractors in an increasingly competitive environment.

There is no guarantee that a sufficient number of suitable sites for shops will be available in desirable areas or on terms that are acceptable to us in order to achieve our growth plan. If we are unable to open new shops, or if existing franchise partners do not open new shops, or if shop openings are significantly delayed, our revenue or earnings growth could be adversely affected and our business may be harmed.

As part of our longer term growth strategy, we expect to enter into geographic markets in which we have little or no prior operating experience. The challenges of entering new markets include: adapting to local regulations or restrictions that may limit our ability to open new shops, restrict the use of certain branding or increase the cost of development; difficulties in hiring experienced personnel; unfamiliarity with local real estate markets and demographics; consumer unfamiliarity with our brand; and different competitive and economic conditions, consumer tastes and discretionary spending patterns that are more difficult to predict or satisfy than in our existing markets. Consumer recognition of our brand has been important in the success of our shops in our existing markets, and we will need to build this recognition in new markets. Shops we open in new markets may take longer to reach expected sales and profit levels on a consistent basis and may have higher construction, occupancy and operating costs than existing shops, thereby affecting our overall profitability. Any failure on our part to recognize or respond to these challenges may adversely affect the success of any new shops.

Due to brand recognition and logistical synergies, as part of our growth strategy, we also intend to open new shops in areas where we have existing shops. The operating results and comparable shop sales could be adversely affected due to close proximity with our other shops and market saturation.

New shops, once opened, may not be profitable or may close, and the increases in average per shop revenue and comparable sales that we have experienced in the past may not be indicative of future results.

We plan to open additional company-operated Dutch Bros shops in markets, including in markets where we have little or no operating experience. The target customer base of our shops varies by location, depending on a number of factors, including population density, other local coffee and convenience beverage distributors, area demographics and geography. Our results have been, and in the future may continue to be, significantly impacted by the timing of new shop openings, which is subject to a number of factors, many of which are outside of our control, including landlord delays, associated pre-opening costs and operating inefficiencies, as well as changes in our geographic concentration due to the opening of new shops. We have typically incurred the most significant portion of pre-opening expenses associated with a given shop within the three months preceding the opening of the shop. Our experience has been that labor and operating costs associated with a newly opened shop for the first several months of operation are materially greater than what can be expected after that time, both in aggregate dollars and as a percentage of sales. Our new shops commonly take three months or more to reach planned operating levels due to inefficiencies typically associated with new shops, including the training of new personnel, new market learning curves, inability to hire sufficient qualified staff, and other factors. We may incur additional costs in new markets, particularly for transportation and distribution, which may impact sales and the profitability of those shops. Accordingly, the volume and timing of new shop openings may have a material adverse impact on our profitability.

Some of Dutch Bros' shops open with an initial start-up period of higher than normal sales volumes and related costs, which subsequently decrease to stabilized levels. In new markets, the length of time before average sales for new shops stabilize is less predictable and can be longer as a result of our limited knowledge of these markets and consumers' limited awareness of our brand. In addition, our AUV and comparable sales may not increase at the rates achieved over the past several years. Our ability to operate new shops profitably and increase average shop revenue and comparable shop sales will depend on many factors, some of which are beyond our control, including:

- consumer awareness and understanding of the Dutch Bros brand;

- general economic conditions, such as inflation, which can affect shop traffic, local labor costs and prices we pay for the beverage and other supplies we use;
- consumption patterns and beverage preferences that differ from region to region;
- changes in consumer preferences and discretionary spending;
- difficulties obtaining or maintaining adequate relationships with distributors or suppliers in new markets;
- increases in prices for commodities, including coffee, milk and flavored syrups;
- inefficiency in our labor costs as the staff gains experience;
- competition, either from our competitors in the food service and restaurant industry or our own shops;
- temporary and permanent site characteristics of new shops;
- changes in government regulation;
- our ability to hire, motivate and keep qualified employees who share our values; and
- other unanticipated increases in costs, any of which could give rise to delays or cost overruns.

If our new shops do not perform as planned or close, our business and future prospects could be harmed. In addition, an inability to achieve our expected average shop revenue could harm our business.

Additionally, opening new shops in existing markets may negatively impact sales at our, and our franchise partners', existing shops, even if it increases overall AUV in a region. The consumer target area of our shops varies by location, depending on a number of factors, including population density, other local retail and business attractions, area demographics and geography. As a result, the opening of a new shop in or near markets in which we or our franchise partners already have shops could adversely impact sales at these existing shops while growing the overall AUV in a region. Our core business strategy anticipates achieving an ideal AUV through multiple mid-volume shops in a single region to infill and reduce the number of high-volume shops in order to provide continued efficient service. However, existing shops could also make it more difficult to build our and our franchise partners' consumer base for a new shop in the same market. Sales transfer between our shops may become significant in the future as we continue to expand our operations and could affect our sales growth, which could, in turn, harm our business.

As we expand, we may not be able to maintain our current average shop sales and our business may be harmed. Although we target specified operating and financial metrics, new shops may never meet these targets or may take longer than anticipated to do so. Any new shop we open may never become profitable or achieve operating results similar to those of our existing shops, which could adversely affect our business, financial condition or results of operations.

Our failure to manage our growth effectively could harm our business and operating results.

We have experienced rapid growth. The growth and expansion of our business may place a significant strain on our management, operational and financial resources. As we expand our business, it is important that we continue to maintain a high level of customer service and satisfaction which may place a significant strain on our management, sales and marketing, administrative, financial, and other resources. We may not be able to respond in a timely basis to all the changing demands that our planned expansion will impose on management and on our existing infrastructure, or be able to hire or retain the necessary management and broistas, which could harm our business. Further, if we are not able to continue to provide high quality customer service as a result of these demands, our reputation, as well as our business, including a decline in financial performance, could be harmed. If we experience a decline in financial performance, we may decrease the number of or discontinue new Dutch Bros shop openings, or we may decide to close shops that we are unable to operate in a profitable manner.

We are required to manage multiple relationships with various strategic partners, our franchise partners, customers, and other third parties. In the event of further growth of our operations or in the number of our third-party relationships, our existing management systems, financial and management controls and information systems may not be adequate to support our planned expansion and we may face challenges of integrating, developing, training, and motivating a rapidly growing employee base in our various shops and maintaining our company culture across multiple offices and shops. Our ability to manage our growth effectively will require us to continue to enhance our systems, procedures and controls and to locate, hire, train and retain management and broistas, particularly in new markets which may require significant capital expenditures.

Damage to our brand or reputation or negative publicity could negatively impact our business.

Our reputation and the quality of our Dutch Bros brand are critical to our business and success in existing markets and will be critical to our success as we enter new markets. We believe that we have built our reputation on the high quality of our hand-crafted beverages and service, our commitment to our customers and our strong employee culture, and we must protect and grow the value of our brand in order for us to continue to be successful. Any incident that erodes consumer loyalty for our brand could significantly reduce its value and damage our business.

We may, from time to time, be faced with negative publicity, regardless of its accuracy, relating to beverage quality; pricing; the safety, sanitation and welfare of our shops; customer complaints or litigation alleging illness or injury; health inspection scores; integrity of our or our suppliers' food processing, employment practices and other policies, practices and procedures; or employee relationships and welfare or other matters. Negative publicity may adversely affect us, regardless of whether the allegations are substantiated or whether we are held to be responsible. In addition, the negative impact of adverse publicity relating to one shop may extend far beyond the shop involved, to affect some or all of our other shops, including our franchise partner shops. The risk of negative publicity is particularly great with respect to our franchise partner shops because we are limited in the manner in which we can regulate them, especially on a real-time basis, and negative publicity from our franchise partners' shops may also significantly impact company-operated shops. A similar risk exists with respect to beverage businesses unrelated to us if customers mistakenly associate such unrelated businesses with our operations. Employee claims against us based on, among other things, wage and hour violations, discrimination, harassment or wrongful termination may also create not only legal and financial liability but negative publicity that could adversely affect us and divert our financial and management resources that would otherwise be used to benefit the future performance of our operations. These types of employee claims could also be asserted against us, on a co-employer theory, by employees of our franchise partners. A significant increase in the number of these claims or an increase in the number of successful claims could harm our business.

Additionally, there has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons. The availability of information on social media platforms is virtually immediate as is its impact. Many social media platforms immediately publish the content their subscribers and participants can post, often without filters or checks on accuracy of the content posted. The opportunity for dissemination of information, including inaccurate information, is seemingly limitless and readily available. Information concerning us may be posted on such platforms at any time. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate without affording us an opportunity for redress or correction.

Ultimately, the risks associated with any such negative publicity or incorrect information cannot be completely eliminated or mitigated and may harm our business.

Our inability to identify, recruit and retain qualified individuals for our shops could slow our growth and adversely impact our ability to operate.

Our success also depends substantially on the contributions and abilities of our broistas on whom we rely to give customers a superior experience and elevate our brand. At Dutch Bros, it's about having fun and giving customers our special brand of "Dutch Luv," growing our people, and forming genuine relationships with our customers. Accordingly, our success depends in part upon our ability to attract, motivate and retain a sufficient number of qualified operators, all of whom come from within our system, and broistas to meet the needs of our existing shops and to staff new shops. Some of our broistas advance to become operators and when they do, their prior positions need to be filled. We aim to hire warm, friendly, motivated, caring, self-aware and intellectually curious individuals, who are excited and committed to championship performance, remarkable and enriching hospitality, embodying our culture and actively growing themselves and our brand. A sufficient number of qualified individuals to fill these positions and qualifications may be in short supply in some communities. Competition in these communities for qualified staff is high and may require us to pay higher wages and provide greater benefits, especially if there is improvement in regional or national economic conditions. We place a heavy emphasis on the qualification and training of our personnel and spend a significant amount of time and money on training our employees. Any inability to recruit and retain qualified individuals may result in higher turnover and increased labor costs, and could compromise the quality of our service, all of which could adversely affect our business. Any such inability could also delay the planned openings of new shops and could adversely impact our existing shops. Any such inability to retain or recruit qualified employees, increased costs of attracting qualified employees or delays in shop openings could harm our business.

We are subject to the risks associated with leasing space subject to long-term non-cancelable leases and, with respect to the real property that we own, owning real estate.

Our leases generally have initial terms of 15 years with renewal options. Shop leases provide for a specified annual rent, typically at a fixed rate for the first five years, with incremental escalations thereafter, and which may contain Consumer Price Index increases and other escalators. Generally, our leases are "net" leases, which require us to pay all the cost of insurance, taxes, maintenance and utilities. We generally cannot terminate these leases without incurring substantial costs. Additional sites that we lease are likely to be subject to similar long-term non-cancelable leases. If an existing or future shop is not profitable, and we decide to close it, we may nonetheless be committed to perform our obligations under the applicable lease including, among other things, paying the base rent for the balance of the lease term. In addition, as each of our leases expires, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to close shops in desirable locations. Also, because we sometimes purchase real property for various shop locations, we're subject to all the risks generally associated with owning real estate, including changes in the investment climate for real estate, demographic trends and supply or demand for the use of the shops, which may result from competition from similar restaurants in the area as well as strict, joint and several liability for environmental contamination at or from the property, regardless of fault.

****Our operating results and growth strategies are closely tied to the success of our franchise partners and we have limited control with respect to their operations. Additionally, our franchise partners' interests may conflict or diverge with our interests in the future, which could have a negative impact on our business.***

As of September 30, 2022, approximately 42% of our shops were operated by Dutch Bros' franchise partners and, because of this, we depend on the financial success and cooperation of our franchise partners for our success. Our franchise partners are independent business operators and are not our employees, and as such we have limited control over how our franchise partners run their businesses, and their inability to operate successfully could adversely affect our operating results.

We receive royalties, franchise fees, contributions to our marketing development fund, and other fees from our franchise partners. Additionally, we sell proprietary products to our franchise partners at a markup over our cost to produce. We have established operational standards and guidelines for our franchise partners; however, we have limited control over how our franchise partners' businesses are run, including day to day operations. Even with these operation standards and guidelines, the quality of franchised Dutch Bros shops may be diminished by any number of factors beyond our control. Consequently, our franchise partners may not successfully operate shops in a manner consistent with our standards and requirements, such as quality, service and cleanliness, or may not hire and train qualified shop managers, broistas and other shop personnel or may not implement marketing programs and major initiatives such as shop remodels or equipment or technology upgrades, which may require financial investment. Even if such unsuccessful operations do not rise to the level of breaching the related franchise documents, they may be attributed by customers to our Dutch Bros brand and could have a negative impact on our business.

Our franchise partners may not be able to secure adequate financing to open or continue operating their Dutch Bros shops. If they incur too much debt or if economic or sales trends deteriorate such that they are unable to repay existing debt, our franchise partners could experience financial distress or even bankruptcy. If a significant number of our franchise partners become financially distressed, it could harm our operating results through reduced royalty revenue, marketing fees, and proprietary product sales, and the impact on our profitability could be greater than the percentage decrease in these revenue streams.

While we are responsible for ensuring the success of our entire system of shops and for taking a longer term view with respect to system improvements, our franchise partners have individual business strategies and objectives, which might conflict with our interests. Our franchise partners may from time to time disagree with us and our strategies and objectives regarding the business or our interpretation of our respective rights and obligations under the franchise agreement and the terms and conditions of the franchise partner relationship. This may lead to disputes with our franchise partners and we expect such disputes to occur from time to time in the future as we continue to have franchises. Such disputes may result in legal action against us. To the extent we have such disputes, the attention, time and financial resources of our management and our franchise partners will be diverted from our shops, which could harm our business even if we have a successful outcome in the dispute.

Actions or omissions by our franchise partners in violation of various laws may be attributed to us or result in negative publicity that affects our overall brand image, which may decrease consumer demand for our products. Franchise partners may engage in online activity via social media or activity in their personal lives that negatively impacts public perception of our franchise partners, our operations or our brand as a whole. This activity may negatively affect franchise partners' sales and in turn impact our revenue.

In addition, various state and federal laws govern our relationship with our franchise partners and our potential sale of a franchise. A franchise partner and/or a government agency may bring legal action against us based on the franchisee/franchisor relationships that could result in the award of damages to franchise partners and/or the imposition of fines or other penalties against us.

Our shops are geographically concentrated in the Western United States, and we could be negatively affected by conditions specific to that region.

As of September 30, 2022, our company-operated and franchised shops in the Western United States represent approximately 80% of our total shops. Adverse changes in demographic, unemployment, economic, regulatory or weather conditions in the Western United States, including recent significant increases in gas prices, have harmed, and may continue to harm, our business. As a result of our concentration in this market, we have been, and in the future may be, disproportionately affected by these adverse conditions compared to other chain beverage shops with a national footprint. For example, in recent years, wildfires spread across most western states causing poor air quality which reduced consumers' willingness to venture outside their homes and reduced our AUVs, and any future wildfires may have a similar impact.

Interruption of our supply chain of coffee, flavored syrups or other ingredients, coffee machines and other restaurant equipment or packaging could affect our ability to produce or deliver our products and could negatively impact our business and profitability.

Any material interruption in our supply chain, such as material interruption of the supply of coffee, flavored syrups, dairy, coffee machines and other restaurant equipment or packaging, including any packaging for our for our proprietary products due to the casualty loss of any of our roasting plant, interruptions in service by our third-party logistic service providers or common carriers that ship goods within our distribution channels, trade restrictions, such as increased tariffs or quotas, embargoes or customs restrictions, pandemics, social or labor unrest, natural disasters or political disputes and military conflicts that cause a material disruption in our supply chain could have a negative material impact on our business and our profitability. For example, in 2005, our roasting facility burned and our costs increased as we replaced these operations by purchasing coffee from other roasters and paying for contract roasting to cover for the shortage in our own supply, and in 2021, there were global delays in shipping due in part to the COVID-19 pandemic.

Additionally, most of our beverage and other products are sourced from a wide variety of domestic and international business partners and we rely on these suppliers to provide high quality products and to comply with applicable laws. For certain products, we may rely on one or very few suppliers, such as for our proprietary Dutch Bros. Blue Rebel energy drinks, where we rely on our relationship with Portland Bottling Co. to manufacture and bottle these drinks. Sales of Dutch Bros. Blue Rebel accounted for approximately 27% of our systemwide net sales in the nine months ended September 30, 2022. Failures by Portland Bottling Co. or any of our other suppliers to meet our standards, provide products in a timely and efficient manner, or comply with applicable laws is beyond our control. Failures by a supplier could have a direct negative impact that would harm our business by reducing our and our franchise partners' sales, which would reduce income from direct sales and royalties.

We have experienced disruptions in our supply chain for certain products including cups, canning supplies, lids, espresso machines and restaurant equipment parts, and certain building materials and supplies. While we have, to this point, been able to find acceptable replacements or substitutes or prepurchase certain materials or items, this may not always be possible, especially if supply chains continue to suffer disruptions for extended periods of time. If we are unable to source critical or proprietary supplies, it will negatively affect or business and profitability. If we are unable to locate sufficient building or construction materials, we may not be able to achieve our stated growth objectives.

Increases in the cost of high-quality arabica coffee beans, dairy or other commodities or decreases in the availability of high-quality arabica coffee beans, dairy or other commodities could have an adverse impact on our business and financial results.

The availability and prices of coffee beans, dairy and other commodities are subject to significant volatility. We purchase, roast and sell high-quality whole bean arabica coffee beans and related coffee products. The high-quality arabica coffee of the quality we seek tends to trade on a negotiated basis at a premium above the "C" price. This premium depends upon the supply and demand at the time of purchase and the amount of the premium can vary significantly. Increases in the "C" coffee commodity price increase the price of high-quality arabica coffee and also impact our ability to enter into fixed-price purchase commitments. We frequently enter into supply contracts whereby the quality, quantity, delivery period and other negotiated terms are agreed upon, but the date, and therefore price, at which the base "C" coffee commodity price component will be fixed has not yet been established.

The supply and price of coffee we purchase can also be affected by multiple factors in the producing countries, such as weather (including the potential effects of climate change), natural disasters, crop disease, general increase in farm inputs and costs of production, inventory levels, political and economic conditions and the actions of certain organizations and associations that have historically attempted to influence prices of green coffee through agreements establishing export quotas or by restricting coffee supplies. Speculative trading in coffee commodities can also influence coffee prices. The price of coffee has continued to increase significantly during the nine months ended September 30, 2022. Because of the significance of coffee beans to our operations, combined with our ability to only partially mitigate future price risk through purchasing practices and hedging activities, increases in the cost of high-quality arabica coffee beans could have a material adverse impact on our profitability. In addition, if we are not able to purchase sufficient quantities of green coffee due to any of the above factors or to a worldwide or regional shortage, we may not be able to fulfill the demand for our coffee, which could have a material adverse impact on our profitability.

We also purchase significant amounts of dairy products, particularly milk, to support the needs of our shops. For example, the cost of dairy products has continued to increase significantly during the nine months ended September 30, 2022, and we continue to see such increased costs. If these increased dairy costs are sustained or further increased, this could harm our business. Additionally, and although less significant to our operations than coffee or dairy, other commodities, including but not limited to plant-based “milks,” tea, sugar, syrups, energy and packaging material, such as plastics, corrugate, and canning materials, are important to our operations.

Increases in the cost of other commodities, such as petroleum, may increase the cost of our packing materials, or lack of availability, whether due to supply shortages, delays or interruptions in processing, impact consumer spending or could otherwise harm our business. For example, we believe the recent increase in gas prices has negatively impacted consumer discretionary spending, particularly in the Western United States where such increases have been relatively higher and where our shops are geographically concentrated.

If we fail to offer high-quality customer experience, our business and reputation will suffer.

Numerous factors may impact a customer’s experience which may in turn impact the likelihood of such customer returning. Those factors include service, convenience, taste, price, quality, location of our shops and brand image. In addition to providing high quality hand-crafted beverages, we empower our employees to provide an enhanced customer experience. Our broistas put customer needs first and we give them the flexibility required to build genuine, meaningful connections that keep our customers returning for more. From remembering our regulars by name and knowing their customary order, to having treats ready for the four-legged members of the family, or by offering a free drink to someone having a rough day—there is a hint of magic in the details of the Dutch Bros experience that leads to recurring, loyal customers. As we grow, it may be difficult for us to identify, recruit, train and manage enough people with the right skills, talent and attitude to provide this enhanced customer experience.

If we fail to maintain adequate operational and financial resources, particularly if we continue to grow rapidly, we may be unable to execute our business plan or maintain high levels of service and customer satisfaction.

Our continuous growth and expansion has placed, and may continue to place, significant demands on our management and our operational and financial resources and in connection therewith, our organizational structure is becoming more complex as we scale our operational, financial, and management controls, as well as our reporting systems and procedures. As we continue to grow, we face challenges of integrating, developing, training, and motivating a rapidly growing employee base in our various shops and maintaining our company culture across multiple offices and shops. Certain members of our management have not previously worked together for an extended period of time, and some do not have prior experience managing a public company, which may affect how they manage our growth. If we fail to manage our anticipated growth and change in a manner that preserves the key aspects of our corporate culture, the quality of our beverages and services may suffer, which could negatively affect our brand and reputation and harm our ability to attract users, employees, and organizations.

To manage growth in our operations and personnel, we need to continue to grow and improve our operational, financial, and management controls and our reporting systems and procedures. We will require significant capital expenditures and the allocation of valuable management resources to grow and change in these areas. Our expansion has placed, and our expected future growth will continue to place, a significant strain on our management, customer experience, research and development, sales and marketing, administrative, financial, and other resources.

In addition, as we expand our business, it is important that we continue to maintain a high level of customer service and satisfaction. As our customer base continues to grow, we will need to expand our customer service and other personnel, which will require more complex management and systems. If we are not able to continue to provide high levels of customer service, our reputation, as well as our business could be harmed.

***We are increasingly dependent on information technology and our ability to process data in order to operate and sell our products, and if we (or our vendors) are unable to protect against software and hardware vulnerabilities, service interruptions, data corruption, cyber-based attacks, ransomware or security breaches, or if we fail to comply with our commitments and assurances regarding the privacy and security of such data, our operations could be disrupted, our ability to provide our products could be interrupted, our reputation may be harmed and we may be exposed to liability and loss of customers and business.**

We rely on information technology networks and systems and data processing: to market; to sell and deliver our products; to fulfill orders; to collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of and share (Process or Processing) personal information, confidential or proprietary information, financial information and other sensitive information; to manage a variety of business processes and activities; for financial reporting purposes; to operate our business; to process orders; for legal and marketing purposes; and to comply with regulatory, legal and tax requirements (collectively, Business Functions). We rely upon third-party service providers and technologies to operate critical business systems to process sensitive information in a variety of contexts, including, without limitation, third-party payment processors, point of sale and order management systems, encryption and authentication technology, human resources systems including scheduling, payroll and compliance systems, internet service providers, enterprise resource planning and financial systems, document management and storage, employee email, our customer loyalty program and communication platform, and other functions. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place.

Our (and those of the third parties upon which we rely) information technology networks and systems, and the Processing they perform, may be vulnerable to data security and privacy threats, cyber and otherwise. These threats are becoming increasingly difficult to detect and come from a variety of sources, including traditional computer "hackers," threat actors, "hacktivists," personnel (such as through theft or misuse), organized criminal threat actors, sophisticated nation states, and nation-state supported actors. Some threat actors now engage and are expected to continue to engage in cyberattacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we and the third parties upon which we rely may be vulnerable to a heightened risk of these attacks, including retaliatory cyberattacks that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our products.

The risk of unauthorized circumvention of our security measures or those of our third parties on whom we rely has been heightened by advances in computer and software capabilities and the increasing sophistication of actors who employ complex techniques, including, without limitation, "phishing" or social engineering incidents, ransomware, extortion, account takeover attacks, denial or degradation of service attacks, malicious code (such as viruses or worms), supply-chain attacks, software bugs, adware, or malware. In particular, severe ransomware attacks are becoming increasingly prevalent and can lead to significant interruptions in our operations, loss of sensitive data and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments. We may also experience server malfunctions, software or hardware failures, or loss of data or other information technology assets. Further, security incidents experienced by other companies may also be leveraged against us. For example, credential stuffing attacks are becoming increasingly common and sophisticated actors can mask their attacks, making them increasingly difficult to identify and prevent. We have technology security initiatives and disaster recovery plans in place to mitigate our risk to these vulnerabilities, but these measures may not be adequately designed or implemented to ensure that our operations are not disrupted or that data security breaches do not occur. If our information technology networks and systems or data processing suffers damage, security breaches, vulnerabilities, disruption or shutdown, and we do not effectively resolve the issues in a timely manner, they could cause a material adverse impact to, our Business Functions and our business, reputation and financial condition. Additionally, our remote workforce poses increased risks to our information technology network and systems and data, as more of our employees work remotely, utilizing network connections outside our premises or network, including working at home, while in transit, and in public locations. Future or past business transactions (such as acquisitions or integrations) could also expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies.

Any of the previously identified or similar threats could cause a security incident or other interruption. A security incident or other interruption could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to sensitive information or our information technology networks and systems, or those of the third parties upon which we rely.

Hackers and data thieves are increasingly sophisticated and operate large-scale and complex automated attacks, which may remain undetected until after they occur. We may expend significant resources or modify our business activities to try to protect against such security incidents. Certain data privacy and security obligations may require us to implement and maintain specific security measures, industry-standard, or reasonable security measures to protect our information technology networks and systems and sensitive information. Despite our efforts to protect our information technology networks and systems, Processing and information, we may not be able to anticipate or to implement effective preventive and remedial measures against all data security and privacy threats. Our security measures (and those of the third parties upon which we rely) may not be adequate to prevent or detect service interruption, system failure data loss or theft, or other material adverse consequences. No security solution, strategy or measures can address all possible security threats. Our (and those of the third parties upon which we rely) applications, systems, networks, software and physical facilities could have material vulnerabilities, be breached or personal or confidential information could be otherwise compromised, including due to employee error or malfeasance, if, for example, third parties attempt to fraudulently induce our personnel or our customers to disclose information or usernames and/or passwords, or otherwise compromise the security of our networks, systems and/or physical facilities. We cannot be certain that we will be able to address any such vulnerabilities, in whole or part, and there may be delays in developing and deploying patches and other remedial measures to adequately address vulnerabilities, and taking such remedial steps could adversely impact or disrupt our operations. We expect similar issues to arise in the future as our mobile application is more widely adopted, and as we continue to expand the features and functionality of our mobile application.

Applicable data privacy and security obligations may require us to notify relevant stakeholders of security incidents including affected individuals, customers, and regulators. Such disclosures are costly, and the disclosure or the failure to comply with such requirements could lead to adverse consequences. If we or a third party upon whom we rely experience a security incident or are perceived to have experienced a security incident, we may experience adverse consequences, including reputational harm, costly litigation (including class action litigation), material contract breaches, liability, settlement costs, loss of sales, disruption in our ability (or that of third parties upon whom we rely) to process payments, regulatory scrutiny, actions or investigations, a loss of confidence in our business, systems and Processing, a diversion of management's time and attention, and significant fines, penalties, assessments, fees and expenses.

Additionally, the costs to respond to a security incident and/or to mitigate any security vulnerabilities that may be identified could be significant, our efforts to address these problems may not be successful. These costs include, but are not limited to, retaining the services of cybersecurity providers; compliance costs arising out of existing and future cybersecurity, data protection and privacy laws and regulations; and costs related to maintaining redundant networks, data backups and other damage-mitigation measures. We could be required to fundamentally change our business activities and practices in response to a security incident or related regulatory actions or litigation, which could have an adverse effect on our business. Additionally, most jurisdictions have enacted laws requiring companies to notify individuals, regulatory authorities, and others of security breaches involving certain types of data. Such mandatory disclosures are costly, could lead to negative publicity, may cause our customers to lose confidence in the effectiveness of our security measures and require us to expend significant capital and other resources to respond to and/or alleviate problems caused by the actual or perceived security breach. The Company’s data and information systems may also fail for reasons other than a cyber-attack (e.g., server malfunctions, software or hardware failures, loss of data/computer assets, telecommunications failures, etc.).

We may not have adequate insurance coverage for handling security incidents or breaches, including fines, judgments, settlements, penalties, costs, attorney fees and other impacts that arise out of incidents or breaches. If the impacts of a security incident or breach, or the successful assertion of one or more large claims against us that exceeds our available insurance coverage, or results in changes to our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), it could harm our business. In addition, we cannot be sure that our existing insurance coverage will continue to be available on acceptable terms or that our insurers will not deny coverage as to all or part of any future claim or loss. Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. Moreover, our privacy risks are likely to increase as we continue to expand, grow our customer base, and process, store, and transmit increasingly large amounts of personal and/or sensitive data.

Pandemics or disease outbreaks such as the ongoing COVID-19 pandemic have had, and may continue to have, an effect on our business and results of operations.

Pandemics or disease outbreaks such as the ongoing COVID-19 pandemic have impacted and are likely to continue to impact customer traffic at our Dutch Bros shops and may make it more difficult to staff our shops and, in more severe cases, may cause a temporary inability to obtain supplies and increase commodity costs. The COVID-19 pandemic continues to evolve, and while we continue to monitor it closely, the extent of the impact of the COVID-19 pandemic on our business, operations and development timelines and plans remains uncertain and will depend on future developments that cannot be predicted at this time. Such developments include the continued spread of the Delta and Omicron variants in the U.S. and other countries and the potential emergence of other variants that may prove especially contagious or virulent, the effectiveness of actions taken globally to contain and treat the disease, including the rate at which vaccinations (including boosters to vaccinations) are made available, the percentage of the population that becomes vaccinated and the effectiveness of the vaccines against Omicron or other variants. The COVID-19 pandemic has impacted all global economies, and in the United States has resulted in varying levels of restrictions and shutdowns implemented by national, state, and local authorities.

Even though we have been deemed an “essential business” to date during this COVID-19 pandemic and have been allowed to remain in operation, even while some of our competitors were not, there is no guarantee that in the event of a future pandemic or resurgence of the COVID-19 pandemic that we will receive the same designation. Regardless of our status as an essential business during the COVID-19 pandemic, our operations have been and we expect will be disrupted when employees or employees of our franchise partners were suspected of having COVID-19 or other illnesses since this required us or our franchise partners to quarantine some or all such employees and close and disinfect our impacted shops. If a significant percentage of our workforce or the workforce of our franchise partners are unable to work, including because of illness or travel or government restrictions, like quarantine requirements, in connection with pandemics or disease outbreaks, our operations may be negatively impacted, potentially materially adversely affecting our business, liquidity, financial condition or results of operations.

Our success is heavily reliant on our franchise partners and the COVID-19 pandemic has caused and may continue to cause financial distress for certain franchise partners that have been or will be impacted. As a result of this distress, our franchise partners may not be able to meet their financial obligations as they come due, including the payment of royalties, rent or other amounts due to us. This has led to, and may continue to lead to, write-offs of amounts we have currently due from our franchise partners beyond amounts we have reserved, as well as decreased future collections from franchise partners. Additionally, in certain instances, we have offered grace periods for certain near-term payments due to us by our franchise partners who needed more access to capital and were in good standing with Dutch Bros. If we need to extend such grace periods again in the future, it will negatively impact our cash flows in the near-term and there is no guarantee that our franchise partners will ultimately pay amounts due. Additionally, our franchise partners may not be able to make payments to landlords, distributors and key suppliers, as well as payments to service any debt they may have outstanding. Franchise partners' financial distress has also led to, and may continue to lead to, permanent shop closures and delayed or reduced new franchise partners development which would further harm our results and liquidity going forward. Further, in some cases, we are contingently liable for franchise partner lease obligations, and a failure by a franchise partner to perform its obligations under such lease could result in direct payment obligations for us.

We do not yet know the full extent of potential delays or impacts on our business, operations or the global economy as a whole. While the spread of COVID-19 may eventually be contained or mitigated, we do not yet know how our business, our customers or our franchise partners will operate in a post COVID-19 environment. In addition, new strains and variants of the virus have caused a resurgence and an increase in reported infection rates, particularly in areas with lower vaccination rates, which may impact the general economic recovery. There is no guarantee that a future outbreak of this or any other widespread epidemics will not occur, or that the global economy will recover, either of which could seriously harm our business fully recover. The ultimate impact of the COVID-19 pandemic or a similar health epidemic on our business, operations or the global economy as a whole remains highly uncertain.

While we have developed and continue to develop plans to help mitigate the potential negative impact of the COVID-19 pandemic, these efforts may not be effective, and any protracted economic downturn will likely limit the effectiveness of our efforts. Accordingly, it is not possible for us to predict the duration and extent to which this will affect our business at this time.

Unstable market and economic conditions may have serious adverse consequences on our business, financial condition and stock price.

The global credit and financial markets have experienced extreme volatility and disruptions (including as a result of the ongoing COVID-19 pandemic and actual or perceived changes in interest rates and economic inflation), which has included severely diminished liquidity and credit availability, declines in consumer confidence, prolonged weak consumer demand, a decrease in consumer discretionary spending, declines in economic growth, high inflation, uncertainty about economic stability, and increases in unemployment rates. The financial markets and the global economy may also be adversely affected by the current or anticipated impact of military conflict, including the conflict between Russia and Ukraine, terrorism, or other geopolitical events. Sanctions imposed by the United States and other countries in response to such conflicts, including the one in Ukraine, may also continue to adversely impact the financial markets and the global economy, and any economic countermeasures by the affected countries or others could exacerbate market and economic instability. There can be no assurance that further deterioration in credit and financial markets and confidence in economic conditions will not occur. Our general business strategy may be adversely affected by any such economic downturn, volatile business environment, or continued unpredictable and unstable market conditions, including disruption to customer demand and our ability to purchase necessary supplies on acceptable terms, if at all. If the current equity and credit markets deteriorate, it may make any necessary debt or equity financing more difficult, more costly, and more dilutive. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our growth strategy, financial performance, and stock price, and could require us to delay or abandon growth plans. In addition, there is a risk that one or more of our current suppliers, manufacturers, or other partners may not survive an economic downturn, which could directly affect our ability to attain our operating goals on schedule and on budget.

Risks Related to Our Brand

Our success depends substantially on the value of our brand and failure to preserve its value could have a negative impact on our financial results.

Our success depends in large part upon our and our franchise partners' ability to maintain and enhance our corporate reputation and the value and perception of our brand. Brand value is based in part on consumer perceptions on a variety of subjective qualities. To be successful in the future, particularly outside of the Western United States where the Dutch Bros brand may be less well-known, we believe we must preserve, grow and leverage the value of our brand across interactions.

Business incidents, whether isolated or recurring and whether originating from us or our business partners, that erode consumer trust can significantly reduce brand value, potentially trigger boycotts of our shops or result in civil or criminal liability and can have a negative impact on our financial results. Such incidents include actual or perceived breaches of privacy, contaminated products, broistas infected with communicable diseases, such as COVID-19, or other potential incidents discussed in this Risk Factors section. The impact of such incidents may be exacerbated if they receive considerable publicity, including rapidly through social or digital media (including for malicious reasons) or result in litigation. Consumer demand for our products and our brand equity could diminish significantly if we, our employees, franchise partners or other business partners fail to preserve the quality of our products, act or are perceived to act in an unethical, illegal, racially-biased, unequal or socially irresponsible manner, including with respect to the sourcing, content or sale of our products, service and treatment of customers at Dutch Bros shops, or the use of customer data for general or direct marketing or other purposes. Additionally, if we fail to comply with laws and regulations, publicly take controversial positions or actions or fail to deliver a consistently positive consumer experience in each of our markets, including by failing to invest in the right balance of wages and benefits to attract and retain employees that represent the brand well or foster an inclusive and diverse environment, our brand value may be diminished.

Moreover, our success depends in large part upon our ability to maintain our corporate reputation. For example, the reputation of our Dutch Bros brand could be damaged by claims or perceptions about the quality or safety of our ingredients or beverages or the quality or reputation of our suppliers, distributors or franchise partners or by claims or perceptions that we, our franchise partners or other business partners have acted or are acting in an unethical, illegal, racially-biased or socially irresponsible manner or are not fostering an inclusive and diverse environment, regardless of whether such claims or perceptions are substantiated. Our corporate reputation could also suffer from negative publicity or consumer sentiment regarding Dutch Bros action or inaction or brand imagery, a real or perceived failure of corporate governance, or misconduct by any officer or any employee or representative of us or a franchise partner. Any such incidents (even if resulting from actions of a competitor or franchise partner) could cause a decline directly or indirectly in consumer confidence in, or the perception of, our Dutch Bros brand and/or our products and reduce consumer demand for our products, which would likely result in lower revenue and profits.

There has been an increased public focus, including from the United States federal and state governments, on environmental sustainability matters, including with respect to climate change, greenhouse gases, water resources, packaging and waste, animal health and welfare, deforestation and land use. We endeavor to conduct our business in a manner which reflects our priority of sustainable stewardship, including with respect to environmental sustainability matters, and we are working to manage the risks and costs to us, our franchise partners and our supply chain associated with these types of environmental sustainability matters. In addition, as the result of such heightened public focus on environmental sustainability matters, we may face increased pressure to provide expanded disclosure, make or expand commitments, set targets, or establish additional goals and take actions to meet such goals, in connection with such environmental sustainability matters. These matters and our efforts to address them could expose us to market, operational, reputational and execution costs or risks.

We may not be able to adequately protect our intellectual property, including trademarks, trade names, and service marks, which, in turn, could harm the value of our brand and adversely affect our business.

Our ability to implement our business plan successfully depends in part on our ability to further build brand recognition using our trademarks, service marks, proprietary products and other intellectual property, including our name and logos and the unique character and atmosphere of our Dutch Bros shops. We rely on U.S. trademark, copyright, and trade secret laws, as well as license agreements, nondisclosure agreements, and confidentiality and other contractual provisions to protect our intellectual property. Nevertheless, our competitors may develop similar menu items and concepts, and adequate remedies may not be available in the event of an unauthorized use or disclosure of our trade secrets and other intellectual property.

The success of our business depends on our continued ability to use our existing trademarks, trade names, and service marks to increase brand awareness and further develop our brand as we expand into new markets. We have registered and applied to register trademarks and service marks in the United States. We may not be able to adequately protect our trademarks and service marks, and our competitors and others may successfully challenge the validity and/or enforceability of our trademarks and service marks and other intellectual property. There can also be no assurance that pending or future U.S. trademark applications will be approved in a timely manner or at all, or that such registrations will effectively protect our brand names and trademarks.

Additionally, the steps we have taken to protect our intellectual property in the United States may not be adequate. If our efforts to maintain and protect our intellectual property are inadequate, or if any third party misappropriates, dilutes or infringes on our intellectual property, the value of our brand may be harmed, which could have a material adverse effect on our business and might prevent our brand from achieving or maintaining market acceptance. Even with our own franchise partners, whose activities are monitored and regulated through our franchise agreements, we face risk that they may refer to or make statements about our Dutch Bros brand that do not make proper use of our trademarks or required designations, that improperly alter trademarks or branding, or that are critical of our brand or place our brand in a context that may tarnish our reputation. This may result in dilution of, or harm to, our intellectual property or the value of our brand.

We may also from time to time be required to institute litigation to enforce our trademarks, service marks and other intellectual property. Such litigation could result in substantial costs and diversion of resources and could negatively affect our sales, profitability and prospects regardless of whether we can successfully enforce our rights.

Third parties may oppose our trademark and service mark applications, or otherwise challenge our use of the trademarks and service marks. In the event that these or other intellectual property rights are successfully challenged, we could be forced to rebrand our products, which would result in loss of brand recognition and would require us to devote resources to advertising and marketing new brands. Third parties may also assert that we infringe, misappropriate or otherwise violate their intellectual property and may sue us for intellectual property infringement. Even if we are successful in these proceedings, we may incur substantial costs, and the time and attention of our management and other personnel may be diverted in pursuing these proceedings. If a court finds that we infringe a third party's intellectual property, we may be required to pay damages and/or be subject to an injunction. With respect to any third party intellectual property that we use or wish to use in our business (whether or not asserted against us in litigation), we may not be able to enter into licensing or other arrangements with the owner of such intellectual property at a reasonable cost or on reasonable terms.

Food safety and quality concerns may negatively impact our brand, business and profitability, our internal operational controls and standards may not always be met and our employees may not always act professionally, responsibly and in our and our customers' best interests. Any possible instances or reports, whether true or not, of food and/or beverage-borne illness could reduce our sales.

Incidents or reports, whether true or not, of food-borne or water-borne illness or other food safety issues, food contamination or tampering, employee hygiene and cleanliness failures or improper employee conduct at our shops could lead to product liability or other claims. Such incidents or reports could negatively affect our brand and reputation as well as our business, revenue and profits. Similar incidents or reports occurring at coffee and convenience shops unrelated to us could likewise create negative publicity, which could negatively impact consumer behavior towards us.

We cannot guarantee to customers that our internal controls and training will be fully effective in preventing all food-borne illnesses. New illnesses resistant to our current precautions may develop in the future, or diseases with long incubation periods could arise, that could give rise to claims or allegations on a retroactive basis. One or more instances of food-borne illness in one of our company-operated or franchised shops could negatively affect sales at all our shops if highly publicized. This risk exists even if it were later determined that the illness was wrongly attributed to one of our shops. Additionally, even if food-borne illnesses were not identified at our shops, our sales could be adversely affected if instances of food-borne illnesses at other coffee and beverage chains were highly publicized.

If we, our franchise partners, or our vendors are unable to protect our customers' credit and debit card data or confidential information in connection with processing the same or confidential employee information, we could be exposed to data loss, litigation, liability and reputational damage.

Our business requires the collection, transmission and retention of large volumes of customer and employee data, including credit and debit card numbers and other personally identifiable information, in various information technology systems that we maintain and in those maintained by third parties with whom we contract to provide services. The integrity and protection of that customer and employee data is critical to us. Further, our customers and employees have a high expectation that we and our service providers will adequately protect their personal information.

We currently accept payments using credit cards and debit cards and, as such, are subject to payment card association operating rules and certification requirements, including the Payment Card Industry Data Security Standard, which is a security standard applicable to companies like ours that collect, store or transmit certain data regarding credit and debit cards, holders and transactions. We are also subject to rules governing electronic funds transfers. Such rules could change or be reinterpreted to make it difficult or impossible for us to comply. If we (or a third party processing payment card transactions on our behalf) suffer a security breach affecting payment card information, we may have to pay onerous and significant fines, penalties and assessments arising out of the major card brands' rules and regulations, contractual indemnifications or liability contained in merchant agreements and similar contracts, and we may lose our ability to accept payment cards as payment for transactions, which could materially impact our operations and financial performance.

The information, security and privacy requirements imposed by governmental regulation are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations or may require significant additional investments or time in order to do so. Efforts to hack or breach security measures, failures of systems or software to operate as designed or intended, viruses, operator error or inadvertent releases of data all threaten our and our service providers' information systems and records. A breach in the security of our information technology systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. For example, in 2014, our online store and our customers were the victims of a security breach and as a result a few thousand of our customer's personal information records were exposed. Additionally, a significant theft, loss or misappropriation of, or access to, customers' or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings, including regulatory investigations and actions, or liability for failure to comply with privacy and information security laws, which could disrupt our operations, damage our reputation and expose us to claims from customers and employees, any of which could harm our business.

Risks Related to People and Culture

Changes in the availability of and the cost of labor could harm our business.

Our business could be harmed by increases in labor costs, including those increases triggered by inflation, regulatory actions regarding wages, scheduling and benefits, increased health care and workers' compensation insurance costs, which, in a retail business such as ours, are some of our most significant costs. In particular, our broistas are paid wage rates at or based on the applicable federal, state, or local minimum wage, and increases in the applicable minimum wage have in the past and will increase labor costs. From time to time, legislative proposals are made to increase the minimum wage at the federal, state and local level, such as the California Fast Food Accountability and Standards Recovery Act, passed in September 2022, which would create a council to establish, among other things, minimum wages in the broadly-defined fast food industry. As federal, state or other applicable minimum wage rates increase, we may be required to increase not only the wage rates of minimum wage broistas or other employees, but also the wages paid to other hourly employees. As part of our focus on building long-term customer loyalty, we do not expect our customers to bear the entire burden of increased labor and commodity costs and, when possible, we do not increase prices in order to pass increased labor or commodity costs on to customers, as we believe such price increases would negatively impact our brand and consumer loyalty. If we do not increase prices to cover increased labor or commodity costs, this is likely to result in lower revenue, and may also reduce margins.

Furthermore, the successful operation of our business depends upon our, and our franchise partners', ability to attract, motivate and retain a sufficient number of qualified employees. From time to time, there may be a shortage of qualified employees in certain of the communities in which we operate or expand to. Shortages may make it increasingly difficult and expensive to attract, train and retain the services of a satisfactory number of qualified employees, which could delay the planned openings of new company-operated and franchised shops and adversely impact the operations and profitability of existing shops. Furthermore, competition for qualified employees, particularly in markets where such shortages exist, could require us to pay higher wages, which could result in higher labor costs. Accordingly, if we and our franchise partners are unable to recruit and retain sufficiently qualified individuals, our business could be harmed.

Additionally, the growth of our business can make it increasingly difficult to locate and hire sufficient numbers of key employees, to maintain an effective system of internal controls for a dispersed chain and to train employees to deliver consistently high-quality hand-crafted beverages and customer experiences, which could materially harm our business and results of operations. In addition, growth and the addition of new shops may result in inefficiencies in our staffing, which can increase overtime costs or otherwise impact profitability.

We depend on our executive officers and other key employees, and the loss of one or more of these employees or an inability to attract and retain other highly skilled employees could harm our business.

Our success depends largely upon the continued services of our executive officers and other key employees, and the hiring and retention of additional executives and other key personnel. We rely on our leadership team in the areas of marketing, sales, customer experience, and selling, general and administrative. From time to time, we expect there will be changes in our executive management team resulting from the hiring or departure of executives, which could disrupt our business. The loss of one or more of our executive officers or key employees could harm our business. Changes in our executive management team may also cause disruptions in, and harm to, our business.

Dutch Bros continues to be led by our Executive Chairman and Co-Founder, Travis Boersma, who plays an important role in driving our culture, determining the strategy, and executing against that strategy across the Company. If Mr. Boersma's services became unavailable to Dutch Bros for any reason, it may be difficult or impossible for us to find an adequate replacement, which could cause us to be less successful in maintaining our culture and developing and effectively executing on our company strategies.

Our culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the high employee engagement fostered by our culture, which could harm our business.

At Dutch Bros, we believe our people-first culture is a critical component of our success and customer loyalty. The success of this differentiated people-first culture and serving hand-crafted, high-quality beverages through the convenience of a premium drive-thru experience has helped us enter new markets and rapidly open new shops. We have invested substantial time and resources in developing pathways for our employees to create their own compelling future, which we believe has fostered the positive, people-first culture that defines our organization and is enjoyed by our customers. We have built out our leadership team with an expectation of protecting this culture, an emphasis on shared values and a commitment to diversity and inclusion. As we continue to develop the infrastructure to support our growth, we will need to maintain our culture among a larger number of employees dispersed in various geographic regions. Any failure to preserve our culture could negatively affect our future success, including our ability to retain and recruit personnel, and loss of customer loyalty.

Unionization activities may disrupt our operations and affect our profitability.

Although none of our employees are currently covered under collective bargaining agreements, our employees may elect to be represented by labor unions in the future. If a significant number of our employees were to become unionized and collective bargaining agreement terms were significantly different from our current compensation arrangements, it could adversely affect our business, financial condition or results of operations. In addition, a labor dispute involving some or all of our employees may harm our reputation, disrupt our operations and reduce our revenue, and resolution of disputes may increase our costs. Further, if we enter into a new market with unionized construction companies, or the construction companies in our current markets become unionized, construction and build out costs for new shops in such markets could materially increase.

Risks Related to Regulation and Litigation

****Changes in statutory, regulatory, accounting, and other legal requirements, including changes in accounting principles generally accepted in the United States, could potentially impact our operating and financial results.***

We are subject to numerous statutory, regulatory and legal requirements. Our operating results could be negatively impacted by developments in these areas due to the costs of compliance in addition to possible government penalties and litigation in the event of deemed noncompliance. Changes in the regulatory environment in the area of food safety, privacy and information security, wage and hour laws, among others, could potentially impact our operations and financial results.

Generally accepted accounting principles in the United States (GAAP) are subject to interpretation by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change.

Moreover, while we believe that we maintain insurance customary for businesses of our size and type, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Such losses could harm our business.

Federal regulators and some state governments in states that we do business in have indicated that they will be imposing vaccination and testing mandates for employers. While the exact contours of these rules and regulations are not yet known, if vaccinations are mandated it will negatively impact our ability to recruit and retain sufficient employees to meet our growth goals and operate existing shops in some areas. In addition, if these mandates impose the cost of testing of wages for time spent testing on employers this will have a material impact on our business and profitability.

Until the end of the COVID-19 pandemic, we may be made subject to additional burdensome employment and health and safety laws and regulations passed or adopted by legislatures and regulators in an effort to end the pandemic or mitigate its effects. Any future pandemics could have similar impacts.

Fluctuations in our tax obligations and effective tax rate and realization of our deferred tax assets may result in volatility of our operating results and adversely affect our financial condition.

We are subject to taxes by the U.S. federal, state, and local tax authorities, and our tax liabilities will be affected by the allocation of expenses to differing jurisdictions. We record tax expense based on our estimates of future payments, which may include reserves for uncertain tax positions in multiple tax jurisdictions, and valuation allowances related to certain net deferred tax assets. At any one time, many tax years may be subject to audit by various taxing jurisdictions. The results of these audits and negotiations with taxing authorities may affect the ultimate settlement of these issues. We expect that throughout the year there could be ongoing variability in our quarterly tax rates as events occur and exposures are evaluated. Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including:

- changes in the valuation of our deferred tax assets and liabilities;
- expected timing and amount of the release of any tax valuation allowance;
- changes in tax laws, regulations or interpretations thereof; or
- future earnings being lower than anticipated in jurisdictions where we have lower statutory tax rates and higher than anticipated earnings in jurisdictions where we have higher statutory tax rates.

In addition, our effective tax rate in a given financial statement period may be materially impacted by a variety of factors including but not limited to changes in the mix and level of earnings, varying tax rates in the different jurisdictions in which we operate, fluctuations in the valuation allowance or by changes to existing accounting rules or regulations. Further, tax legislation may be enacted in the future which could negatively impact our current or future tax structure and effective tax rates. We may be subject to audits of our income, sales and other transaction taxes by U.S. federal, state, and local taxing authorities. Outcomes from these audits could have an adverse effect on our operating results and financial condition.

We are subject to many federal, state and local laws with which compliance is both costly and complex.

The food service and restaurant industry is subject to extensive federal, state and local laws and regulations, including those relating to health care reform, building and zoning requirements, and the preparation and sale of food and beverages for consumption. Such laws and regulations are subject to change from time to time. The failure to comply with these laws and regulations could adversely affect our operating results. Typically, licenses, permits and approvals under such laws and regulations must be renewed annually and may be revoked, suspended or denied renewal for cause at any time if governmental authorities determine that our conduct violates applicable regulations. Difficulties or failure to maintain or obtain the required licenses, permits and approvals could adversely affect our existing shops and delay or result in our decision to cancel the opening of new shops, which would adversely affect our business.

The development and operation of a shop depends, to a significant extent, on the selection of suitable sites for drive-thrus, which are subject to unique permitting, zoning, land use, environmental, traffic and other regulations and requirements. We are also subject to licensing and regulation by state and local authorities relating to health, sanitation, safety and fire standards.

We are subject to the Fair Labor Standards Act and various other federal, state and local laws that regulate the wages and hours of employees. These laws commonly apply a strict liability standard so that even inadvertent noncompliance can lead to claims, government enforcement actions and litigation. These laws vary from state to state and are subject to frequent amendments and judicial interpretations that can require rapid adjustments to operations. Insurance coverage for violations of these laws is costly and sometimes is not available. Changes to these laws can adversely affect our business by increasing labor and compliance costs. The failure to comply with these laws could adversely affect our business as a result of costly litigation or government enforcement actions.

We are also subject to a variety of other employee relations laws including Family and Medical Leave Act of 1933 and state leave laws, employment discrimination laws, predictive scheduling laws, occupational health and safety laws and regulations and the National Labor Relations Act of 1935, to name a few. Together, these many laws and regulations present a thicket of compliance obligations and liability risks. As we grow, we will need to continue to increase our compliance efforts in these areas, which may affect our results from operations. Changes to these laws and regulations may increase these costs beyond our expectations or predictions, which would adversely affect our business operations and financial results. Violations of these laws could lead to costly litigation or governmental investigation or proceedings.

We are subject to compliance obligations of the Food Safety Modernization Acts (FSMA). Under FSMA, we are required to develop and implement a Food Safety Plan for our roasting operations. While we are not currently required to implement a FSMA Food Safety Plan or a Hazard Analysis and Critical Points system (HACCP) in our shops, many states have required restaurants to develop and implement HACCP, and the United States government continues to expand the sectors of the food industry that must adopt and implement HACCP. Additionally, our suppliers may initiate or otherwise be subject to food recalls that may impact the availability of certain products, result in adverse publicity or require us to take actions that could be costly for us or otherwise impact our business.

We are subject to the Americans with Disabilities Act (the ADA), which, among other things, requires our shops to meet federally mandated requirements for the disabled. The ADA prohibits discrimination in employment and public accommodations on the basis of disability. Under the ADA, we could be required to expend funds to modify our shops to provide service to, or make reasonable accommodations for the employment of, disabled persons. In addition, our employment practices are subject to the requirements of the Immigration and Naturalization Service relating to citizenship and residency.

In addition, our franchise activities are subject to laws enacted by a number of states and rules and regulations promulgated by the Franchise Trade Commission (the FTC). Failure to comply with new or existing franchise laws, rules and regulations in any jurisdiction or to obtain required government approvals could negatively affect our licensing sales and our relationships with our licensees.

The impact of current laws and regulations, the effect of future changes in laws or regulations that impose additional requirements and the consequences of litigation relating to current or future laws and regulations, or our inability to respond effectively to significant regulatory or public policy issues, could increase our compliance and other costs of doing business and, therefore, have an adverse effect on our results of operations. Failure to comply with the laws and regulatory requirements of federal, state and local authorities could result in, among other things, revocation of required licenses, administrative enforcement actions, fines and civil and criminal liability. In addition, certain laws, including the ADA, could require us to expend significant funds to make modifications to our shops if we failed to comply with applicable standards. Compliance with all these laws and regulations can be costly and can increase our exposure to litigation or governmental investigations or proceedings.

We (and our vendors) are subject to stringent and changing laws, regulations, industry standards, contractual obligations, policies and other obligations related to data privacy and security. The actual or perceived failure by us or our vendors to comply with such obligations, may harm our business, financial condition and results of operations, and prospects.

We Process personal information, confidential information and other sensitive information necessary to provide our products and services and other Business Functions. Our Processing activities may subject us to numerous data privacy and security obligations, such as various laws, regulations, guidance, industry standards, external and internal privacy and security policies, contracts, and other obligations that govern data privacy, security, and Processing of personal information by us and on our behalf.

Data privacy and regulation of privacy, information security and Processing has become a significant issue in the United States. The legal and regulatory framework for data privacy and security issues is rapidly evolving and is expected to increase our compliance costs and exposure to liability. There are numerous federal, state, and local laws, orders, codes, regulations and regulatory guidance regarding privacy, information security and Processing (Data Protection Laws), the number and scope of which is changing, subject to differing applications and interpretations, and may be inconsistent among jurisdictions, or in conflict with other rules, laws or Data Protection Obligations (defined below). We expect that there will continue to be new Data Protection Laws and Data Protection Obligations, and we cannot yet determine the impact such future Data Protection Laws may have on our business. Any significant change to Data Protection Laws and Data Protection Obligations, including without limitation, regarding the manner in which the express or implied consent of customers for Processing is obtained, could increase our costs and require us to modify our operations, possibly in a material manner, which we may be unable to complete and may limit our ability to Process customer data and operate our business.

Data Protection Laws are, and are likely to remain, uncertain for the foreseeable future, and our (or our vendors') actual or perceived failure to address or comply with these laws could: increase our compliance and operational costs; limit our ability to market our products or services and attract new and retain current customers; limit or eliminate our ability to Process personal information; expose us to regulatory scrutiny, actions, investigations, fines and penalties; result in reputational harm; lead to a loss of customers; reduce the use of our products or services; result in litigation and liability, including class action litigation; cause us to incur significant costs, expenses, and fees (including attorney fees); cause a material adverse impact to business operations or financial results; and otherwise result in other material harm to our business (Adverse Data Protection Impact).

We are subject to the terms of our external and internal privacy and security policies, marketing materials, and other statements, such as compliance with certain certifications, industry standards, publications and frameworks (Privacy Policies) and contractual obligations to third parties related to privacy, information security and Processing, including contractual obligations to indemnify and hold harmless third parties from the costs or consequences of non-compliance with Data Protection Laws or other obligations (Data Protection Obligations).

We strive to comply with applicable Data Protection Laws, Privacy Policies and Data Protection Obligations to the extent possible, but we may at times fail to do so, or may be perceived to have failed to do so. Moreover, despite our efforts, we may not be successful in achieving compliance if our employees, partners or vendors do not comply with applicable Data Protection Laws, Privacy Policies and Data Protection Obligations. For example, any failure by a third-party processor to comply with applicable Data Protection Laws, Privacy Policies and Data Protection Obligations could result in adverse effects, including inability to, or interruption in our ability to, operate our business and proceedings against us by governmental entities or others. We may be subject to, and suffer an Adverse Data Protection Impact if we or our vendors fail (or are perceived to have failed) to comply with applicable Data Protection Laws, Privacy Policies and Data Protection Obligations, or if our Privacy Policies are, in whole or part, found to be inaccurate, incomplete, deceptive, unfair or misrepresentative of our actual practices. In addition, any such failure or perceived failure could result in public statements against us by consumer advocacy groups, the media or others, which may cause us material reputational harm. Our actual or perceived failure to comply with Data Protection Laws, Privacy Policies and Data Protection Obligations could also subject us to litigation, claims, proceedings, actions or investigations by governmental entities, authorities or regulators, which could result in an Adverse Data Protection Impact, including required changes to our business practices, the diversion of resources and the attention of management from our business, regulatory oversights and audits, discontinuance of necessary Processing or other remedies that adversely affect our business.

In the United States, these include the Telephone Consumer Protection Act (TCPA), the Electronic Communications Privacy Act, the Computer Fraud and Abuse Act, the California Consumer Privacy Act (the CCPA), other state, local, and federal laws relating to data privacy and security, and rules and regulations promulgated under the authority of the Federal Trade Commission. The CCPA provides individual privacy rights for California residents and places increased privacy and security obligations on covered businesses processing personal information. The CCPA requires covered businesses to provide new disclosures to California residents and provide such individuals with ways to opt-out of certain sales of personal information. The CCPA also provides a private right of action and statutory damages for violations (up to $7,500 per violation), including for data breaches. To the extent applicable to our business and operations, the CCPA may impact our business activities by increasing our compliance costs and potential liability with respect to personal information that we or third parties with whom we contract to provide services maintain about California residents. In addition, the CCPA will be expanded on January 1, 2023, when the California Privacy Rights Act of 2020 (CPRA) becomes operative. The CPRA will, among other things, apply to personal information of business representatives and employees and establish a new California Privacy Protection Agency to implement and enforce the law. These Data Protection Laws (such as the CCPA and CPRA) exemplify the vulnerability of our business to the evolving regulatory environment related to personal information.

Moreover, across the United States, laws and regulations governing data privacy and security continue to develop and evolve. For example, Virginia passed the Consumer Data Protection Act (CDPA), Colorado passed the Colorado Privacy Act (CPA), Connecticut passed the Connecticut Data Privacy Act (CTDPA), and Utah passed the Utah Consumer Privacy Act (UCPA), all of which become effective in 2023. In addition, data privacy and security laws have been proposed at the federal, state, and local levels in recent years, which could further complicate compliance efforts. Compliance with the CPRA, the CCPA, the CDPA, the CPA, the CTDPA, the UCPA and any newly enacted data privacy and security laws or regulations may be challenging and cost- and time-intensive, and may require us to modify our data processing practices and policies and to incur substantial costs and potential liability in an effort to comply with such legislation. The Data Protection Laws, Privacy Policies and Data Protection Obligations to which we are subject may significantly affect our business activities and many of these obligations may contain ambiguous provisions creating uncertainty. Compliance with the requirements imposed by such Data Protection Laws and Data Protection Obligations may require us to revise our business practices, allocate more resources to data privacy and security, and implement new technologies. Such efforts may result in significant costs to our business. Noncompliance could result in Adverse Data Protection Impact, including proceedings against us by governmental and regulatory entities, collaborators, individuals or others.

In addition to data privacy and security laws, we may be contractually subject to data privacy and security obligations, including industry standards adopted by industry groups and may become subject to new data privacy and security obligations in the future. Additionally, we may also be subject to the Payment Card Industry Data Security Standard (PCI DSS). The PCI DSS requires companies to adopt certain measures to ensure the security of cardholder information, including using and maintaining firewalls, adopting proper password protections for certain devices and software, and restricting data access.

Noncompliance with PCI-DSS can result in penalties ranging from $5,000 to $100,000 per month by credit card companies, litigation, damage to our reputation, and revenue losses. We may also rely on vendors to process payment card data, and those vendors may be subject to PCI DSS, and our business may be negatively affected if our vendors are fined or suffer other consequences as a result of PCI DSS noncompliance (or perceived noncompliance). We rely on a variety of marketing techniques and practices, including email and social media marketing, online targeted advertising, and cookie-based Processing, to sell our products and services and to attract new customers, and we, and our vendors, may be subject to various current and future Data Protection Laws and Data Protection Obligations that govern marketing and advertising practices. For example, the Controlling the Assault of Non-Solicited Pornography and Marketing Act of 2003 (CAN-SPAM) and the TCPA impose specific requirements on communications with customers. For example, the TCPA imposes various consumer consent requirements and other restrictions on certain telemarketing activity and other communications with consumers by phone, fax or text message. TCPA violations can result in significant financial penalties, including penalties or criminal fines imposed by the Federal Communications Commission or fines of up to $1,500 per violation imposed through private litigation or by state authorities. Additionally, governmental authorities continue to evaluate the privacy implications inherent in the use of third-party “cookies” and other methods of online tracking for behavioral advertising and other purposes, such as by regulating the level of consumer notice and consent required before a company can employ cookies or other electronic tracking tools or the use of data gathered with such tools. Additionally, some providers of consumer devices, web browsers and application shops have implemented, or announced plans to implement, means to make it easier for Internet users to prevent the placement of cookies or to block other tracking technologies, require additional consents or limit the ability to track user activity, which could if widely adopted result in the use of third-party cookies and other methods of online tracking becoming significantly less effective. For example, Apple introduced an iOS update in April 2021 that allowed users to more easily opt-out of tracking of activity across devices. Additionally, Google has announced that it intends to phase out third-party cookies in its Chrome browser, which could make it more difficult for us to target advertisements. Individuals may increasingly resist our collecting, using, and sharing of personal information to deliver targeted advertising. Individuals are becoming more aware of options related to consent, “do not track” mechanisms, and “ad-blocking” software, any of which could materially impact our ability to collect personal information and deliver relevant promotions or media. As a result, we may be required to change the way we market our products. Any of these developments could increase our costs of operations and limit our ability to acquire new customers on cost-effective terms, which, in turn, could have an adverse effect on our business, financial condition, results of operations and prospects.

We and our franchise partners are subject to extensive government regulations that could result in claims leading to increased costs and restrict our ability to operate franchises.

We and our franchise partners are subject to extensive government regulation at the federal, state and local government levels, including by the FTC. These include, but are not limited to, regulations relating to the preparation and sale of beverages, zoning and building codes, franchising, land use and employee, health, sanitation and safety matters. We and our franchise partners are required to obtain and maintain a wide variety of governmental licenses, permits and approvals. Local authorities may suspend or deny renewal of our governmental licenses if they determine that our operations do not meet the standards for initial grant or renewal. Difficulty or failure in obtaining them in the future could result in delaying or canceling the opening of new shops and thus could harm our business. Any such failure could also subject us to liability from our franchise partners.

Additionally, governmental authorities may adopt broad standards for determining when two or more entities may be deemed joint employers of the same employees. For example, Congress has a legislation proposal in process that could shift more liability for franchise partner employment practices onto franchisors. The federal PROAct would codify the Browning-Ferris decision that redefined joint employment to include a broader category of conduct by the franchisor. In addition, the National Labor Relations Board proposed a rule in September 2022 that could broaden the standards applicable to establishing a joint employer relationship. If these or similar laws or rules come into effect, it could increase the possibility of Dutch Bros being held liable for our franchise partners' employment practices.

Beverage and restaurant companies have been the target of class action lawsuits and other proceedings that are costly, divert management attention and, if successful, could result in our payment of substantial damages or settlement costs.

Our business is subject to the risk of litigation by employees, customers, competitors, landlords or neighboring businesses, suppliers, franchise partners, stockholders or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. The outcome of litigation, particularly class action and regulatory actions, is difficult to assess or quantify. In recent years, beverage and restaurant companies have been subject to lawsuits, including class action lawsuits, alleging violations of federal and state laws regarding workplace and employment matters, discrimination and similar matters. A number of these lawsuits have resulted in the payment of substantial damages by the defendants. Similar lawsuits have been instituted from time to time alleging violations of various federal and state wage and hour laws regarding, among other things, employee meal deductions, overtime eligibility of assistant managers and failure to pay for all hours worked. Any such lawsuits in which Dutch Bros, Dutch Bros OpCo, or any subsidiary thereof is named as a party may result in substantial expenses and/or damages.

Occasionally, our customers file complaints or lawsuits against us alleging that we are responsible for some illness or injury they suffered at or after a visit to one of our shops, including actions seeking damages resulting from food-borne illness or accidents in our shops. We also could be subject to a variety of other claims from third parties arising in the ordinary course of our business, including contract claims. The food service and restaurant industry has also been subject to a growing number of claims that their menus and actions have led to the obesity of certain of their customers.

Occasionally, we and our franchise partners are involved in disputes with neighbors, government officials and landlords over the lines of cars attempting to visit our shops. These disputes have led to the loss or changing of locations, changes to hours and operations and costly litigation. If we are unable to reach agreement in future disputes or to alleviate pressure on certain shops by building additional shops or making operational changes, we may be required to close locations or alter operations at some locations. Lost sales and royalty payments caused by such closures or alterations, plus increased expenses from litigation, would harm our business.

Regardless of whether any claims against us are valid or whether we are liable, claims may be expensive to defend and may divert time and money away from our operations. In addition, they may generate negative publicity, which could reduce customer traffic and sales. Although we maintain what we believe to be adequate levels of insurance, insurance may not be available at all or in sufficient amounts to cover any liabilities with respect to these or other matters. A judgment or other liability in excess of our insurance coverage for any claims or any adverse publicity resulting from claims could harm our business.

Legislation and regulations requiring the display and provision of nutritional information for our menu offerings, and new information or attitudes regarding diet and health or adverse opinions about the health effects of consuming our menu offerings, could affect consumer preferences and negatively impact our business, financial condition and results of operations.

Government regulation and consumer eating habits may impact our business as a result of changes in attitudes regarding diet and health or new information regarding the health effects of consuming our menu offerings. These changes have resulted in, and may continue to result in, the enactment of laws and regulations that impact the ingredients and nutritional content of our menu offerings, or laws and regulations requiring us to disclose the nutritional content of our food offerings.

For example, a number of states, counties and cities have enacted menu labeling laws requiring multi-unit restaurant operators to disclose certain nutritional information to customers, or have enacted legislation restricting the use of certain types of ingredients in food sold at restaurants. Furthermore, the Patient Protection and Affordable Care Act of 2010 (the PPACA) establishes a uniform, federal requirement for certain restaurants to post certain nutritional information on their menus. Specifically, the PPACA amended the Federal Food, Drug and Cosmetic Act to require certain chain restaurants to publish the total number of calories of standard menu items on menus and menu boards, along with a statement that puts this calorie information in the context of a total daily calorie intake. The PPACA also requires covered restaurants to provide to consumers, upon request, a written summary of detailed nutritional information for each standard menu item, and to provide a statement on menus and menu boards about the availability of this information. The PPACA further permits the FDA to require covered restaurants to make additional nutrient disclosures, such as disclosure of trans-fat content. An unfavorable report on, or reaction to, our menu ingredients, the size of our portions or the nutritional content of our menu items could negatively influence the demand for our offerings.

We cannot make any assurances regarding our ability to effectively respond to changes in consumer health perceptions or our ability to successfully implement the nutrient content disclosure requirements and to adapt our menu offerings to trends in drinking and consumption habits. The imposition of menu-labeling laws could have an adverse effect on our results of operations and financial position, as well as the food service and restaurant industry in general.

Risks Related to Our Organizational Structure

Dutch Bros Inc. is a holding company, and its only material asset is its interest in Dutch Bros OpCo. Accordingly, Dutch Bros Inc. is dependent upon distributions from Dutch Bros OpCo to pay its taxes and expenses (including payments under the Tax Receivable Agreements) and to pay dividends.

Dutch Bros Inc. is a holding company, and has no material assets other than its ownership of OpCo Units. Dutch Bros Inc. has no independent means of generating revenue or cash flow, and its ability to pay taxes, operating expenses and dividends in the future, if any, will be dependent upon the financial results and cash flows of Dutch Bros OpCo and its subsidiaries and distributions received from Dutch Bros OpCo. There can be no assurance that Dutch Bros OpCo and its subsidiaries will generate sufficient cash flow to make such distributions, or that applicable state law and contractual restrictions, including negative covenants in our debt instruments, will permit such distributions.

We anticipate that Dutch Bros OpCo will continue to be treated as a partnership for U.S. federal income tax purposes and, as such, generally will not be subject to any entity-level U.S. federal income tax. Instead, taxable income will be allocated to holders of Dutch Bros OpCo Class A common units. Accordingly, Dutch Bros Inc. will incur income taxes on its allocable share of any net taxable income of Dutch Bros OpCo and will also incur expenses related to its operations, including payments under the Tax Receivable Agreements, which we expect could be significant. Furthermore, Dutch Bros Inc.'s allocable share of Dutch Bros OpCo's net taxable income will increase over time as the Continuing Members redeem or exchange their Dutch Bros OpCo Class A common units for shares of Class A common stock or cash.

We intend, through Dutch Bros Inc.'s role as managing member, to cause Dutch Bros OpCo to make cash distributions to the holders of Dutch Bros OpCo Class A common units, including Dutch Bros Inc., in an amount sufficient to (i) fund each holder's tax obligations in respect of allocations of taxable income from Dutch Bros OpCo and (ii) cover Dutch Bros Inc.'s operating expenses, including payments under the Tax Receivable Agreements. However, Dutch Bros OpCo's ability to make such distributions may be subject to various limitations and restrictions, such as restrictions on distributions that would either violate any contract or agreement to which Dutch Bros OpCo is then a party, including debt agreements, or any applicable law, or that would have the effect of rendering Dutch Bros OpCo insolvent. In addition, for taxable years beginning after December 31, 2017, liability for adjustments to a partnership's tax return can be imposed on the partnership itself in certain circumstances, absent an election to the contrary. Dutch Bros OpCo could be subject to material liabilities pursuant to adjustments to its partnership tax returns if, for example, its calculations or allocations of taxable income or loss are incorrect, which also could limit its ability to make distributions to us.

If Dutch Bros Inc. does not have sufficient funds to pay taxes or other liabilities or to fund its operations, we may have to borrow funds, which could materially adversely affect our liquidity and financial condition and subject us to various restrictions imposed by any such lenders. To the extent that Dutch Bros Inc. is unable to make payments under the Tax Receivable Agreements for any reason, such payments generally will be deferred and will accrue interest until paid; provided, however, that nonpayment for a specified period may constitute a material breach of a material obligation under the Tax Receivable Agreements and therefore accelerate payments due under the Tax Receivable Agreements. In addition, if Dutch Bros OpCo does not have sufficient funds to make distributions, Dutch Bros Inc.'s ability to declare and pay cash dividends will also be restricted or impaired.

Dutch Bros OpCo may make distributions of cash to Dutch Bros Inc. in excess of the amounts used by Dutch Bros Inc. to make distributions to its stockholders and pay its expenses (including taxes and payments under the Tax Receivable Agreements). To the extent Dutch Bros Inc. does not distribute such excess cash as dividends on Class A and Class D common stock, the Continuing Members would benefit from any value attributable to such cash as a result of their ownership of Class A common stock upon a redemption or exchange of their Dutch Bros OpCo Class A common units.

Distributions from Dutch Bros OpCo may in certain periods exceed Dutch Bros Inc.'s liabilities, including tax liabilities, obligations to make payments under the Tax Receivable Agreements, and other expenses. Dutch Bros Inc.'s board of directors, in its sole discretion, will make any determination from time to time with respect to the use of any such excess cash so accumulated, which may include, among other uses, to pay dividends on its Class A common stock and Class D common stock. Dutch Bros Inc. will have no obligation to distribute such cash (or other available cash other than any declared dividend) to its stockholders.

No adjustments to the exchange ratio of Dutch Bros OpCo Class A common units for shares of Class A common stock will be made as a result of either (i) any cash distribution by Dutch Bros Inc. or (ii) any cash that Dutch Bros Inc. retains and does not distribute to its stockholders. To the extent Dutch Bros Inc. does not distribute such cash as dividends on Class A and Class D common stock and instead, for example, holds such cash balances, buys additional Dutch Bros OpCo Class A common units or lends such cash to Dutch Bros OpCo, this may result in shares of Class A common stock increasing in value relative to the Dutch Bros OpCo Class A common units. The holders of Dutch Bros OpCo Class A common units may benefit from any value attributable to such cash balances if they receive shares of Class A common stock on redemption or exchange of their Dutch Bros OpCo Class A common units or if Dutch Bros Inc. acquires additional Dutch Bros OpCo Class A common units (whether from Dutch Bros OpCo or from holders of Dutch Bros OpCo Class A common units) at a price based on the market price of our Class A common stock at the time.

The Tax Receivable Agreements with the Continuing Members and Pre-IPO Blocker Holders require Dutch Bros Inc. to make cash payments to them in respect of certain tax benefits to which it may become entitled, and such payments may be substantial.

In connection with the IPO, Dutch Bros Inc. entered into the Tax Receivable Agreements with the Continuing Members and the Pre-IPO Blocker Holders, as applicable. These Tax Receivable Agreements provide for the payment by Dutch Bros Inc. to such Continuing Members and Pre-IPO Blocker Holders of 85% of the benefits, if any, that Dutch Bros Inc. is deemed to realize (calculated using certain assumptions) as a result of certain tax attributes and benefits covered by the Tax Receivable Agreements. The Exchange Tax Receivable Agreement provides for the payment by Dutch Bros Inc. to the Continuing Members of 85% of the benefits, if any, that Dutch Bros Inc. is deemed to realize (calculated using certain assumptions) as a result of (i) Dutch Bros Inc.'s allocable share of existing tax basis attributable to certain assets of Dutch Bros OpCo and its subsidiaries (including assets that will eventually be subject to depreciation or amortization once placed in service) at the time of any redemption or exchange of Dutch Bros OpCo Class A common units (including certain transactions in connection with the IPO) which tax basis is allocated to such redeemed or exchanged Dutch Bros OpCo Class A common units acquired by Dutch Bros Inc., (ii) adjustments that will increase the tax basis of the tangible and intangible assets of the Dutch Bros OpCo and its subsidiaries as a result of Dutch Bros Inc.'s taxable acquisition of Dutch Bros OpCo Class A common units from the Continuing Members in connection with the IPO and in connection with future redemptions or exchanges of Dutch Bros OpCo Class A common units for shares of Class A common stock (or a corresponding amount of cash), (iii) disproportionate allocations (if any) of tax benefits to Dutch Bros Inc. under Section 704(c) of the Internal Revenue Code of 1986, as amended (the Code), as a result of Dutch Bros Inc.'s acquisition of other Dutch Bros OpCo Class A common units from Dutch Bros OpCo and former members of Dutch Bros OpCo who are not Continuing Members in certain transactions in connection with the IPO and (iv) certain other tax benefits, including tax benefits attributable to payments under the Exchange Tax Receivable Agreement. The Reorganization Tax Receivable Agreement provides for the payment by Dutch Bros Inc. to Pre-IPO Blocker Holders of 85% of the benefits, if any, that Dutch Bros Inc. is deemed to realize (calculated using certain assumptions) as a result of (i) existing tax basis and certain adjustments to the tax basis of certain assets of Dutch Bros OpCo and its subsidiaries, in each case, that are attributable to Dutch Bros OpCo Class A common units acquired by Dutch Bros Inc. from the Blocker Companies in connection with the IPO, (ii) certain tax attributes of the Blocker Companies (including net operating losses, capital losses, research and development credits, work opportunity tax credits, excess Section 163(j) limitation carryforwards, charitable deductions, foreign Tax credits and any Tax attributes subject to carryforward under Section 381 of the Code), and (iii) certain other tax benefits, including tax benefits attributable to payments under the Reorganization Tax Receivable Agreement.

In each case, these increases in Dutch Bros Inc.'s allocable share of existing tax basis, the tax basis adjustments generated over time, and the application of Section 704(c) of the Code, may increase (for tax purposes) depreciation and amortization deductions allocated to Dutch Bros Inc. and, therefore, may reduce the amount of tax that Dutch Bros Inc. would otherwise be required to pay in the future. Actual tax benefits realized by Dutch Bros Inc. may differ from tax benefits calculated under the Tax Receivable Agreements as a result of the use of certain assumptions in the Tax Receivable Agreements, including the use of an assumed weighted-average state and local income tax rate to calculate tax benefits. The payment obligations under the Tax Receivable Agreements are an obligation of Dutch Bros Inc., but not of Dutch Bros OpCo. While the amount of existing tax basis, the anticipated tax basis adjustments, the application of Section 704(c) of the Code, and the actual amount and utilization of tax attributes, as well as the amount and timing of any payments under the Tax Receivable Agreements, will vary depending upon a number of factors, including the timing of redemptions and exchanges, the price of shares of our Class A common stock at the time of redemptions and exchanges, the extent to which such redemptions and exchanges are taxable, and the amount and timing of our income, we expect that as a result of the size of the transfers and increases in the tax basis of the tangible and intangible assets of Dutch Bros OpCo and our possible utilization of tax attributes, including existing tax basis attributable to Dutch Bros OpCo Class A common units acquired in connection with the IPO, the payments that Dutch Bros Inc. may make under the Tax Receivable Agreements may be substantial. The payments under the Tax Receivable Agreements are not conditioned upon continued ownership of Dutch Bros Inc. by the exchanging holders of Dutch Bros OpCo Class A common units or the Pre-IPO Blocker Holders.

Payments under the Tax Receivable Agreements will be based on the tax reporting positions that we determine, and the Internal Revenue Service (IRS) or another tax authority may challenge all or part of the tax basis increases, as well as other related tax positions we take, and a court could sustain such challenge. The Continuing Members and Pre-IPO Blocker Holders will not reimburse Dutch Bros Inc. for any payments previously made under the Tax Receivable Agreements if such basis increases or other tax benefits are subsequently disallowed, except that any excess payments made by Dutch Bros Inc. to the Continuing Members and Pre-IPO Blocker Holders will be netted against future payments that it might otherwise be required to make to them under the applicable Tax Receivable Agreements. However, a challenge to any tax benefits initially claimed may not arise for a number of years following the initial time of such payment or, even if challenged early, such excess cash payment may be greater than the amount of future cash payments that Dutch Bros Inc. might otherwise be required to make under the terms of the Tax Receivable Agreements and, as a result, there might not be sufficient future cash payments against which the prior payments can be fully netted. The applicable U.S. federal income tax rules are complex and factual in nature, and there can be no assurance that the IRS or a court will not disagree with our tax reporting positions. As a result, in certain circumstances Dutch Bros Inc. may make payments to the Continuing Members and Pre-IPO Blocker Holders under the Tax Receivable Agreements in excess of its actual cash tax savings. Therefore, payments could be made under the Tax Receivable Agreements in excess of the tax savings that we realize in respect of the tax attributes with respect to the Continuing Members and Pre-IPO Blocker Holders that are the subject of the Tax Receivable Agreements.

In certain cases, payments under the Tax Receivable Agreements may be accelerated and/or significantly exceed the actual benefits Dutch Bros Inc. realizes in respect of the tax attributes subject to the Tax Receivable Agreements.

Dutch Bros Inc.'s payment obligations under the Tax Receivable Agreements may be accelerated in the event of certain changes of control or certain material breaches of material obligations and will be accelerated in the event it elects to terminate the Tax Receivable Agreements early. The accelerated payments will relate to all relevant tax attributes that may subsequently be available to Dutch Bros Inc. The accelerated payments required in such circumstances will be calculated by reference to the present value (at a discount rate equal to the lesser of (i) 6.5% per annum and (ii) one year LIBOR, or its successor rate, plus 100 "basis points") of all future payments that the Continuing Members and Pre-IPO Blocker Holders would have been entitled to receive under the Tax Receivable Agreements, and such accelerated payments and any other future payments under the Tax Receivable Agreements will utilize certain valuation assumptions, including that Dutch Bros Inc. will have sufficient taxable income to fully utilize the deductions arising from the increased tax deductions and tax basis and other benefits related to entering into the Tax Receivable Agreements and sufficient taxable income to fully utilize any remaining net operating losses subject to the Tax Receivable Agreements on a straight line basis over the shorter of the statutory expiration period for such net operating losses and the five-year period after the early termination or change of control.

Accordingly, it is possible that the actual cash tax benefits realized by Dutch Bros Inc. may be significantly less than the corresponding Tax Receivable Agreement payments or that payments under the Tax Receivable Agreements may be made years in advance of the actual realization, if any, of the anticipated future tax benefits. There may be a material negative effect on our liquidity if the payments under the Tax Receivable Agreements exceed the actual cash tax benefits that Dutch Bros Inc. realizes in respect of the tax attributes subject to the Tax Receivable Agreements and/or payments to us from Dutch Bros OpCo are not sufficient to permit Dutch Bros Inc. to make payments under the Tax Receivable Agreements after it has paid taxes and other expenses. We may need to incur additional indebtedness to finance payments under the Tax Receivable Agreements to the extent our cash resources are insufficient to meet our obligations under the Tax Receivable Agreements as a result of timing discrepancies or otherwise, and these obligations could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control.

The acceleration of payments under the Tax Receivable Agreements in the case of certain changes of control may impair our ability to consummate change of control transactions or negatively impact the value received by owners of our Class A common stock.

The Tax Receivable Agreements provide that upon certain mergers, asset sales or other forms of business combination or certain other changes of control, Dutch Bros Inc.'s (or its successor's) obligations with respect to the Tax Receivable Agreements would be based on certain assumptions, including that we (or our successor) would have sufficient taxable income to fully utilize the benefits arising from the increased tax deductions and tax basis and other benefits covered by the Tax Receivable

Agreements. Consequently, it is possible, in these circumstances, that the actual cash tax savings realized by us may be significantly less than the corresponding tax benefit payments under the Tax Receivable Agreements. Dutch Bros Inc.'s accelerated payment obligations and/or assumptions adopted under the Tax Receivable Agreements in the case of a change of control may impair our ability to consummate a change of control transactions or negatively impact the value received by owners of our Class A common stock in a change of control transaction.

If we were deemed to be an investment company under the Investment Company Act of 1940, as amended (the 1940 Act), as a result of our ownership of Dutch Bros OpCo, applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business.

Under Sections 3(a)(1)(A) and (C) of the 1940 Act, a company generally will be deemed to be an "investment company" for purposes of the 1940 Act if (i) it is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities or (ii) it engages, or proposes to engage, in the business of investing, reinvesting, owning, holding or trading in securities and it owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis. We do not believe that we are an "investment company," as such term is defined in either of those sections of the 1940 Act.

As the sole managing member of Dutch Bros OpCo, we control and operate Dutch Bros OpCo. On that basis, we believe that our interest in Dutch Bros OpCo is not an "investment security" as that term is used in the 1940 Act. However, if we were to cease participation in the management of Dutch Bros OpCo or if Dutch Bros OpCo itself becomes an investment company, our interest in Dutch Bros OpCo, as applicable, could be deemed an "investment security" for purposes of the 1940 Act.

We and Dutch Bros OpCo intend to conduct our operations so that we will not be deemed an investment company. If it were established that we were an unregistered investment company, there would be a risk that we would be subject to monetary penalties and injunctive relief in an action brought by the SEC, that we would be unable to enforce contracts with third parties, and that third parties could seek to obtain rescission of transactions undertaken during the period it was established that we were an unregistered investment company. If we were required to register as an investment company, restrictions imposed by the 1940 Act, including limitations on our capital structure and our ability to transact with affiliates, could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business.

Risks Related to Ownership of Our Class A Common Stock

****Additional stock issuances (including pursuant to the redemption of Dutch Bros OpCo Class A common units from our Continuing Members) could result in significant dilution to our stockholders and cause the trading price of our Class A common stock to decline.***

We may issue our capital stock or securities convertible into our capital stock from time to time in connection with a financing, acquisition, investments or otherwise (including pursuant to the redemption of Dutch Bros OpCo Class A common units from our Continuing Members). Additional issuances of our stock will result in dilution to existing holders of our stock. Any such issuances could result in substantial dilution to our existing stockholders and cause the trading price of our Class A common stock to decline.

In particular, following the issuance of shares of Class A common stock in connection with the redemption of Dutch Bros OpCo Class A common units from our Continuing Members and the related cancellation of shares of our Class B common stock or Class C common stock, such shares of Class A common stock will have the same economic rights as other shares of Class A common stock.

***An active trading market for our Class A common stock may not be sustained, and the trading price of our Class A common stock may be volatile, and you could lose all or part of your investment.**

We only recently completed our IPO, so there is a limited history regarding the public market and trading of our Class A common stock. If an active public market is not sustained, it may be difficult for you to sell your shares of Class A common stock at a price at or above the price per share of the IPO or at a price that is attractive to you or at all. Further, an inactive market may also impair our ability to raise capital by selling shares of our Class A common stock and may impair our ability to enter into strategic collaborations or acquire companies or products by using our shares of Class A common stock as consideration. Likewise, the price of our Class A common stock is likely to be volatile and could be subject to fluctuations in response to various factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of your investment in our Class A common stock. Factors that could cause fluctuations in the trading price of our Class A common stock include the risk factors set forth in this section as well as the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the trading prices and trading volumes of competitors' stocks;
- changes in operating performance and stock market valuations of other companies generally, or those in our industry in particular;
- sales of shares of our Class A common stock by us or our stockholders, including the Continuing Members;
- failure of securities analysts to maintain coverage of us, changes in financial estimates by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- changes in our financial, operating or other metrics, regardless of whether we consider those metrics as reflective of the current state or long-term prospects of our business, and how those results compare to securities analyst expectations, including whether those results fail to meet, exceed or significantly exceed securities analyst expectations, particularly in light of the significant portion of our revenue derived from a limited number of customers;
- announcements by us or our competitors of new products or services;
- the public's reaction to our press releases, other public announcements, and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our results of operations or fluctuations in our results of operations;
- actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- actual or perceived privacy or data security incidents;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses, franchises or other assets by us or our competitors;

- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management; and
- general political and economic conditions and slow or negative growth of our markets.

In addition, in the past, following periods of volatility in the overall market and in the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

The multi-class structure of our common stock has the effect of concentrating voting control with Continuing Members, limiting your ability to influence corporate matters.

Each share of our Class A common stock entitles its holder to one vote on all matters on which stockholders are entitled to vote generally. Our shares of Class B common stock have no economic rights but each share will entitle its holder to ten votes (or such lower number as required to prevent the holders of Class B common stock from holding, in the aggregate, 80% or more of the aggregate voting power of Dutch Bros Inc. at any time) for so long as the aggregate number of outstanding shares of our Class B common stock represents at least 5% of the total outstanding shares of common stock, and thereafter, one vote per share on all matters on which stockholders are entitled to vote generally. All of our Class B common stock are held by certain Continuing Members affiliated with our Co-Founder. Our shares of Class C common stock and Class D common stock entitle its holder to three votes for each share (for so long as the aggregate number of outstanding shares of our Class C common stock and Class D common stock represents at least 5% of the total outstanding shares of common stock, and thereafter, one vote per share) on all matters on which stockholders are entitled to vote generally. Our shares of Class C common stock have no economic rights but Class D common stock have the same economic rights as shares of Class A common stock. All of our Class C common stock are held by certain Continuing Members affiliated with our Sponsor and all our Class D common stock are held by the Pre-IPO Blocker Holders.

The difference in voting rights could adversely affect the value of our Class A common stock by, for example, delaying or deferring a change of control or if investors view, or any potential future purchaser of our company views, the superior voting rights of the Class B common stock, Class C common stock and Class D common stock to have value. Because of the ten-to-one voting ratio between our Class B common stock and our Class A common stock, and the three-to-one voting ratio between our Class C common stock and Class D common stock, on the one hand, and our Class A common stock on the other hand, the holders of our Class B common stock, Class C common stock and Class D common stock collectively will continue to control a majority of the combined voting power of our common stock and therefore be able to control all matters submitted to our stockholders so long as they collectively represent at least a majority of the total voting power. This concentrated control will limit or preclude the ability of holders of Class A common stock to influence corporate matters for the foreseeable future.

As a newly public company utilizing a multi-class capital structure, FTSE Russell and Standard & Poor's will not include our stock in their indices. Affected indices include the Russell 2000 and the S&P 500, S&P MidCap 400 and S&P SmallCap 600, which together make up the S&P Composite 1500. Our multi-class capital structure makes us ineligible for inclusion in certain indices, and as a result, mutual funds, exchange-traded funds and other investment vehicles that attempt to passively track these indices will not be investing in our Class A common stock. In addition, we cannot assure you that other stock indices will not take similar actions. Given the sustained flow of investment funds into passive strategies that seek to track certain indices, exclusion from certain stock indices would likely preclude investment by many of these funds and would make our Class A common stock less attractive to other investors. As a result, the trading price and volume of our Class A common stock could be adversely affected.

***Our Co-Founder and Sponsor have significant influence over us, which could limit your ability to influence the outcome of matters submitted to stockholders for a vote.**

Certain affiliates of our Co-Founder beneficially own approximately 75.9% of the combined voting power of our Class A common stock, Class B common stock, Class C common stock and Class D common stock, and our Sponsor, directly and through affiliated investment funds, beneficially owns approximately 18.8% of the combined voting power of our Class A common stock, Class B common stock, Class C common stock and Class D common stock. Each share of Class A common stock entitles the holder to one vote, each share of Class B common stock entitles the holder to ten votes (for so long as the aggregate number of outstanding shares of our Class B common stock represents at least 5% of the total outstanding common stock, and thereafter, one vote per share, provided that the number of votes per share may be adjusted from time to time in accordance with our amended and restated certificate of incorporation, as required to prevent the holders of Class B common stock from holding, in the aggregate, 80% or more of the aggregate voting power of Dutch Bros Inc. at any time) and each share of Class C common stock and Class D common stock entitles the holder to three votes (for so long as the aggregate number of outstanding shares of our Class C common stock and Class D common stock represents at least 5% of the total outstanding common stock, and thereafter, one vote per share) on all matters on which stockholders are entitled to vote generally. Thus our Co-Founder and our Sponsor exercise control over all corporate actions requiring stockholder approval, irrespective of how our other stockholders may vote, including the election and removal of directors and the size of our board of directors, any amendment of our certificate of incorporation or bylaws or the approval of any merger or other significant corporate transaction, including a sale of substantially all our assets.

In addition, our amended and restated certificate of incorporation provides that the holders of Class C common stock, which our Sponsor and its affiliates hold all of, are entitled to elect up to two members of our board of directors, voting as a separate class. The Stockholders Agreement similarly provides that we will agree to nominate to our board of directors individuals designated by our Sponsor, which will retain the right to designate up to two members of the board of directors for so long as the holders of shares of Class C common stock are entitled to elect one or more members to the board of directors pursuant to our amended and restated certificate of incorporation. Our Sponsor may therefore have influence over management and substantial control over matters requiring stockholder approval, including the annual election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets, for the foreseeable future. It is possible that our Co-Founder’s and our Sponsor’s interests may not align with the interests of our other stockholders.

Our Co-Founder and Sponsor own approximately 64.6% of the Dutch Bros OpCo Class A common units. Because they hold their ownership interest in our business directly in Dutch Bros OpCo, rather than through Dutch Bros Inc., the Continuing Members may have conflicting interests with holders of shares of our Class A common stock. For example, if Dutch Bros OpCo makes distributions to us, the non-managing members of Dutch Bros OpCo will also be entitled to receive such distributions pro rata in accordance with their ownership of Dutch Bros OpCo Class A common units and their preferences as to the timing and amount of any such distributions may differ from those of our public stockholders. The Continuing Members may also have different tax positions from Dutch Bros Inc. that could influence their decisions regarding whether and when to dispose of assets, especially in light of the existence of the Tax Receivable Agreements, whether and when to incur new or refinance existing indebtedness and whether and when Dutch Bros Inc. should terminate the Tax Receivable Agreements and accelerate its obligations thereunder. In addition, the structuring of future transactions may take into consideration our pre-IPO owners’ tax or other considerations even where no similar benefit would accrue to us.

We are a "controlled company" within the meaning of the New York Stock Exchange rules and, as a result, qualify for, and rely on, exemptions and relief from certain corporate governance requirements. You do not have the same protections afforded to stockholders of companies that are subject to such requirements.

Certain affiliates of our Co-Founder beneficially own approximately 75.9% of the combined voting power of our Class A common stock, Class B common stock, Class C common stock and Class D common stock. As a result, we are a "controlled company" within the meaning of the New York Stock Exchange corporate governance standards. Under these corporate governance standards, a company of which more than 50% of the voting power in the election of directors is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements. For example, controlled companies are not required to have:

- a board that is composed of a majority of "independent directors," as defined under the New York Stock Exchange rules;
- a compensation committee that is composed entirely of independent directors; and
- director nominations be made, or recommended to the full board of directors, by its independent directors, or by a nominations/governance committee that is composed entirely of independent directors.

We intend to continue to utilize these exemptions until we are no longer eligible for them. Accordingly, you will not have the same protections afforded to stockholders of companies that are subject to all the corporate governance requirements of the New York Stock Exchange.

Certain of our directors have relationships with our Sponsor, which may cause conflicts of interest with respect to our business.

Two of our directors are affiliated with our Sponsor. Our Sponsor-affiliated directors have fiduciary duties to us and, in addition, have duties to our Sponsor. As a result, these directors may face real or apparent conflicts of interest with respect to matters affecting both us and our Sponsor, whose interests may be adverse to ours in some circumstances.

Additionally, our amended and restated certificate of incorporation provides that we renounce any interest or expectancy in, or in being offered an opportunity to participate in, business opportunities that are from time to time available to Sponsor and of its officers, directors, agents, stockholders, members, partners, affiliates and subsidiaries and each such party shall not have any obligation to offer us those opportunities unless presented to one of our directors or officers in his or her capacity as a director or officer.

Future sales of shares of our Class A or Class D common stock cause the market price of our Class A common stock to decline.

Sales of a substantial number of shares of our Class A or Class D common stock (after converting to Class A common stock) in the public market, or the perception that these redemptions, exchanges or sales might occur, could depress the market price of our Class A common stock and could impair our ability to raise capital through the sale of additional equity securities. Many of our existing equity holders have substantial unrecognized gains on the value of the equity they hold based upon the price per share of the IPO, and therefore they may take steps to sell their shares or otherwise secure the unrecognized gains on those shares.

Subject to the terms of the Third Dutch Bros OpCo Agreement, an aggregate of 105,755,565 Dutch Bros OpCo Class A common units may be redeemed in exchange for shares of our Class A common stock and an aggregate of 12,411,419 shares of Class D common stock may be converted into shares of our Class A common stock. Any shares we issue upon redemption or exchange of Dutch Bros OpCo Class A common units or upon the conversion of shares of Class D common stock, as applicable, will be “restricted securities” as defined in Rule 144 and may not be sold in the absence of registration under the Securities Act unless an exemption from registration is available, including the exemptions contained in Rule 144.

However, all such shares are now eligible for resale in the public market, subject, in the case of shares held by our affiliates, to volume, manner of sale, and other limitations under Rule 144.

Our trading price and trading volume could decline if securities or industry analysts do not publish research about our business, or if they publish unfavorable research.

The trading market for our Class A common stock relies in part on the research and reports that equity research analysts publish about us or our business. A lack of adequate research coverage may harm the liquidity and trading price of our Class A common stock. We do not have any control over the content and opinions included in their reports. The trading price of our Class A common stock could decline if one or more equity research analysts downgrade our stock or publish other unfavorable commentary or research. If one or more equity research analysts cease coverage of our company, or fail to regularly publish reports on us, the demand for our Class A common stock could decrease, which in turn could cause our trading price or trading volume to decline.

As a newly public company, we incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies in the United States, which may harm our business.

As a public company listed in the United States, we have incurred and will incur significant additional legal, accounting, and other expenses. In addition, changing laws, regulations, and standards relating to corporate governance and public disclosure, including regulations implemented by the SEC and the New York Stock Exchange, may increase legal and financial compliance costs and make some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. We intend to invest resources to comply with evolving laws, regulations, and standards, and this investment may result in increased selling, general and administrative expenses and a diversion of management’s time and attention from revenue-generating activities to compliance activities. If, notwithstanding our efforts, we fail to comply with new laws, regulations, and standards, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or our board committees or as executive officers. Our management and other personnel devote a substantial amount of time to these compliance initiatives and, as a result, management’s attention may be diverted from other business concerns, which could harm our business and operating results. As we hire more employees to aid us in compliance with these requirements, our costs and expenses may increase.

Our management team and other personnel devote a substantial amount of time to new compliance initiatives and we may not successfully or efficiently manage our transition to a public company. To comply with the requirements of being a public company, including the Sarbanes-Oxley Act, we are implementing new internal controls and procedures and hiring accounting or internal audit staff, which will require us to incur additional expenses and harm our results of operations.

Failure to comply with these rules might also make it more difficult for us to obtain certain types of insurance, including director and officer liability insurance, and we might be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events would also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, on committees of our board of directors or as members of senior management.

We will no longer qualify as an "emerging growth company" as of December 31, 2022, and, as a result, we will no longer be able to avail ourselves of certain reduced reporting and disclosure requirements.

We are currently an "emerging growth company," as defined in the Jumpstart Our Business Startups Act (the JOBS Act), and we have taken advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies," including the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act (Section 404), reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation, and stockholder approval of any golden parachute payments not previously approved. Pursuant to Section 107 of the JOBS Act, as an "emerging growth company," we have elected to use the extended transition period for complying with new or revised accounting standards until those standards would otherwise apply to private companies. As a result, our condensed consolidated financial statements may not be comparable to the financial statements of issuers who are required to comply with the effective dates for new or revised accounting standards that are applicable to public companies, which may make our Class A common stock less attractive to investors. It is possible that investors have found or will continue to find our Class A common stock less attractive in light of the fact that we have relied on certain of these exemptions.

Based on the market value of our Class A common stock held by non-affiliates as of June 30, 2022, we will cease to qualify as an "emerging growth company," effective as of December 31, 2022. We will no longer be able to take advantage of any of the exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" as described above, and we will no longer be able to use the extended transition period for complying with new or revised accounting standards. We expect that the loss of our "emerging growth company" status and compliance with these additional requirements will substantially increase our legal and financial compliance costs. In addition, any failure to comply with these additional requirements in a timely manner, or at all, could have an adverse effect on our business and results of operations and could cause a decline in the price of our Class A common stock.

General Risks

Our results may fluctuate significantly and may not meet our expectations or those of investors or securities analysts.

Our results of operations, including the levels of our revenue, deferred revenue, working capital, and cash flows, may vary significantly in the future, such that period-to-period comparisons of our results of operations may not be meaningful. Our financial results may fluctuate due to a variety of factors, many of which are outside of our control and may be difficult to predict, including, but not limited to:

- changes in consumer tastes and nutritional and dietary trends;
- successful identification and acquisition of appropriate sites and timely develop and expand our number of profitable shops;
- protection of our brand and reputation;
- dependence on a small number of suppliers, including for roasting;
- expectations regarding our future operating and financial performance;
- the size of our addressable markets, market share, and market trends;
- effective management and continued growth of our workforce and operations;

- our ability to attract, retain, and motivate skilled personnel, including key members of our senior management;
- generation of projected same shop sales growth;
- the sufficiency of our cash, cash equivalents, and investments to meet our liquidity needs;
- dependence on long-term non-cancelable leases;
- our employees and the status of our workers;
- our inability to maintain good relationships with our franchising partners;
- the timing and amount of deferred expenses related to the maintenance of company-operated shops;
- the effects of seasonal trends on our results of operations;
- our vulnerability to global financial market conditions, including the continuing effects from the recent recession;
- adverse weather conditions in local or regional areas where our shops are located; and
- our realization of any benefit from our organizational structure net of expenses associated with the same (including our obligations under the Tax Receivable Agreements).

Any one or more of the factors above may result in significant fluctuations in our results of operations, which may negatively impact the trading price of our Class A common stock. You should not rely on our past results as an indicator of our future performance.

Our outstanding indebtedness could materially adversely affect our financial condition and our ability to operate our business, pursue our growth strategy, and react to changes in the economy or industry.

As of September 30, 2022, we had $98.8 million and $87.7 million in term loan and revolving loans outstanding, respectively. In addition, subject to certain restrictions under the 2022 Credit Facility (as defined in NOTE 9 — Debt to the condensed consolidated financial statements located in Part I, Item 1 of this Form 10-Q), we may incur additional debt.

Our debt could have important consequences to you, including the following:

- it may be difficult for us to satisfy our obligations, including debt service requirements under our outstanding debt, resulting in possible defaults on and acceleration of such indebtedness;
- our ability to obtain additional financing for working capital, capital expenditures, debt service requirements or other general corporate purposes may be impaired;
- a substantial portion of cash flow from operations may be dedicated to the payment of principal and interest on our debt, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures, future business opportunities, acquisitions and other general corporate purposes;
- we are more vulnerable to economic downturns and adverse industry conditions and our flexibility to plan for, or react to, changes in our business or industry is more limited;
- our ability to capitalize on business opportunities and to react to competitive pressures, as compared to our competitors, may be compromised due to our level of debt; and
- our ability to borrow additional funds or to refinance debt may be limited.

Furthermore, all of our debt under our 2022 Credit Facility bears interest at variable rates. If these rates were to increase significantly, whether because of an increase in market interest rates or a decrease in our creditworthiness, our ability to borrow additional funds may be reduced and the risks related to our substantial debt would intensify.

Restrictions imposed by our outstanding indebtedness and any future indebtedness may limit our ability to operate our business, execute our growth strategy, and finance our future operations or capital needs or engage in other business activities.

The covenants under our 2022 Credit Facility restrict our ability, among other things, to:

- incur additional debt;
- grant liens on assets;
- sell or dispose of assets;
- merge with or acquire other companies, or make other investments;
- enter into sale and leaseback transactions and swap agreements;
- liquidate or dissolve ourselves; engage in businesses that are not in a related line of business; or
- pay dividends or make other distributions.

In addition, our 2022 Credit Facility contains financial covenants that require us not to exceed a maximum net lease-adjusted total leverage ratio and maintain a minimum fixed charge coverage ratio. Our ability to comply with these financial covenants can be affected by events beyond our control, and we may not be able to satisfy them.

A breach of any of the covenants in the 2022 Credit Facility could result in an event of default, which could trigger acceleration of our indebtedness and may result in the acceleration of or default under other debt we may incur in the future, which could have a material adverse effect on our business, results of operations and financial condition. In the event of such event of default under our 2022 Credit Facility, the applicable lenders could elect to terminate their commitments and declare all outstanding loans, together with accrued and unpaid interest and any fees and other obligations, to be due and payable, and/or exercise their rights and remedies under the loan documents governing our 2022 Credit Facility or any applicable law. Our obligations under the 2022 Credit Facility are guaranteed by our subsidiaries and secured by substantially all of our and such subsidiary guarantors' assets.

If we were unable to repay or otherwise refinance these loans when due, the applicable lenders could proceed against the collateral granted to them to secure such indebtedness, which could force us into bankruptcy or liquidation. In the event the applicable lenders accelerate the repayment of our loans, we and our subsidiaries may not have sufficient assets to repay such indebtedness. Any acceleration of amounts due under our 2022 Credit Facility or the exercise by the applicable lenders of their rights and remedies would likely have a material adverse effect on our business.

As a result of these restrictions, we may be:

- limited in how we conduct our business;
- unable to raise additional debt or equity financing to operate during general economic or business downturns; or
- unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our strategy.

Furthermore, the terms of any future indebtedness we may incur could have further additional restrictive covenants. We may not be able to maintain compliance with these covenants in the future, and in such event, we cannot assure you that we will be able to obtain waivers from the lenders or amend the covenants.

We have identified material weaknesses in our internal control over financial reporting. If we are unable to remedy our material weaknesses, or if we fail to establish and maintain effective internal controls, we may be unable to produce timely and accurate financial statements, and we may conclude that our internal control over financial reporting is not effective, which could adversely impact our investors' confidence and our Class A common stock price.

Prior to the IPO, we were a private company and had limited accounting and financial reporting personnel and other resources with which to address our internal controls and related procedures. In connection with the audit of our consolidated financial statements as of and for the years ended December 31, 2021, 2020, and 2019, our management and auditors determined that a material weakness existed in the internal control over financial reporting due to limited accounting department personnel capable of appropriately accounting for complex transactions we undertake. Additionally, there were insufficient controls over the review and approval of manual journal entries, including appropriate segregation of duties. Further, as a result of the limited accounting department personnel we were unable to maintain an effective risk assessment process necessary to identify all relevant risks of material misstatement and to evaluate the implications of relevant risks on our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. We are in the process of implementing measures designed to improve our internal control over financial reporting to remediate these material weaknesses. While we continue to take remediation steps, including hiring additional personnel subsequent to December 31, 2020, initiating detailed accounting policies review, and commencing an entity-wide risk assessment process, we continue to have a limited number of personnel with the level of GAAP accounting knowledge, specifically related to complex accounting transactions, commensurate with our financial reporting requirements. As such, we continued to have material weaknesses in our control over financial reporting as of September 30, 2022.

We cannot assure you that the measures we have taken to date, and are continuing to implement, will be sufficient to remediate the material weaknesses we have identified or avoid potential future material weaknesses. If the steps we take do not correct the material weaknesses in a timely manner, we will be unable to conclude that we maintain effective internal control over financial reporting. Accordingly, there could continue to be a reasonable possibility that a material misstatement of our financial statements would not be prevented or detected on a timely basis.

If we fail to remediate our existing material weaknesses or identify new material weaknesses in our internal controls over financial reporting, if we are unable to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, if we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting when we are no longer an "emerging growth company" (which will occur on December 31, 2022), investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock could be negatively affected. As a result of such failures, we could also become subject to investigations by the New York Stock Exchange, the SEC or other regulatory authorities, and become subject to litigation from investors and stockholders, which could harm our reputation and financial condition or divert financial and management resources from our regular business activities.

A failure to establish and maintain an effective system of disclosure controls and internal control over financial reporting, could adversely affect our ability to produce timely and accurate financial statements or comply with applicable regulations.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act, is accumulated and communicated to our principal executive and financial officers. We are also continuing to improve our internal control over financial reporting. For example, as we prepared to become a public company, we worked to improve the controls around our key accounting processes and our quarterly close process, and we have hired additional accounting and finance personnel to help us implement these processes and controls. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs and investments to strengthen our accounting systems.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. In addition, changes in accounting principles or interpretations could also challenge our internal controls and require that we establish new business processes, systems, and controls to accommodate such changes. We have limited experience with implementing the systems and controls that are necessary to operate as a public company, as well as adopting changes in accounting principles or interpretations mandated by the relevant regulatory bodies. Additionally, if these new systems, controls or standards and the associated process changes do not give rise to the benefits that we expect or do not operate as intended, it could adversely affect our financial reporting systems and processes, our ability to produce timely and accurate financial reports or the effectiveness of internal control over financial reporting. Moreover, our business may be harmed if we experience problems with any new systems and controls that result in delays in their implementation or increased costs to correct any post-implementation issues that may arise.

Further, deficiencies in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our consolidated financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we will be required to include in our periodic reports that will be filed with the SEC, commencing with our 2022 annual report on Form 10-K. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our Class A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the New York Stock Exchange. We are not currently required to comply with the SEC rules that implement Section 404 of the Sarbanes-Oxley Act and are therefore not required to make a formal assessment of the effectiveness of our internal control over financial reporting for that purpose. As a public company, we are required to provide an annual management report on the effectiveness of our internal control over financial reporting commencing with our 2022 annual report on Form 10-K.

Our independent registered public accounting firm is not required to formally attest to the effectiveness of our internal control over financial reporting until after we are no longer an “emerging growth company” as defined in the JOBS Act, which will occur as of December 31, 2022. At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could harm our business, results of operations, and financial condition and could cause a decline in the trading price of our common stock.

We may engage in merger and acquisition activities or strategic partnerships, which would require significant management attention, disrupt our business, dilute stockholder value, and adversely affect our business, results of operations, and financial condition.

As part of our business strategy to grow our business, we have in the past and may in the future make investments or acquisitions in, or enter into strategic partnerships with, other companies, including acquisitions of franchises from our franchise partners. The identification of suitable acquisition or partnership candidates can be difficult, time-consuming, and costly, and we may not be able to complete acquisitions or partnerships on favorable terms, if at all. These acquisitions or partnerships may not ultimately strengthen our competitive position or achieve the intended goals of such acquisition or partnership, and any acquisitions or partnerships we complete could be viewed negatively by customers or investors. We may encounter difficult or unforeseen expenditures in integrating an acquisition or partnership. In addition, if we fail to successfully integrate such acquisitions, assets, technologies or personnel associated with such acquisitions or partnerships into our company, the business and results of operations of the combined company would be adversely affected.

These transactions may disrupt our ongoing operations, divert management from their primary responsibilities, subject us to additional liabilities, increase our expenses, subject us to increased regulatory requirements, cause adverse tax consequences or unfavorable accounting treatment, expose us to claims and disputes by stockholders and third parties, and adversely impact our business, financial condition, and results of operations. We may not successfully evaluate or utilize the acquired assets and accurately forecast the financial impact of an acquisition or partnership transaction, including accounting charges. We may have to pay cash for any such acquisition or partnership which would limit other potential uses for our cash. If we incur debt to fund any such acquisition or partnership, such debt may subject us to material restrictions in our ability to conduct our business, result in increased fixed obligations, and subject us to covenants or other restrictions that would decrease our operational flexibility and impede our ability to manage our operations. If we issue a significant amount of equity securities in connection with future acquisitions or partnerships, existing stockholders' ownership would be diluted.

****We may need additional capital, and we cannot be sure that additional financing will be available.***

Historically, we have financed our operations and capital expenditures primarily through sales of OpCo Units that are convertible into our capital stock. In the future, we may raise additional capital through additional equity or debt financings to support our business growth, to respond to business opportunities, challenges or unforeseen circumstances, or for other reasons. On an ongoing basis, we are evaluating sources of financing and may raise additional capital in the future. Our ability to obtain additional capital will depend on our development efforts, business plans, investor demand, operating performance, the condition of the capital markets, and other factors. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of existing stockholders, and existing stockholders may experience dilution. Further, if we are unable to obtain additional capital when required, or are unable to obtain additional capital on satisfactory terms, our ability to continue to support our business growth or to respond to business opportunities, challenges, or unforeseen circumstances would be adversely affected.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and, to the extent enforceable, the federal district courts of the United States of America will be the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law:

- any derivative claim or cause of action brought on our behalf;
- any claim or cause of action for a breach of fiduciary duty owed by any of our current or former directors, officers or other employees to us or our stockholders;
- any claim or cause of action against us or any of our current or former directors, officers or other employees arising out of or pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws (as each may be amended from time to time);
- any claim or cause of action seeking to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws (as each may be amended from time to time, including any right, obligation or remedy thereunder);
- any claim or cause of action as to which the Delaware General Corporation Law confers jurisdiction to the Court of Chancery of the State of Delaware; and
- any claim or cause of action against us or any of our current or former directors, officers or other employees governed by the internal-affairs doctrine.

This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction. In addition, our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause or causes of action arising under the Securities Act, including all causes of action asserted against any defendant to such complaint. For the avoidance of doubt, this provision is intended to benefit and may be enforced by us, our officers and directors, the underwriters to any offering giving rise to such complaint, and any other professional entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering. If a court were to find either choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions. For example, the Court of Chancery of the State of Delaware recently determined that the exclusive forum provisions of federal district courts of the United States of America for resolving any complaint asserting a cause of action arising under the Securities Act is not enforceable.

These choice of forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions, and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. We note that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder.

Additionally, our amended and restated certificate of incorporation provides that any person or entity holding, owning or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to these provisions.

Provisions in our corporate charter documents and under Delaware law may prevent or frustrate attempts by our stockholders to change our management or hinder efforts to acquire a controlling interest in us, and the market price of our Class A common stock may be lower as a result.

There are provisions in our amended and restated certificate of incorporation and amended and restated bylaws that may make it difficult for a third party to acquire, or attempt to acquire, control of our company, even if a change in control was considered favorable by our stockholders.

Our charter documents also contain other provisions that could have an anti-takeover effect, such as:

- permitting the board of directors to establish the number of directors and fill any vacancies and newly created directorships;
- providing that directors may only be removed pursuant to the provisions of Section 141(k) of the Delaware General Corporation Law;
- prohibiting cumulative voting for directors;
- the ability of the holders of our Class C common stock, voting as a separate class, to elect up to two directors, subject to the limitations set forth in our amended and restated certificate;
- requiring super-majority voting to amend some provisions in our amended and restated bylaws;
- authorizing the issuance of “blank check” preferred stock that our board of directors could use to implement a stockholder rights plan;
- eliminating the ability of stockholders to call special meetings of stockholders; and
- our multi-class common stock structure as described above.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibit a person who owns 15% or more of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. Any provision in our amended and restated certificate of incorporation or our amended and restated bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our Class A common stock and could also affect the price that some investors are willing to pay for our Class A common stock.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any cash dividends on our capital stock, and we do not intend to pay any cash dividends in the foreseeable future. We expect to retain future earnings, if any, to fund the development and growth of our business. Any future determination to pay dividends on our capital stock will be at the discretion of our board of directors. In addition, our ability to pay dividends on our Class A common stock and our Class D common stock is currently limited by the covenants of our 2022 Credit Facility and may be further restricted by the terms of any future debt or preferred securities. Holders of our Class B common stock and Class C common stock do not have any right to receive dividends, or to receive a distribution upon a liquidation, dissolution or winding up of Dutch Bros Inc., with respect to their Class B common stock or Class C common stock. Accordingly, stockholders must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

Catastrophic events may disrupt our business.

Labor discord or disruption, geopolitical events, social unrest, war, including repercussions of the recent military conflict between Russia and Ukraine, terrorism, political instability, acts of public violence, boycotts, hostilities and social unrest and other health pandemics that lead to avoidance of public places or cause people to stay at home could harm our business. Additionally, natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce, and the global economy, and thus could harm our business. In particular, the west coast wildfires and the COVID-19 pandemic, including the reactions of governments, markets, and the general public, may result in a number of adverse consequences for our business, operations, and results of operations, many of which are beyond our control. In the event of a major earthquake, hurricane or catastrophic event such as fire, power loss, telecommunications failure, cyber-attack, war or terrorist attack, we may be unable to continue our operations and may endure system interruptions, reputational harm, breaches of data security, and loss of critical data, all of which would harm our business, results of operations, and financial condition. In addition, the insurance we maintain would likely not be adequate to cover our losses resulting from disasters or other business interruptions.

Economic and business factors that are largely beyond our control may adversely affect consumer behavior and the results of our operations.

Our business is dependent upon consumer discretionary spending, which may be affected by general economic conditions that are beyond our control. For example, increasing inflation, international, domestic and regional economic conditions, consumer income levels, financial market volatility, a slow or stagnant pace of economic growth, rising energy costs, rising interest rates, social unrest, and governmental, political and budget concerns or divisions may have a negative effect on consumer confidence and discretionary spending. For example, the recent rapid rise in inflation may prompt consumers to decrease discretionary spending as demonstrated in the underperformance of certain shops in California in the third quarter of 2022 where inflation contributed to greater increased gas prices in California relative to the rest of the country. A significant decrease in our customer traffic or average value per transaction without a corresponding decrease in costs would put downward pressure on margins and would negatively impact our financial results.

There is also a risk that if negative economic conditions or uncertainty persist for a long period of time or worsen, consumers may make long-lasting changes to their discretionary purchasing behavior, including less frequent discretionary purchases on a more permanent basis or there may be a general downturn in the our industry. These and other macroeconomic factors could have an adverse effect on our sales, profitability or shop development and expansion plans, which could harm our results of operations and financial condition. These factors also could cause us to, among other things, reduce the number and frequency of new shop openings or close shops.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities

On August 15, 2022, pursuant to Section 3(a)(9) of the Securities Act of 1933, we made an unregistered issuance of our Class A common stock via exchange of approximately 4.3 million Dutch Bros OpCo Class A common units held by our Sponsor for shares of our Class A common stock on a one-for-one basis. Such shares of Class A common stock were then sold directly by our Sponsor pursuant to Rule 144 of the Securities Act of 1933, and no proceeds were received by the Company.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

(a) Exhibits.

The following exhibits are included herein or incorporated herein by reference:

Exhibit Number	Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Registrant	8-K	001-40798	3.1	September 17, 2021	
3.2	Amended and Restated Bylaws of Registrant	S-1	333-258988	3.4	August 20, 2021	
4.1	Form of Common Stock Certificate	S-1/A	333-258988	4.1	September 13, 2021	
10.1	Offer Letter, dated as of August 12, 2022, by and between Dutch Bros Inc. and Ann M. Miller	8-K	001-40798	10.1	August 25, 2022	
31.1	Certification of Chief Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Chief Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1*	Certifications of 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					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page with Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101)					X

* The certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURES

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.

	DUTCH BROS INC. (Registrant)
November 10, 2022 Date	By: ***/s/*** **Jonathan Ricci** Jonathan Ricci Chief Executive Officer and President *(Principal Executive Officer)*
November 10, 2022 Date	By: ***/s/*** **Charles L. Jemley** Charles L. Jemley Chief Financial Officer *(Principal Financial and Accounting Officer)*

DUTCH BROS INC.

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Jonathan Ricci, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2022 of Dutch Bros 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)) 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) 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

   (c) 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.

November 10, 2022	**/s/ Jonathan Ricci**
Date	Jonathan Ricci
	Chief Executive Officer and President
	(Principal Executive Officer)

DUTCH BROS INC.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Charles L. Jemley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2022 of Dutch Bros 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)) 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) 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

   (c) 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.

November 10, 2022
Date

***/s/* Charles L. Jemley**
Charles L. Jemley
Chief Financial Officer
(Principal Financial and Accounting Officer)

DUTCH BROS INC.

CERTIFICATIONS OF
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

In connection with the Quarterly Report of Dutch Bros Inc. (the Company) on Form 10-Q for the period ended September 30, 2022, as filed with the Securities and Exchange Commission on the date of the signatures below (the Report), Jonathan Ricci, Chief Executive Officer and President of the Company, and Charles L. Jemley, Chief Financial Officer of the Company, each hereby 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 their respective knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 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.

November 10, 2022	**/s/ Jonathan Ricci**
Date	Jonathan Ricci Chief Executive Officer and President *(Principal Executive Officer)*
November 10, 2022	**/s/ Charles L. Jemley**
Date	Charles L. Jemley Chief Financial Officer *(Principal Financial and Accounting Officer)*

This certification accompanies the Report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Dutch Bros Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report), irrespective of any general incorporation language contained in such filing.