

REFINITIV

# DELTA REPORT

## 10-Q

MISTER CAR WASH, INC.

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 700

<span style="color: yellow;">█</span>	CHANGES	209
<span style="color: pink;">█</span>	DELETIONS	213
<span style="color: green;">█</span>	ADDITIONS	278

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 **March 31, June 30, 2024**

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: 001-40542

**Mister Car Wash, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**47-1393909**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

**222 E. 5th Street**

**85705**

**Tucson, Arizona**

(Zip Code)

(Address of principal executive offices)

**Registrant's telephone number, including area code: (520) 615-4000**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	MCW	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  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

As of April 30, 2024 July 31, 2024, the registrant had 319,509,183 321,828,892 shares of common stock, \$0.01 par value per share, outstanding.

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#### FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of present and historical facts contained in this Quarterly Report on Form 10-Q, including without limitation, statements regarding our future results of operations and financial position, business strategy and approach are forward-looking. You can generally identify forward-looking statements by our use of forward-looking terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "potential," "predict," "seek," "should," or "vision," or the negative thereof or comparable terminology.

Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to us. Such beliefs and assumptions may or may not prove to be correct. Additionally, such forward-looking statements are subject to a number of known and unknown risks, uncertainties and assumptions, and actual results may differ materially from those expressed or implied in the forward-looking statements in this Quarterly Report on Form 10-Q due to various factors, including, but not limited to, those identified in Part I. Item 1A. "Risk Factors" and in Part II. Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K") and in Part I. Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Quarterly Report on Form 10-Q. These risks and uncertainties include, but are not limited to:

- An overall decline in the health of the economy and other factors impacting consumer spending, such as natural disasters, the occurrence of a recession, **growing** inflation and worsening in economic conditions may affect consumer purchases and reduce demand for our services.
- Our ability to attract new customers, retain existing customers and maintain or grow the number of Unlimited Wash Club ® ("U Members.

- If we are unable to compete successfully against other companies and operators in our industry, including our ability to acquire, operate new locations in a timely and cost-effective manner, we may lose customers and market share and our revenues **decline** **decline**.
- We may not be able to successfully implement our growth strategies on a timely basis or at all.
- We are subject to a number of risks and regulations related to credit card and debit card payments we accept.
- Supply chain disruption and other increased operating costs could materially and adversely affect our results of operations.
- Our locations may experience difficulty hiring and retaining key or sufficient qualified personnel or increases in labor costs.
- We lease or sublease the land and buildings where a number of our locations are situated, which could expose us to possible liabilities or losses.
- Our indebtedness could adversely affect our financial health and competitive position.
- Our business is subject to various laws and regulations, including environmental, and changes in such **laws and regulations, or failure to comply with existing or future** laws and regulations, or failure to comply with existing or future laws and regulations, could adversely affect our business.
- We are subject to data security and privacy risks that could negatively impact our results of operations or reputation.
- We may be unable to adequately protect, and we may incur significant costs in enforcing or defending, our intellectual property and proprietary rights.
- Our stock price may be volatile or may decline regardless of our operating performance, resulting in substantial losses for investors purchasing shares of our common stock.

Given these and other risks and uncertainties applicable to us, you are cautioned not to place undue reliance on such forward-looking statements. In addition, even if our results of operations, financial condition and liquidity, and events in the industry in which we operate, are consistent with the forward-looking statements included elsewhere in this Quarterly Report on Form 10-Q, they may not be indicative of results or developments in future periods.

Any forward-looking statement that we make in this Quarterly Report on Form 10-Q speaks only as of the date of such statement. Except as required by law, we do not undertake any obligation to update or revise, or to publicly announce any update or revision to, any of the forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Quarterly Report on Form 10-Q.

As used in this Quarterly Report on Form 10-Q, unless otherwise stated or the context requires otherwise, references to "Mister Car Wash," "Mister," the "Company," "we," "us," and "our," refer to Mister Car Wash, Inc. and its subsidiaries on a consolidated basis.

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## PART I—FINANCIAL INFORMATION

### Item 1. Financial Statements.

**Mister Car Wash, Inc.**  
**Condensed Consolidated Balance Sheets**  
**(Amounts in thousands, except share and per share data)**  
**(Unaudited)**

	As of	
	March 31, 2024	December 31, 2023
(Amounts in thousands, except share and per share data)		
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 10,701	\$ 19,047
Accounts receivable, net	6,475	6,304
Other receivables	17,693	14,714
Inventory, net	7,647	8,952
Prepaid expenses and other current assets	10,220	11,877
Total current assets	<u>52,736</u>	<u>60,894</u>
Property and equipment, net	773,230	725,121
Operating lease right of use assets, net	836,528	833,547
Other intangible assets, net	116,023	117,667
Goodwill	1,134,734	1,134,734
Other assets	12,010	9,573
Total assets	<u>\$ 2,925,261</u>	<u>\$ 2,881,536</u>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 33,676	\$ 33,641
Accrued payroll and related expenses	23,512	19,771
Other accrued expenses	31,046	38,738
Current maturities of long-term debt	6,920	–
Current maturities of operating lease liability	44,850	43,979
Current maturities of finance lease liability	766	746
Deferred revenue	33,899	32,686
Total current liabilities	<u>174,669</u>	<u>169,561</u>
Long-term portion of debt, net	913,350	897,424
Operating lease liability	810,783	809,409
Financing lease liability	13,833	14,033
Deferred tax liability	79,506	71,657
Other long-term liabilities	4,396	4,417
Total liabilities	<u>1,996,537</u>	<u>1,966,501</u>
Stockholders' equity:		

Common stock, \$0.01 par value, 1,000,000,000 shares authorized, 317,835,082 and 315,192,401 shares outstanding as of March 31, 2024 and December 31, 2023, respectively	3,184	3,157
Additional paid-in capital	814,296	817,271
Retained earnings	111,244	94,607
Total stockholders' equity	928,724	915,035
Total liabilities and stockholders' equity	\$ 2,925,261	\$ 2,881,536
<b>As of</b>		
<i>(Amounts in thousands, except share and per share data)</i>		
<b>June 30, 2024</b>		
<b>December 31, 2023</b>		
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 3,609	\$ 19,047
Accounts receivable, net	8,525	6,304
Other receivables	19,443	14,714
Inventory, net	5,859	8,952
Prepaid expenses and other current assets	13,220	11,877
Total current assets	50,656	60,894
Property and equipment, net	816,429	725,121
Operating lease right of use assets, net	844,564	833,547
Other intangible assets, net	114,385	117,667
Goodwill	1,134,734	1,134,734
Other assets	12,378	9,573
Total assets	\$ 2,973,146	\$ 2,881,536
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 40,103	\$ 33,641
Accrued payroll and related expenses	21,105	19,771
Other accrued expenses	27,858	38,738
Current maturities of long-term debt	9,250	–
Current maturities of operating lease liability	46,091	43,979
Current maturities of finance lease liability	787	746
Deferred revenue	34,756	32,686
Total current liabilities	179,950	169,561
Long-term portion of debt, net	919,224	897,424
Operating lease liability	814,905	809,409

Financing lease liability	13,630	14,033
Deferred tax liability	91,560	71,657
Other long-term liabilities	4,477	4,417
Total liabilities	2,023,746	1,966,501
Stockholders' equity:		
Common stock, \$0.01 par value, 1,000,000,000 shares authorized, 321,395,188 and 315,192,401 shares outstanding as of June 30, 2024 and December 31, 2023, respectively	3,220	3,157
Additional paid-in capital	812,845	817,271
Retained earnings	133,335	94,607
Total stockholders' equity	949,400	915,035
Total liabilities and stockholders' equity	\$ 2,973,146	\$ 2,881,536

See accompanying notes to *unaudited* condensed consolidated financial statements.

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**Mister Car Wash, Inc.**  
**Condensed Consolidated Statements of Operations**  
**(Amounts in thousands, except share and per share data)**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
Net revenues	\$ 239,183	\$ 225,960
Cost of labor and chemicals	71,658	66,792
Other store operating expenses	96,803	89,466
General and administrative	29,710	24,183
Gain on sale of assets	(1,533)	(63)
Total costs and expenses	196,638	180,378
Operating income	42,545	45,582
Other (income) expense:		
Interest expense, net	20,024	17,748
Loss on extinguishment of debt	1,882	-

Other income		(5,189)		-
Total other expense, net		16,717		17,748
Income before taxes		25,828		27,834
Income tax provision		9,191		6,698
Net income	\$ 16,637		\$ 21,136	
Net income per share:				
Basic	\$ 0.05		\$ 0.07	
Diluted	\$ 0.05		\$ 0.06	
Weighted-average common shares outstanding:				
Basic	315,838,788		307,291,909	
Diluted	330,012,144		327,608,266	
	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net revenues	\$ 255,043	\$ 236,894	\$ 494,226	\$ 462,854
Cost of labor and chemicals	72,691	70,824	144,349	137,616
Other store operating expenses	99,543	90,337	196,346	179,803
General and administrative	24,912	27,829	54,622	52,012
(Gain) loss on sale of assets, net	2,897	(4,728)	1,364	(4,791)
Total costs and expenses	200,043	184,262	396,681	364,640
Operating income	55,000	52,632	97,545	98,214
Other (income) expense:				
Interest expense, net	20,254	18,295	40,278	36,043
Loss on extinguishment of debt	-	-	1,882	-
Other income	-	-	(5,189)	-
Total other expense, net	20,254	18,295	36,971	36,043
Income before taxes	34,746	34,337	60,574	62,171
Income tax provision	12,655	7,205	21,846	13,903
Net income	\$ 22,091	\$ 27,132	\$ 38,728	\$ 48,268
Net income per share:				
Basic	\$ 0.07	\$ 0.09	\$ 0.12	\$ 0.16
Diluted	\$ 0.07	\$ 0.08	\$ 0.12	\$ 0.15
Weighted-average common shares outstanding:				
Basic	319,415,156	309,314,858	317,626,972	308,308,972
Diluted	328,325,135	328,283,353	329,168,640	327,951,399

See accompanying notes to **unaudited** condensed consolidated financial statements.

**Mister Car Wash, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Amounts in thousands)**  
**(Unaudited)**

	Six Months Ended June 30,	
	2024	2023
<b>Cash flows from operating activities:</b>		
Net income	\$ 38,728	\$ 48,268
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	39,856	33,819
Stock-based compensation expense	12,152	11,354
(Gain) loss on sale of assets, net	1,364	(4,791)
Loss on extinguishment of debt	1,882	-
Amortization of debt issuance costs	713	842
Non-cash lease expense	24,037	21,838
Deferred income tax	19,903	11,058
Changes in assets and liabilities:		
Accounts receivable, net	(2,222)	1,145
Other receivables	(5,846)	(2,219)
Inventory, net	3,093	905
Prepaid expenses and other current assets	(1,267)	133
Accounts payable	3,251	5,593
Accrued expenses	3,022	6,525
Deferred revenue	2,070	2,966
Operating lease liability	(21,025)	(19,591)
Other noncurrent assets and liabilities	(829)	(723)
Net cash provided by operating activities	118,882	117,122
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(163,096)	(127,868)
Acquisition of car wash operations, net of cash acquired	-	(4,985)
Proceeds from sale of property and equipment	18,454	82,622
Net cash used in investing activities	(144,642)	(50,231)

**Cash flows from financing activities:**

Proceeds from issuance of common stock under employee plans	2,773	4,444
Payments of tax withholding on option exercises	(19,290)	-
Proceeds from debt borrowings	925,000	-
Proceeds from revolving line of credit	92,000	-
Payments on debt borrowings	(901,201)	-
Payments on revolving line of credit	(84,000)	-
Payments of deferred financing costs	(4,525)	-
Principal payments on finance lease obligations	(362)	(324)
Net cash provided by financing activities	<u>10,395</u>	<u>4,120</u>
Net change in cash and cash equivalents and restricted cash during period	(15,365)	71,011
Cash and cash equivalents and restricted cash at beginning of period	19,119	65,222
Cash and cash equivalents and restricted cash at end of period	<u>\$ 3,754</u>	<u>\$ 136,233</u>

**Reconciliation of cash, cash equivalents, and restricted cash to the condensed consolidated balance sheets**

Cash and cash equivalents	3,609	136,095
Restricted cash, included in prepaid expenses and other current assets	145	138
<b>Total cash, cash equivalents, and restricted cash</b>	<b>\$ 3,754</b>	<b>\$ 136,233</b>

**Supplemental disclosure of cash flow information:**

Cash paid for interest	\$ 39,646	\$ 30,281
Cash paid for income taxes	\$ 2,181	\$ 1,500

**Supplemental disclosure of non-cash investing and financing activities:**

Property and equipment in accounts payable	\$ 21,119	\$ 14,686
Property and equipment in other accrued expenses	\$ -	\$ 29,718
Proceeds from sale of property and equipment in other receivables	\$ -	\$ 4,149
Payment of debt financing costs in other accrued expenses	\$ 735	\$ -
Stock option exercise proceeds in other receivables	\$ -	\$ 172

**Three Months Ended March 31,**

	<b>2024</b>	<b>2023</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 16,637	\$ 21,136
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	19,595	17,307
Stock-based compensation expense	6,246	5,361

Gain on sale of assets, net	(1,533)	(63)
Loss on extinguishment of debt	1,882	-
Amortization of debt issuance costs	410	419
Non-cash lease expense	11,917	10,739
Deferred income tax	7,849	5,428
Changes in assets and liabilities:		
Accounts receivable, net	(172)	3,009
Other receivables	(4,096)	1,128
Inventory, net	1,305	946
Prepaid expenses and other current assets	1,703	1,850
Accounts payable	2,344	2,553
Accrued expenses	3,615	5,155
Deferred revenue	1,214	1,114
Operating lease liability	(10,499)	(9,696)
Other noncurrent assets and liabilities	(427)	631
Net cash provided by operating activities	\$ 57,990	\$ 67,017
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(81,844)	(72,059)
Proceeds from sale of property and equipment	4,900	8,899
Net cash used in investing activities	\$ (76,944)	\$ (63,160)
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock under employee plans	729	1,055
Payments for repurchases of common stock	(9,924)	-
Proceeds from debt borrowings	925,000	-
Proceeds from revolving line of credit	23,000	-
Payments on debt borrowings	(901,201)	-
Payments on revolving line of credit	(23,000)	-
Payments of deferred financing costs	(3,772)	-
Principal payments on finance lease obligations	(180)	(161)
Net cash provided by financing activities	\$ 10,652	\$ 894
Net change in cash and cash equivalents and restricted cash during period	(8,302)	4,751
Cash and cash equivalents and restricted cash at beginning of period	19,119	65,222
Cash and cash equivalents and restricted cash at end of period	\$ 10,817	\$ 69,973

**Reconciliation of cash, cash equivalents, and restricted cash to the condensed consolidated balance sheets**

Cash and cash equivalents	\$ 10,701	\$ 69,903
Restricted cash, included in prepaid expenses and other current assets	116	70
<b>Total cash, cash equivalents, and restricted cash</b>	<b>\$ 10,817</b>	<b>\$ 69,973</b>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest	\$ 19,233	\$ 11,697
Cash paid for income taxes	\$ 264	\$ 151
<b>Supplemental disclosure of non-cash investing and financing activities:</b>		
Property and equipment in accounts payable	\$ 15,596	\$ 11,993
Property and equipment in other accrued expenses	\$ 4,234	\$ 5,969
Payment of debt financing costs in other accrued expenses	\$ 1,503	\$ -
Stock option exercise proceeds in other receivables	\$ -	\$ 61

See accompanying notes to unaudited condensed consolidated financial statements.

**Mister Car Wash, Inc.**

**Condensed Consolidated Statements of Stockholders' Equity**

(Amounts in thousands, except share and per share data)

(Unaudited)

**Three Six Months Ended March 31, 2024 June 30, 2024**

	Additional								Additional							
	Common Stock		Paid-in Capital	Retained Earnings	Stockholders' Equity	Common Stock		Paid-in Capital	Retained Earnings	Stockholders' Equity						
	Shares	Amount				Shares	Amount									
<b>Balance as of</b>																
<b>December 31, 2023</b>	315,192,401	\$ 3,157	\$ 817,271	\$ 94,607	\$ 915,035	315,192,401	\$ 3,157	\$ 817,271	\$ 94,607	\$ 915,035						
Stock-based compensation expense			6,246		6,246			6,246		6,246						
	—	—	—	—	—	—	—	—	—	—						

Vesting of restricted stock units	139,409	1	(1)	—	—	139,409	1	(1)	—	—
Exercise of stock options	4,116,291	42	704	—	746	4,116,291	42	704	—	746
Shares repurchased	(1,613,019)	(16)	(9,924)	—	(9,940)					
Tax withholding on option exercises	(1,613,019)	(16)	(9,924)	—	(9,940)					
Net income	—	—	—	16,637	16,637	—	—	—	16,637	16,637
<b>Balance as of</b>										
<b>March 31, 2024</b>	<b>317,835,082</b>	<b>\$ 3,184</b>	<b>\$ 814,296</b>	<b>\$ 111,244</b>	<b>\$ 928,724</b>	<b>317,835,082</b>	<b>\$ 3,184</b>	<b>\$ 814,296</b>	<b>\$ 111,244</b>	<b>\$ 928,724</b>
Stock-based compensation expense			5,906		5,906					
Issuance of common stock under employee plans	232,136	2	1,411	—	1,413					
Vesting of restricted stock units			(11)							
Exercise of stock options	1,114,106	11	—	—	—					
Tax withholding on option exercises	(3,599,539)	36	625	—	661					
Net income	—	—	—	22,091	22,091					
<b>Balance as of</b>										
<b>June 30, 2024</b>	<b>321,395,188</b>	<b>\$ 3,220</b>	<b>\$ 812,845</b>	<b>\$ 133,335</b>	<b>\$ 949,400</b>	<b>321,395,188</b>	<b>\$ 3,220</b>	<b>\$ 812,845</b>	<b>\$ 133,335</b>	<b>\$ 949,400</b>

Three Six Months Ended March 31, 2023 June 30, 2023

	Common Stock	Additional Paid-in Capital	Retained Earnings	Stockholders' Equity
				Common Stock

	Capital				
	Shares	Amount			
<b>Balance as of December 31, 2022</b>	306,626,530	\$ 3,072	\$ 783,579	\$ 14,477	\$ 801,128
Stock-based compensation expense	—	—	5,361	—	5,361
Vesting of restricted stock units	4,296	—	—	—	—
Exercise of stock options	1,471,021	15	1,101	—	1,116
Net income	—	—	—	21,136	21,136
<b>Balance as of March 31, 2023</b>	<b>308,101,847</b>	<b>\$ 3,087</b>	<b>\$ 790,041</b>	<b>\$ 35,613</b>	<b>\$ 828,741</b>
	Common Stock		Additional	Retained	Stockholders'
	Shares	Amount	Paid-in Capital	Earnings	Equity
<b>Balance as of December 31, 2022</b>	306,626,530	\$ 3,072	\$ 783,579	\$ 14,477	\$ 801,128
Stock-based compensation expense	—	—	5,361	—	5,361
Vesting of restricted stock units	4,296	—	—	—	—
Exercise of stock options	1,471,021	15	1,101	—	1,116
Net income	—	—	—	21,136	21,136
<b>Balance as of March 31, 2023</b>	<b>308,101,847</b>	<b>\$ 3,087</b>	<b>\$ 790,041</b>	<b>\$ 35,613</b>	<b>\$ 828,741</b>
Stock-based compensation expense	—	—	5,993	—	5,993
Issuance of common stock under employee plans	207,042	2	1,591	—	1,593
Vesting of restricted stock units	634,069	6	(6)	—	—
Exercise of stock options	2,815,372	28	1,879	—	1,907
Net income	—	—	—	27,132	27,132
<b>Balance as of June 30, 2023</b>	<b>311,758,330</b>	<b>\$ 3,123</b>	<b>\$ 799,498</b>	<b>\$ 62,745</b>	<b>\$ 865,366</b>

See accompanying notes to **unaudited** condensed consolidated financial statements.

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## Mister Car Wash, Inc.

## Notes to Condensed Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

**(Unaudited)**

## 1. Nature of Business

Mister Car Wash, Inc., a Delaware corporation, together with its subsidiaries (collectively, "we," "us," "our" or the "Company"), is based in Tucson, Arizona and is a provider of conveyorized car wash services. We primarily operate Express Exterior Locations, which offer express

exterior cleaning services along with free vacuum services, and interior cleaning services at select locations. As of **March 31, June 30, 2024**, we operated **482** **491** car washes in 21 states.

## 2. Summary of Significant Accounting Policies

### Basis of Presentation

The accompanying unaudited condensed consolidated financial statements as of **March 31, 2024** **June 30, 2024** and for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023 have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. These **unaudited** condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements and the notes thereto for the year ended December 31, 2023 included in the 2023 Form 10-K.

The **unaudited** condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements. In the opinion of management, the included disclosures are adequate, and the accompanying **unaudited** condensed consolidated financial statements contain all adjustments which are necessary for a fair presentation of our consolidated financial position as of **March 31, 2024** **June 30, 2024**, consolidated results of operations for the three and six months ended **March 31, 2024** **June 30, 2024** and 2023, and consolidated cash flows for the three six months ended **March 31, 2024** **June 30, 2024** and 2023. Such adjustments are of a normal and recurring nature. The consolidated results of operations for the three and six months ended **March 31, 2024** **June 30, 2024** are not necessarily indicative of the consolidated results of operations that may be expected for any other future interim or annual period.

### Principles of Consolidation

The accompanying **unaudited** condensed consolidated financial statements include the accounts of the Company. All material intercompany balances and transactions have been eliminated in consolidation.

### Reclassification

Within the **unaudited** condensed consolidated financial statements certain immaterial amounts have been reclassified to conform with current period presentation. We reclassified Restricted cash of **\$116** **\$145** and **\$72** from an individual line item on the **unaudited** condensed consolidated balance sheets at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively, to Prepaid expenses and other current assets to conform with the current period presentation.

### Use of Estimates

The preparation of the **unaudited** condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenue and expenses during the periods reported. Some of the significant estimates that we have made pertain to the determination of deferred tax assets and liabilities; estimates utilized to determine the fair value of assets acquired and liabilities assumed in business combinations and the related goodwill and intangibles; and certain assumptions used related to the evaluation of goodwill, intangibles, and property and equipment asset impairment. Actual results could differ from those estimates.

## Accounts Receivable, Net

Accounts receivable are presented net of an allowance for doubtful accounts of \$30.39 and \$68 as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively. The activity in the allowance for doubtful accounts was immaterial for the three and six months ended March 31, 2024 June 30, 2024 and 2023.

## Other Receivables

Other receivables consisted of the following for the periods presented:

	As of	
	March 31, 2024	December 31,
		2023
Payroll tax withholding and exercise proceeds receivable	\$ 17	\$ -
Construction receivable	5,537	6,480
Income tax receivable	1,520	3,051
Insurance receivable	4,380	3,686
Employee retention credit receivable	5,189	-
Other	1,050	1,497
<b>Total other receivables</b>	<b>17,693</b>	<b>14,714</b>

	As of	
	June 30, 2024	December 31,
		2023
Construction receivable	\$ 7,097	\$ 6,480
Income tax receivable	1,500	3,051
Insurance receivable	4,118	3,686
Employee retention credit receivable	5,189	-
Other	1,539	1,497
<b>Total other receivables</b>	<b>19,443</b>	<b>14,714</b>

## Inventory, Net

Inventory consisted of the following for the periods presented:

	As of		As of	
	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Chemical washing solutions	\$ 7,804	\$ 9,135	\$ 5,979	\$ 9,135
Reserve for obsolescence	(157)	(183)	(120)	(183)

Total inventory, net	\$ 7,647	\$ 8,952	\$ 5,859	\$ 8,952
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The activity in the reserve for obsolescence was immaterial for the three and six months ended **March 31, 2024** June 30, 2024 and 2023.

#### Revenue Recognition

The following table summarizes the composition of our net revenues for the periods presented:

	Three Months Ended March 31,	
	2024	2023
Recognized over time	\$ 176,259	\$ 156,891
Recognized at a point in time	62,846	68,970
Other revenue	78	99
<b>Net revenues</b>	<b>\$ 239,183</b>	<b>\$ 225,960</b>

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	Three Months Ended June 30,		Six Months Ended June 30,	
			2024	2023
	2024	2023	2024	2023
Recognized over time	\$ 184,082	\$ 164,733	\$ 360,341	\$ 321,624
Recognized at a point in time	70,861	72,029	133,707	140,999
Other revenue	100	132	178	231
<b>Net revenues</b>	<b>\$ 255,043</b>	<b>\$ 236,894</b>	<b>\$ 494,226</b>	<b>\$ 462,854</b>

#### Net Income Per Share

Basic net income per share is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted net income per share is computed by dividing net income by the weighted-average shares outstanding for the period and includes the dilutive impact of potential new shares issuable upon vesting and exercise of stock options, vesting of restricted stock units, and stock purchase rights granted under an employee stock purchase plan. Potentially dilutive securities are excluded from the computation of diluted net income per share if their effect is antidilutive. Reconciliations of the numerators and denominators of the basic and diluted net income per share calculations for the periods presented are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
			2024	2023
	2024	2023	2024	2023
<b>Numerator:</b>				
Net income	\$ 22,091	\$ 27,132	\$ 38,728	\$ 48,268
<b>Denominator:</b>				
Weighted-average common shares outstanding - basic	319,415,156	309,314,858	317,626,972	308,308,972
<b>Effect of potentially dilutive securities:</b>				
Stock options	7,509,205	18,363,467	10,097,192	19,081,022

Restricted stock units	1,399,443	603,008	1,428,419	550,611
Employee stock purchase plan	1,331	2,020	16,057	10,794
Weighted-average common shares outstanding - diluted	328,325,135	328,283,353	329,168,640	327,951,399
Net income per share - basic	\$ 0.07	\$ 0.09	\$ 0.12	\$ 0.16
Net income per share - diluted	\$ 0.07	\$ 0.08	\$ 0.12	\$ 0.15

	Three Months Ended March 31,			
	2024	2023		
Numerator:				
Net income	\$ 16,637	\$ 21,136		
Denominator:				
Weighted-average common shares outstanding - basic	315,838,788	307,291,909		
Effect of potentially dilutive securities:				
Stock options	12,685,179	19,798,577		
Restricted stock units	1,457,395	498,213		
Employee stock purchase plan	30,782	19,567		
Weighted-average common shares outstanding - diluted	330,012,144	327,608,266		
Net income per share - basic	\$ 0.05	\$ 0.07		
Net income per share - diluted	\$ 0.05	\$ 0.06		

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The following potentially dilutive shares were excluded from the computation of diluted net income per share for the periods presented because including them would have been antidilutive:

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023	2024	2023
Stock options	3,666,223	2,677,756	4,153,264	3,555,410	3,909,744	3,116,583
Restricted stock units	-	356,400	1,336,924	235,216	668,462	295,808
Employee stock purchase plan	3,133	3,619	95,582	88,163	49,358	45,891

#### Employee Retention Credit

In response to the COVID-19 pandemic, the Employee Retention Credit ("ERC"), was established under the Coronavirus Aid, Relief, and Economic Security Act. The ERC is a refundable tax credit against certain employment taxes equal to 50% of the qualified wages an eligible

employer paid to employees from March 13, 2020 to December 31, 2020. Companies who meet the eligibility requirements can claim the ERC on an original or adjusted employment tax return for a period within those dates.

In March 2024, the Company we determined that it qualifies we qualify for \$5,189 in relief for the period from March 13, 2020 to December 31, 2020. Upon receipt of the credit, the Company we will owe \$526 in tax advisory costs associated with the assessment of the tax credit. This amount was accrued expensed within General and administrative expenses as in the amount of March 31, 2024 \$0 and \$526 during the three and six months ended June 30, 2024. As there is no authoritative guidance under U.S. GAAP for government assistance to for-profit business entities, the Company accounts for the ERC by analogy to International Accounting Standards 20, or IAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*. In accordance with IAS 20, management determined it has reasonable assurance of receipt of the identified ERC amount and recorded the credit in the amount of \$0 and \$5,189 credit in Other income on our condensed consolidated statements of operations during the three and six months ended March 31, 2024. June 30, 2024, respectively. A corresponding accrual of the tax credit receivable was recorded under Other receivables on our condensed consolidated balance sheet as of March 31, 2024 June 30, 2024.

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#### **Recently Adopted Recent Accounting Pronouncements**

There have been no new accounting standards issued which would require either disclosure or adoption in the current period.

#### **Recently Issued Accounting Pronouncements Not Yet Adopted**

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which focuses on the rate reconciliation and income taxes paid. ASU No. 2023-09 requires a public business entity (PBE) to disclose, on an annual basis, a tabular rate reconciliation using both percentages and currency amounts, broken out into specified categories with certain reconciling items further broken out by nature and jurisdiction to the extent those items exceed a specified threshold. In addition, all entities are required to disclose income taxes paid, net of refunds received disaggregated by federal, state/local, and foreign and by jurisdiction if the amount is at least 5% of total income tax payments, net of refunds received. For PBEs, the new standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. An entity may apply the amendments in this ASU prospectively by providing the revised disclosures for the period ending December 31, 2025 and continuing to provide the pre-ASU disclosures for the prior periods, or may apply the amendments retrospectively by providing the revised disclosures for all period periods presented. We expect The adoption of this ASU is not expected to only have a material impact our disclosures with no impacts to on our consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires enhanced disclosures regarding significant segment expenses and other segment items for public entities on both an annual and interim basis. Specifically, the update requires that entities provide, during interim periods, all disclosures related to a reportable segment's profit or loss and assets that were previously required only on an annual basis. Additionally, this guidance necessitates the disclosure of the title and position of the Chief Operating Decision Maker ("CODM"). The new guidance does not modify how a public entity identifies its operating segments, aggregates them, or applies the quantitative thresholds to determine its reportable segments. This update is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years starting after December 15, 2024. This ASU must be applied retrospectively to all prior periods presented. Early adoption is permitted. We are currently evaluating the impact this ASU may have on our consolidated financial statements and related disclosures. statements.

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### 3. Property and Equipment, Net

Property and equipment, net consisted of the following for the periods presented:

	As of		As of	
	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Land	\$ 127,185	\$ 121,960	\$ 129,770	\$ 121,960
Buildings and improvements	290,506	263,468	312,646	263,468
Finance leases	16,604	16,604	16,604	16,604
Leasehold improvements	137,481	135,861	141,812	135,861
Vehicles and equipment	299,574	285,127	313,283	285,127
Furniture, fixtures and equipment	102,260	100,457	102,491	100,457
Construction in progress	88,075	75,639	100,534	75,639
Property and equipment, gross	1,061,685	999,116	1,117,140	999,116
Less: accumulated depreciation	(284,915)	(270,706)	(296,920)	(270,706)
Less: accumulated amortization - finance leases	(3,540)	(3,289)	(3,791)	(3,289)
Property and equipment, net	\$ 773,230	\$ 725,121	\$ 816,429	\$ 725,121

For the three months ended March 31, 2024 June 30, 2024 and 2023, depreciation expense was \$17,700 18,372 and \$15,379 14,555, respectively. For the six months ended June 30, 2024 and 2023, depreciation expense was \$36,072 and \$29,934, respectively.

For the three months ended March 31, 2024 June 30, 2024 and 2023, amortization expense on finance leases was \$251 and \$251, respectively. For the six months ended June 30, 2024 and 2023, amortization expense on finance leases was \$

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and \$502, respectively.

### 4. Other Intangible Assets, Net

Other intangibles assets, net consisted of the following as of the periods presented:

	March 31, 2024		December 31, 2023		June 30, 2024		December 31, 2023	
	Gross		Gross		Gross		Gross	
	Carrying	Accumulated	Carrying	Accumulated	Carrying	Accumulated	Carrying	Accumulated
	Amount	Amortization	Amount	Amortization	Amount	Amortization	Amount	Amortization
Trade names and Trademarks	\$ 107,000	\$ -	\$ 107,000	-	\$ 107,000	\$ -	\$ 107,000	-

CPC Unity System	42,900	41,113	42,900	40,040	42,900	42,185	42,900	40,040
Customer relationships	9,700	6,535	9,700	6,430	9,700	6,640	9,700	6,430
Covenants not to compete	13,230	9,159	13,230	8,693	13,230	9,620	13,230	8,693
Other intangible assets, net	<u>\$ 172,830</u>	<u>\$ 56,807</u>	<u>\$ 172,830</u>	<u>\$ 55,163</u>	<u>\$ 172,830</u>	<u>\$ 58,445</u>	<u>\$ 172,830</u>	<u>\$ 55,163</u>

For the three months ended **March 31, 2024** **June 30, 2024** and 2023, amortization expense associated with our finite-lived intangible assets was **\$1,644** **1,638** and **\$1,677** **1,706**, respectively. For the six months ended **June 30, 2024** and 2023, amortization expense associated with our finite-lived intangible assets was **\$3,282** and **\$3,383**, respectively.

As of **March 31, 2024** **June 30, 2024**, estimated future amortization expense was as follows:

<b>Fiscal Year Ending:</b>		
2024 (remaining nine months)	\$ 3,366	
2024 (remaining six months)	\$ 1,733	
2025	1,844	1,827
2026	1,585	1,585
2027	741	741
2028	422	462
Thereafter	1,065	1,037
Total estimated future amortization expense	<u>\$ 9,023</u>	<u>\$ 7,385</u>

## 5. Goodwill

Goodwill consisted of the following for the periods presented:

	<b>As of</b>		<b>As of</b>	
	<b>March 31, 2024</b>	<b>December 31, 2023</b>	<b>June 30, 2024</b>	<b>December 31, 2023</b>
Balance at beginning of period	\$ 1,134,734	\$ 1,109,815	\$ 1,134,734	\$ 1,109,815
Current period acquisitions	-	24,919	-	24,919
Balance at end of period	<u>\$ 1,134,734</u>	<u>\$ 1,134,734</u>	<u>\$ 1,134,734</u>	<u>\$ 1,134,734</u>

Goodwill is generally deductible for tax purposes, except for the portion related to purchase accounting step-up goodwill.

## 6. Other Accrued Expenses

Other accrued expenses consisted of the following for the periods presented:

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	As of	
	March 31, 2024	December 31, 2023
Utilities	\$ 5,994	\$ 6,130
Accrued other tax expense	7,696	9,482
Insurance expense	5,055	4,355
Greenfield development accruals	4,234	13,343
Other	8,067	5,428
<b>Total other accrued expenses</b>	<b>\$ 31,046</b>	<b>\$ 38,738</b>

  

	As of	
	June 30, 2024	December 31, 2023
Utilities	\$ 6,968	\$ 6,130
Accrued other tax expense	10,432	9,482
Insurance expense	4,723	4,355
Greenfield development accruals	-	13,343
Other	5,735	5,428
<b>Total other accrued expenses</b>	<b>\$ 27,858</b>	<b>\$ 38,738</b>

Greenfield development accruals represent an obligation to pay for invoices not yet received, primarily related to land and buildings and improvements, on properties which we have taken control of as of **March 31, 2024** **June 30, 2024** and December 31, 2023.

## 7. Income Taxes

The effective income tax rates on continuing operations for the **three** **six** months ended **March 31, 2024** **June 30, 2024** and 2023 were **35.6** **3%** **6.1%** and **24.1** **22.4%**, respectively. In general, the effective tax rates differed from the U.S. federal statutory income tax rate primarily due to state income taxes, non-deductible expenses such as those related to certain executive compensation, and other discrete tax **benefits** **adjustments** recorded during the period.

The year-to-date provision for income taxes for the **three** **six** months ended **March 31, 2024** **June 30, 2024** included taxes on earnings at an anticipated annual effective tax rate of **25.6** **25.5%** and a net, unfavorable tax impact of **\$2,585** **6,399** related primarily to discrete tax expense originating from stock options exercised during the **three** **six** months ended **March 31, 2024** **June 30, 2024**.

The year-to-date provision for income taxes for the **three** **six** months ended **March 31, 2023** **June 30, 2023** included taxes on earnings at an anticipated annual effective tax rate of **25.3** **25.5%** and a net, favorable tax impact of **\$340** **1,875** related primarily to discrete tax benefits originating from stock options exercised during the **three** **six** months ended **March 31, 2023** **June 30, 2023**.

On August 9, 2022, the Creating Helpful Incentives to Produce Semiconductors ("CHIPS") Act of 2022 was signed into law. The CHIPS Act is designed to boost domestic semiconductor manufacturing and encourage U.S. research activities. Also in 2022, the Inflation Reduction

Act ("IRA") of 2022 was signed into law. The IRA created a new book-minimum tax on certain large corporations and an excise tax on stock buybacks while also providing incentives to address climate change mitigation and clean energy, among other items. Most of these changes became effective for the 2023 tax year and after initial evaluation, and similar to the prior quarter, we do not currently expect these laws to have a material effect on the consolidated financial statements.

For the **three** **six** months ended **March 31, 2024** **June 30, 2024** and 2023, we recorded \$219 and \$0 related to unrecognized tax benefits or interest and penalties related to any uncertain tax positions.

## 8. Debt

Long-term debt consisted of the following as of the periods presented:

	As of		As of	
	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
<b>Credit agreement</b>				
First lien term loan	\$ 925,000	\$ 901,201	\$ 925,000	\$ 901,201
Revolving line of credit	8,000	-		
Total debt	933,000	901,201		
Less: unamortized discount and debt issuance costs	(4,730)	(3,777)	(4,526)	(3,777)
Less: current maturities of long-term debt	(6,920)	-	(9,250)	-
First lien term loan, net	913,350	897,424		
Total long-term portion of debt, net	\$ 913,350	\$ 897,424	\$ 919,224	\$ 897,424

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As of **March 31, 2024** **June 30, 2024**, annual maturities of debt were as follows:

Fiscal Year Ending:			
2024 (remaining nine months)	\$ 4,619		
2024 (remaining six months)	\$ 4,625		
2025	9,169		9,250
2026	9,078		9,250
2027	8,988		9,250
2028	8,898		9,250
Thereafter	884,248		891,375
Total maturities of debt	\$ 925,000		\$ 933,000

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, unamortized discount and debt issuance costs were **\$7,012** **\$6,694** and **\$4,030**, respectively, and accumulated amortization of **discount and** debt issuance costs was **\$3,196** **\$3,499** and **\$6,145**, respectively.

For the three months ended **March 31, 2024** **June 30, 2024** and 2023, the amortization of debt issuance costs in interest expense, net in the condensed consolidated statements of operations was approximately **\$410** **\$303** and **\$419** **\$423**, respectively.

For the six months ended June 30, 2024 and 2023, the amortization of debt issuance costs in interest expense, net in the condensed consolidated statements of operations was approximately **\$713** and **\$842**, respectively.

#### **Amended and Restated First Lien Credit Agreement**

On August 21, 2014, we entered into a Credit Agreement ("Credit Agreement") which was originally comprised of a term loan ("First Lien Term Loan") and a revolving commitment ("Revolving Commitment"). The Credit Agreement was collateralized by substantially all personal property (including cash, inventory, property and equipment, and intangible assets), real property, and equity interests owned by us.

Under the First Lien Term Loan under the Credit Agreement, we had the option of selecting either (i) a Base Rate interest rate plus a fixed margin of 2.25% or (ii) a Eurodollar (LIBOR) interest rate for one, two, three or six months plus a fixed margin of 3.25%.

Under the Revolving Commitment under the Credit Agreement, we had the option of selecting either (i) a Base Rate interest rate plus a variable margin of 2.50% to 3.00%, based on our First Lien Net Debt Leverage Ratio, or (ii) a Eurodollar (LIBOR) interest rate for one, two, three or six months plus a variable margin of 3.50% to 4.00%, based on our First Lien Net Leverage Ratio.

In May 2019, we entered into the Amended and Restated First Lien Credit Agreement ("Amended and Restated First Lien Credit Agreement") which amended and restated the entirety of the Credit Agreement.

#### **First Lien Term Loan**

In February 2020, we entered into Amendment No. 1 to Amended and Restated First Lien Credit Agreement, which changed the interest rate spreads associated with the credit agreement where (i) the variable margin associated with the Base Rate interest rate plus a variable margin based on our First Lien Net Leverage Ratio changed from 2.25% to 2.50% to 2.00% to 2.25% and (ii) the variable margin associated with the Eurodollar Rate interest rate for one, two, three or six months plus a variable margin based on our First Lien Net Leverage Ratio changed from 3.25% to 3.50% to 3.00% to 3.25%.

In December 2021, in connection with the Clean Streak Ventures acquisition, we entered into Amendment No. 3 to the Amended and Restated First Lien Credit Agreement, pursuant to which the previous First Lien Term Loan was increased by \$290,000 to \$903,301 with the balance due on May 14, 2026. The incremental increase in aggregate principal of \$290,000 resulted in \$285,962 of proceeds net of discount and debt issuance costs.

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In December 2022, we entered into Amendment No. 4 to the Amended and Restated First Lien Credit Agreement with the lenders party thereto, and Jeffries Finance LLC, as administrative agent, to transition from LIBOR to Eurocurrency rate SOFR spread, whereas all revolver borrowings and term loan borrowings under the existing credit agreement will be SOFR based. All other terms governing this term loan facility remained substantially the same.

In March 2024, we entered into Amendment No. 5 to the Amended and Restated First Lien Credit Agreement with the lenders party thereto, and Bank of America, N.A. ("BofA") as the successor administrative agent and collateral agent. This amendment further modified the credit

agreement by providing \$925,000 in first lien term commitments, consisting of \$901,201 to refinance outstanding term loans and \$23,799 in additional incremental term commitments (collectively, the "2024 Term Loans"). The 2024 Term Loans have an interest rate of Term SOFR or Base Rate, at our option, plus an applicable margin (3.00% for SOFR Loans or 2.00% for Base Rate Loans), subject to step-downs based on the First Lien Net Leverage Ratio. For SOFR Loans, the margin starts at 3.00% and can decrease to 2.75% and 2.50% based on the First Lien Net Leverage Ratio. For Base Rate Loans, the margin begins at 2.00% and can decrease to 1.75% and 1.50%, depending on the First Lien Net Leverage Ratio. The SOFR rate has a floor of 0.00%. Starting September 30, 2024, the loans will be amortized in equal quarterly installments at an annual rate of 1.00% of the original principal amount. As a result of this amendment, the loans are scheduled to mature in March 2031. In connection with Amendment No. 5, we

expensed \$1,882 of previously unamortized debt issuance costs as a loss on extinguishment of debt in the condensed consolidated statements of operations.

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the amount outstanding under the First Lien Term Loan was \$925,000 and 901,201, respectively. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the interest rate on the First Lien Term Loan was **8.33** **8.34**% and 8.46%, respectively.

The Amended and Restated First Lien Credit Agreement requires us to maintain compliance with a First Lien Net Leverage Ratio. As of **March 31, 2024** **June 30, 2024**, we were in compliance with the First Lien Net Leverage Ratio financial covenant of the Amended and Restated First Lien Credit Agreement.

#### ***Revolving Commitment***

In May 2019, as a part of the Amended and Restated First Lien Credit Agreement, the Revolving Commitment was increased from \$50,000 to \$75,000. We had the option of selecting either a Base Rate interest rate plus a variable margin based on our First Lien Net Leverage Ratio (ranging from 2.0% to 2.5%) or a Eurodollar Rate interest rate for one, two, three or six months plus a variable margin based on our First Lien Net Leverage Ratio (ranging from 3.0% to 3.5%).

In June 2021, we entered into Amendment No. 2 to our Amended and Restated First Lien Credit Agreement that (i) increased the maximum available borrowing capacity under the Revolving Commitment from \$75,000 to \$150,000 and (ii) extended the maturity date of the Revolving Commitment to the earliest to occur of (a) June 4, 2026, (b) the date that is six months prior to the maturity date of the First Lien Term Loan (provided that clause (b) shall not apply if the maturity date for the First Lien Term Loan is extended to a date that is at least six months after June 4, 2026, the First Lien Term Loan is refinanced having a maturity date at least six months after June 4, 2026, or the First Lien Term Loan is paid in full), (c) the date that commitments under the Revolving Commitment are permanently reduced to zero, and (d) the date of the termination of the commitments under the Revolving Commitment. The increase to the maximum available borrowing capacity was effected on the close of our initial public offering in June 2021.

In March 2024, we entered into Amendment No. 5 to our Amended and Restated First Lien Credit Agreement that consists of to increase our borrowing capacity from \$150,000 to replace our existing Revolving Commitments and \$150,000 300,000 in additional incremental Revolving Commitments. The amendment also updates the interest rate for these loans to SOFR or Base Rate, at our option, plus an applicable margin (2.50% for SOFR Loans or 1.50% for Base Rate Loans), subject to step-ups and step-downs based on the First Lien Net Leverage Ratio. Any unused commitment fee is also payable based on the First Lien Net Leverage Ratio. The Credit Agreement requires the Borrower to maintain a Rent Adjusted Total Net Leverage Ratio no greater than 6.50 to 1.00, tested quarterly beginning with the quarter

ending September 30, 2024, for the benefit of lenders holding the Revolving Commitments. The Amendment also extends the time in which we can draw revolving loans under the Revolving Commitments until the earliest of March 2029. 2029, permanent reduction of commitments to zero or termination of the commitment.

As of March 31, 2024 June 30, 2024 and December 31, 2023, there were no amounts the amount outstanding under the Revolving Commitments. Commitments was \$8,000 and \$0, respectively.

The maximum available borrowing capacity under the Revolving Commitments is reduced by outstanding letters of credit under the Revolving Commitments. As of March 31, 2024 June 30, 2024 and December 31, 2023, the available borrowing capacity under the Revolving Commitments was \$299,716 291,716 and \$149,193, respectively.

In addition, an unused commitment fee based on our First Lien Net Leverage Ratio is payable on the average of the unused borrowing capacity under the Revolving Commitments. As of March 31, 2024 June 30, 2024 and December 31, 2023, the unused commitment fee was 0.25%.

#### **Standby Letters of Credit**

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As of March 31, 2024 June 30, 2024, we have a letter of credit sublimit of \$90,000 under the Revolving Commitments, provided that the total utilization of revolving commitments under the Revolving Commitment does not exceed \$300,000. Any letter of credit issued under the Amended and Restated Credit Agreement has an expiration date which is the earlier of (i) no later than 12 months from the date of issuance or (ii) five business days prior to the maturity date of the Revolving Commitments, as amended under Amendment No. 2 to the Amended and Restated First Lien Credit Agreement. Letters of credit under the Revolving Commitments reduce the maximum available borrowing capacity under the Revolving Commitment. As of March 31, 2024 June 30, 2024 and December 31, 2023, the amounts associated with outstanding letters of credit were \$284 and \$807, respectively.

#### **9. Fair Value Measurements**

The following table presents financial liabilities which are measured at fair value on a recurring basis as of March 31, 2024 June 30, 2024:

	Fair Value Measurements					
	Total	Level 1	Level 2	Level 3		
<b>Assets:</b>						
Deferred compensation plan	\$ 5,922	\$ 5,922	\$ -	\$ -		
<b>Liabilities:</b>						
Deferred compensation plan	\$ 4,097	\$ 4,097	\$ -	\$ -		
Contingent Consideration	\$ 4,750	\$ -	\$ -	\$ 4,750		

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Fair Value Measurements								
	Total		Level 1		Level 2		Level 3	
Assets:								
Deferred compensation plan	\$	6,147	\$	6,147	\$	-	\$	-
Liabilities:								
Deferred compensation plan	\$	4,221	\$	4,221	\$	-	\$	-
Contingent consideration	\$	4,750	\$	-	\$	-	\$	4,750

The following table presents financial liabilities which are measured at fair value on a recurring basis as of December 31, 2023:

	Fair Value Measurements				Fair Value Measurements			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Assets:								
Deferred compensation plan	\$ 5,553	\$ 5,553	\$ -	\$ -	\$ 5,553	\$ 5,553	\$ -	\$ -
Liabilities:								
Deferred compensation plan	\$ 3,961	\$ 3,961	\$ -	\$ -	\$ 3,961	\$ 3,961	\$ -	\$ -
Contingent Consideration	\$ 4,750	\$ -	\$ -	\$ 4,750				
Contingent consideration	\$ 4,750	\$ -	\$ -	\$ 4,750				

We measure the fair value of our financial assets and liabilities using the highest level of inputs that are available as of the measurement date. The carrying amounts of cash, accounts receivable, and accounts payable approximate their fair value due to the immediate or short-term maturity of these financial instruments.

We maintain a deferred compensation plan for a **select certain** group of our highly compensated employees, in which certain of our executive officers participate in. The plan allows eligible participants to defer up to 90% of their base salary and/or incentive plan compensation as well as any refunds from our 401(k) Plan. Participants may elect investment funds selected by the Company in whole percentages. Changes in the value of compensation deferred under these plans are recognized each period based on the fair value of the underlying measurement funds. These investment funds consist primarily of equity securities, such as common stock and mutual funds, and fixed income securities and are valued at the closing price reported on the active market on which the individual securities are traded and are classified as Level 1. These investment options do not represent actual ownership of or ownership rights in the applicable funds; they serve the purpose of valuing the account and the corresponding obligation of the Company.

As of **March 31, June 30, 2024** and December 31, 2023, the fair value of our First Lien Term Loan approximated its carrying value due to the debt's variable interest rate terms.

As of **March 31, 2024 June 30, 2024** and December 31, 2023, we held no assets in cash investments.

We recognized a Level 3 contingent consideration liability in connection with the Downtowner Car Wash acquisition in December 2021. We measured its contingent consideration liability using Level 3 unobservable inputs. The contingent consideration liability is associated with the achievement of certain targets and is estimated at each balance sheet date by considering among other factors, results of completed periods and our most recent financial projection for future periods subject to earn-out payments. There are two components to the contingent consideration: a payment when we obtained the certificate of occupancy for the car wash and opened it to the public in 2023 and an annual payment

based on certain financial metrics of the acquired business. A change in the forecasted revenue or projected opening dates could result in a significantly lower or higher fair value measurement. We determined that there were no significant changes to the unobservable inputs that would have resulted in a change in fair value of this contingent consideration liability at **March 31, 2024** **June 30, 2024**. During the three and six months ended **March 31, 2023** **June 30, 2023**, a payment of \$500 was made upon receipt of certificate of **occupancy**, **occupancy** of \$0 and \$500, respectively. No payments were made during the three and six months ended **June 30, 2024**.

During the three and six months ended **March 31**, **June 30**, 2024 and 2023, there were no transfers between fair value measurement levels.

## 10. Leases

Balance sheet information related to leases consisted of the following for the periods presented:

	As of					
	Classification	March 31, 2024		December 31, 2023		
		2024	2023	2024		
<b>Assets</b>						
Operating	Operating right of use assets, net	\$ 836,528	\$ 833,547	Operating right of use assets, net	\$ 844,564	\$ 833,547
Finance	Property and equipment, net	13,064	13,315	Property and equipment, net	12,813	13,315
Total lease assets		\$ 849,592	\$ 846,862		\$ 857,377	\$ 846,862
		=====	=====		=====	=====
<b>Liabilities</b>						
Current						
Operating	Current maturities of operating lease liability	\$ 44,850	\$ 43,979	Current maturities of operating lease liability	\$ 46,091	\$ 43,979
Finance	Current maturities of finance lease liability	766	746	Current maturities of finance lease liability	787	746
Long-term						
Operating	Operating lease liability	810,783	809,409	Operating lease liability	814,905	809,409
Finance	Financing lease liability	13,833	14,033	Financing lease liability	13,630	14,033
Total lease liabilities		\$ 870,232	\$ 868,167		\$ 875,413	\$ 868,167
		=====	=====		=====	=====

Components of total lease cost, net, consisted of the following for the periods presented:

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023	2024	2023
Operating lease expense(a)	\$ 27,212	\$ 24,011				
Operating lease expense (a)	\$ 27,659	\$ 25,308	\$ 54,871	\$ 49,319		
Finance lease expense						
Amortization of lease assets	251	251	251	251	502	502
Interest on lease liabilities	264	276	260	273	524	549
Short-term lease expense	51	14	52	12	103	26
Variable lease expense(b)	7,264	6,703				
Variable lease expense (b)	2,756	2,113	10,020	8,816		
Total	\$ 35,042	\$ 31,255	\$ 30,978	\$ 27,957	\$ 66,020	\$ 59,212

a) Operating lease expense includes an immaterial amount of sublease income and is included in other store operating expenses and general and administrative expenses accompanying condensed consolidated statements of operations.

b) Variable lease costs consist of property taxes, property insurance, and common area or other maintenance costs for our leases of land and buildings and is included in other store operating expenses in the accompanying condensed consolidated statements of operations.

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The following includes supplemental information for the periods presented:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Operating cash flows from operating leases	\$ 26,843	\$ 24,934	\$ 53,360	\$ 48,700
Operating cash flows from finance leases	\$ 260	\$ 273	\$ 524	\$ 549
Financing cash flows from finance leases	\$ 182	\$ 163	\$ 362	\$ 324
Operating lease ROU assets obtained in exchange for lease liabilities	\$ 20,237	\$ 48,528	\$ 34,947	\$ 59,055
Weighted-average remaining operating lease term	13.67	14.06	13.67	14.06
Weighted-average remaining finance lease term	15.19	15.97	15.19	15.97
Weighted-average operating lease discount rate	8.09 %	7.83 %	8.09 %	7.83 %
Weighted-average finance lease discount rate	7.33 %	7.33 %	7.33 %	7.33 %

	Three Months Ended March 31,	
	2024	2023
Operating cash flows from operating leases	\$ 26,517	\$ 23,766
Operating cash flows from finance leases	\$ 264	\$ 276

Financing cash flows from finance leases	\$	180	\$	161
Operating lease ROU assets obtained in exchange for lease liabilities	\$	14,710	\$	10,527
Weighted-average remaining operating lease term		13.76		13.95
Weighted-average remaining finance lease term		15.38		16.17
Weighted-average operating lease discount rate		8.11 %		7.43 %
Weighted-average finance lease discount rate		7.33 %		7.33 %

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As of **March 31, 2024** **June 30, 2024**, lease obligation maturities were as follows:

<b>Fiscal Year Ending:</b>	<b>Operating Leases</b>	<b>Finance Leases</b>	<b>Operating Leases</b>	<b>Finance Leases</b>
2024 (remaining nine months)	\$ 80,624	\$ 1,336		
2024 (remaining six months)	\$ 54,524	\$ 893		
2025	108,557	1,786	110,109	1,787
2026	107,598	1,792	109,145	1,792
2027	103,836	1,819	105,372	1,819
2028	97,880	1,846	99,258	1,846
Thereafter	963,795	18,425	987,259	18,425
Total future minimum obligations	\$ 1,462,290	\$ 27,004	\$ 1,465,667	\$ 26,562
Less: Present value discount	(606,657)	(12,405)	(604,671)	(12,145)
Present value of net future minimum lease obligations	\$ 855,633	\$ 14,599	\$ 860,996	\$ 14,417
Less: current portion	(44,850)	(766)	(46,091)	(787)
Long-term obligations	<b>\$ 810,783</b>	<b>\$ 13,833</b>	<b>\$ 814,905</b>	<b>\$ 13,630</b>

#### **Forward-Starting Leases**

As of **March 31, 2024** **June 30, 2024**, we entered into **13** **12** leases that had not yet commenced related to build-to-suit arrangements for car wash locations. These leases will commence in years 2024 through 2026 with initial lease terms of 15 to 20 years.

As of December 31, 2023, we entered into 14 leases that had not yet commenced related to build-to-suit arrangements for car wash locations. These leases will commence in years 2024 through 2026 with initial lease terms of 15 to 20 years.

#### **Sale-Leaseback Transactions**

During the three months ended **March 31, 2024**, **June 30, 2024** and **2023**, we completed **one** **three** and **10** sale-leaseback transaction transactions related to **one** car wash location locations, respectively, with aggregate consideration of **\$4,900** **13,845** and **\$80,042**, respectively, resulting in a net loss of **\$2,658** and a net gain of **\$1,697** **4,896**, respectively, which **is** **are** included in Gain (gain) loss on sale of

assets in the accompanying condensed consolidated statements of operations. Contemporaneously with the closing of the **sale, we entered into a lease agreement for the property for an initial 20-year term. For the sale-leaseback transaction consummated in the three months ended March 31, 2024, the cumulative initial annual rent for the property was approximately \$306, subject to annual escalations. This lease is accounted for as an operating lease.**

During the three months ended March 31, 2023, we completed two sale-leaseback transactions related to car wash locations with aggregate consideration of \$9,213, resulting in a net gain of \$370, which are included in Gain on sale of assets in the accompanying condensed consolidated statements of operations. Contemporaneously with the closing of the

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sales, we entered into lease agreements for the properties for initial 20-year terms. For the sale-leaseback transactions consummated in the three months ended **March 31, 2023, June 30, 2024 and 2023**, the cumulative initial annual rent for the properties was approximately **\$559,881** and **\$5,028**, respectively, subject to annual escalations. These leases are accounted for as operating leases.

During the six months ended June 30, 2024 and 2023, we completed four and 12 sale-leaseback transactions related to car wash locations, respectively, with aggregate consideration of \$18,745 and \$89,255, respectively, resulting in a net loss of \$961 and a net gain of \$5,226, respectively, which are included in (gain) loss on sale of assets in the accompanying condensed consolidated statements of operations. Contemporaneously with the closing of the sales, we entered into lease agreements for the properties for initial 20-year terms. For the sale-leaseback transactions consummated in the six months ended June 30, 2024 and 2023, the cumulative initial annual rent for the properties was approximately **\$1,187** and **\$5,587**, respectively, subject to annual escalations. These leases are accounted for as operating leases.

## 11. Stockholders' Equity

As of **March 31, 2024** **June 30, 2024**, there were 1,000,000,000 shares of common stock authorized, **322,622,328** **327,568,109** shares of common stock issued, and **317,835,082** **321,395,188** shares of common stock outstanding.

As of December 31, 2023, there were 1,000,000,000 shares of common stock authorized, 318,366,628 shares of common stock issued, and 315,192,401 shares of common stock outstanding.

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, there were 5,000,000 shares of preferred stock authorized and none were issued or outstanding.

During the six months ended June 30, 2024, we withheld a total of 2,998,694 shares in order to satisfy payroll tax withholdings to settle cashless stock option exercises.

We use the cost method to account for treasury stock. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, we had **4,787,246** **6,172,921** and 3,174,227 shares, respectively, of treasury stock. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the cost of treasury stock included in additional paid-in capital in the accompanying condensed consolidated balance sheets was **\$17,962** **28,895** and \$6,091, respectively.

## 12. Stock-Based Compensation

### The 2014 Plan

Under We recognize stock-based compensation expense associated with stock options and restricted stock units ("RSUs"), and stock purchase rights. Stock options and RSUs are granted under the 2014 Stock Option Plan of Hotshine Holdings, Inc. (the "2014 Plan"), we

may grant incentive stock options or nonqualified stock options to purchase shares of our common stock to our employees, directors, officers, outside advisors and non-employee consultants.

All stock options granted under the 2014 Plan are equity-classified and have a contractual life of ten years. Under the 2014 Plan, 60% of the shares in a grant contain service-based vesting conditions and vest ratably over a five-year period and 40% of the shares in a grant contain performance-based vesting conditions ("Performance Vesting Options"). The condition for the Performance Vesting Options is a change in control or an initial public offering, where (i) 50% of the Performance Vesting Options vest and become exercisable if the Principal Stockholders receive the Target Proceeds at the Measurement Date and (ii) the remaining 50% of the Performance Vesting Options vest and become exercisable if the Principal Stockholders receive the Maximum Amount at the Measurement Date. In June 2021, we modified all outstanding shares of Performance Vesting Options to remove, subject to the successful completion of the IPO, the requirement that the Principal Stockholders receive the Target Proceeds and the Maximum Amount as conditions for the Performance Vesting Options to vest. The exercise prices for stock options granted under the 2014 Plan were not less than the fair market value of the common stock of the Company on the date of grant. For the avoidance of doubt, the IPO constituted a performance measurement date under the applicable option agreements for the Performance Vesting Options and the Performance Vesting Options vested in full in connection with the IPO.

### **The 2021 Plan**

In June 2021, the Board adopted the 2021 Incentive Award Plan (the "2021 Plan"), which was subsequently approved by our stockholders and became effective on June 25, 2021. Under the 2021 Plan, we may grant incentive stock options, nonqualified stock options, restricted stock units ("RSUs"), restricted stock, and other stock- or cash-based awards to its employees, directors, officers, and non-employee consultants. Initially, the maximum number of shares of our common stock that may be issued under the 2021 Plan is 29,800,000 new shares of common stock, which includes 256,431 shares of common stock that remained available for issuance under the 2014 Plan at June 25, 2021. In connection with the IPO, stock option and RSU awards were granted with respect to 3,726,305 shares. Any shares of common stock subject to outstanding stock awards purchase rights are granted under the 2014 Plan and, following June 25, 2021, terminate, expire or are otherwise forfeited, reacquired or withheld will become available for issuance under the 2021 Plan.

All stock options granted under the 2021 Plan are equity-classified and have a contractual life of ten years. Under the 2021 Plan, the stock options contain service-based vesting conditions and generally vest ratably over a three- or five-year period (collectively with stock options under the 2014 Plan, the "Time Vesting Options"). The exercise prices for stock options granted under the 2021 Plan were not less than the fair market value of the common stock of the Company on the date of grant.

RSUs granted under the 2021 Plan are equity-classified and contain service-based conditions and generally vest ratably over one- to five-year periods. Each RSU represents the right to receive one share of our common stock upon vesting. The fair value is calculated based upon our closing stock price on the date of grant, and the stock-based compensation expense is recognized over the requisite service period, which is generally the vesting period.

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The 2014 Plan and 2021 Plan are administered by the Board or, at the discretion of the Board, by a committee thereof. The exercise prices for stock options, the vesting of awards, and other restrictions are determined at the discretion of the Board, or its committee if so delegated.

### **The 2021 ESPP**

In June 2021, the Board adopted the 2021 Employee Stock Purchase Plan ("2021 ESPP"), which was subsequently approved by our stockholders and became effective in June 2021. The 2021 ESPP authorizes the initial issuance of up to 5,000,000 shares of our common

stock to eligible employees of the Company or, as designated by the Board, employees of a related company. The 2021 ESPP provides for offering periods not to exceed 27 months, and each offering period will include purchase periods. We determined that offering periods would commence at approximately the six-month period beginning with an enrollment date and ending with the next exercise date, except that the first offering period commenced on the effective date of our registration statement and ended on November 9, 2021.

Refer to our 2023 Form 10-K for additional details on employee stock incentive plans.

The 2021 ESPP provides that the number of shares reserved and available for issuance under the 2021 ESPP will automatically increase on January 1 of each calendar year from January 1, 2022 through January 1, 2031 by an amount equal to the lesser of (i) 0.5% of the outstanding number of shares of common stock on the immediately preceding December 31 and (ii) such lesser number of shares of common stock as determined by the Board. The number of shares reserved and available for issuance under the 2021 ESPP as of January 1, 2024 is 8,463,759.16

### **Share-Based Payment Valuation**

The grant date fair value of Time Vesting Options granted is determined using the Black-Scholes option-pricing model. The grant date fair value of Performance Vesting Options is determined using a Monte Carlo simulation model and a barrier-adjusted Black-Scholes option-pricing model. The grant date fair value of stock purchase rights granted under the 2021 ESPP is determined using the Black-Scholes option-pricing model.

#### **2021 ESPP Valuation**

The following table presents, on a weighted-average basis, the assumptions used in the Black-Scholes option-pricing model to determine the grant date fair value of stock purchase rights granted under the 2021 ESPP during the periods presented:

	Three Months Ended March 31,		Six Months Ended June 30,	
	2024	2023	2024	2023
Expected volatility	49.59%	53.90%	49.59% - 50.14%	36.30% - 53.9%
Risk-free interest rate	5.38%	4.53%	5.38% - 5.41%	4.53% - 5.26%
Expected term (in years)	0.49	0.49	0.49 - 0.50	0.49 - 0.50
Expected dividend yield	None	None	None	None

#### **Time Vesting Options**

The following table presents, on a weighted-average basis, the assumptions used in the Black-Scholes option-pricing model to determine the grant date fair value of Time Vesting Options granted under the 2021 Plan during the periods presented:

	Three Months Ended March 31,	
	2024	2023
Expected volatility	-	43.74%
Risk-free interest rate	-	4.21%
Expected term (in years)	-	6.26
Expected dividend yield	-	None

	Six Months Ended June 30,	
	2024	2023
Expected volatility	45.98%	43.74% - 44.68%
Risk-free interest rate	4.52%	3.68% - 4.21%
Expected term (in years)	6.0	6.0 - 6.26
Expected dividend yield	None	None

### Stock Options

A summary of our stock option activity during the period presented is as follows:

	Time	Total	Weighted-		Time	Total	Weighted-		
	Vesting	Performance	Number of	Average	Vesting	Performance	Number of	Average	
	Vesting	Vesting	Number of	Average	Vesting	Vesting	Number of	Average	
	Options	Options	Stock Options	Exercise Price	Options	Options	Stock Options	Exercise Price	
Outstanding as of December 31, 2023	11,744,894	7,705,114	19,450,008	\$ 3.21	11,744,894	7,705,114	19,450,008	\$ 3.21	
Granted	-	-	-	\$ -	1,621,444	-	1,621,444	\$ 7.03	
Exercised	(1,741,496)	(2,374,795)	(4,116,291)	\$ 0.65	(2,936,519)	(4,779,311)	(7,715,830)	\$ 0.63	
Forfeited	(80,902)	-	(80,902)	\$ 9.32	(150,504)	-	(150,504)	\$ 8.97	
Outstanding as of March 31, 2024	9,922,496	5,330,319	15,252,815	\$ 3.87					
Options vested or expected to vest as of March 31, 2024	9,543,934	5,330,319	14,874,253	\$ 7.43					
Options exercisable as of March 31, 2024	6,787,551	5,330,319	12,117,870	\$ 2.31					
Outstanding as of June 30, 2024	10,279,315	2,925,803	13,205,118	\$ 5.13					
Options vested or expected to vest as of June 30, 2024	9,641,439	2,925,803	12,567,242	\$ 9.91					
Options exercisable as of June 30, 2024	6,299,481	2,925,803	9,225,284	\$ 3.67					

The number and weighted-average grant date fair value of stock options during the period presented are as follows:

	Weighted-Average				Weighted-Average			
	Number of Stock Options		Grant Date Fair Value		Number of Stock Options		Grant Date Fair Value	
	Time Vesting Options	Performance Vesting Options	Time Vesting Options	Performance Vesting Options	Time Vesting Options	Performance Vesting Options	Time Vesting Options	Performance Vesting Options
Non-vested as of December 31, 2023	3,629,454	-	\$ 4.39	\$ -	3,629,454	-	\$ 4.39	\$ -
Non-vested as of March 31, 2024	3,134,947	-	\$ 4.54	\$ -				
Non-vested as of June 30, 2024	3,979,836	-	\$ 3.84	\$ -				
Granted during the period	-	-	\$ -	\$ -	1,621,444	-	\$ 3.05	\$ -
Vested during the period	445,598	-	\$ 3.51	\$ -	1,153,272	-	\$ 4.51	\$ -
Forfeited/canceled during the period	48,909	-	\$ 4.15	\$ -	117,790	-	\$ 3.97	\$ -

#### We granted

1,621,444 Time Vesting Options with a grant date fair value of \$4,945 during the six months ended June 30, 2024. There were no Time Vesting Options or Performance Vesting Options granted during the three six months ended March 31, 2024 June 30, 2024.

The fair value of shares attributable to stock options that vested during the three six months ended March 31, 2024 June 30, 2024 was \$3,565 8,470.

As of March 31, 2024 June 30, 2024, the weighted-average remaining contractual life of outstanding stock options was approximately 4.13 5.53 years.

#### Restricted Stock Units

The following table summarizes A summary of our RSU activity since December 31, 2023: during the period presented is as follows:

	Weighted-Average Grant		
	Restricted Stock Units	Date Fair Value	
Unvested as of December 31, 2023		3,718,505	\$ 9.98
Granted		3,203	\$ 8.98
Vested		(139,409)	\$ 9.26
Forfeited		(117,665)	\$ 9.58
Unvested as of March 31, 2024		3,464,634	\$ 10.02

	Weighted-Average Grant Date Fair Value
	Restricted Stock Units
Unvested as of December 31, 2023	3,718,505
Granted	2,996,219
Vested	(1,253,515)
Forfeited	(325,976)
Unvested as of June 30, 2024	<u>5,135,233</u>

We granted 3,203 2,996,219 RSUs with a grant date fair value of \$29 21,054 during the three six months ended March 31, 2024 June 30, 2024.

The fair value of shares attributable to RSUs that vested during the three six months ended March 31, 2024 June 30, 2024 was \$1,120 8,908.

As of March 31, 2024 June 30, 2024, the weighted-average remaining contractual life of outstanding RSUs was approximately 8.71 9.35 years.

#### **Stock-Based Compensation Expense**

We estimated a forfeiture rate of 8.82 10.03% for awards with service-based vesting conditions based on historical experience and future expectations of the vesting of these share-based payments. We used this rate as an assumption in calculating stock-based compensation expense for Time Vesting Options, RSUs, and stock purchase rights granted under the 2021 ESPP.

Total stock-based compensation expense, by caption, recorded in the condensed consolidated statements of operations for the periods presented is as follows:

	Three Months Ended March 31,					
	2024		2023			
	Cost of labor and chemicals	\$ 2,473	\$ 2,050	General and administrative	3,773	3,311
Total stock-based compensation expense	\$ 6,246	\$ 6,246	\$ 5,361			
Three Months Ended June 30,						
2024		2023		2024		
Cost of labor and chemicals	\$ 2,465	\$ 2,093	\$ 4,938	\$ 4,143		
General and administrative	3,441	3,900	7,214	7,211		
Total stock-based compensation expense	\$ 5,906	\$ 5,993	\$ 12,152	\$ 11,354		

Total stock-based compensation expense, by award type, recorded in the condensed consolidated statements of operations for the periods presented is as follows:

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023	2024	2023

Time Vesting Options	\$ 1,577	\$ 1,596	\$ 1,382	\$ 1,774	\$ 2,959	\$ 3,370
RSUs	4,407	3,479	4,348	3,961	8,755	7,440
2021 ESPP	262	286	176	258	438	544
Total stock-based compensation expense	\$ 6,246	\$ 5,361	\$ 5,906	\$ 5,993	\$ 12,152	\$ 11,354

As of **March 31, 2024** **June 30, 2024**, total unrecognized compensation expense related to unvested Time Vesting Options was **\$5,548** **8,276**, which is expected to be recognized over a weighted-average period of **2.07** **2.35** years.

As of **March 31, 2024** **June 30, 2024**, there was no unrecognized compensation expense related to unvested Performance Vesting Options as the completion of the IPO satisfied the performance condition and as a result, all outstanding Performance Vesting Options vested.

As of **March 31, 2024** **June 30, 2024**, total unrecognized compensation expense related to unvested RSUs was **\$13,244** **25,738**, which is expected to be recognized over a weighted-average period of **2.01** **2.52** years.

As of **March 31, 2024** **June 30, 2024**, total unrecognized compensation expense related to unvested stock purchase rights under the 2021 ESPP was **\$136** **298**, which is expected to be recognized over a weighted-average period of **0.12** **0.38** years.

### 13. Business Combinations

From time to time, we may pursue acquisitions of conveyorized car washes that either strategically fit with the business or expand our presence in new and attractive markets.

We account for business combinations under the acquisition method of accounting. The assets acquired and liabilities assumed in connection with business acquisitions are recorded at the date of acquisition at their estimated fair values, with any excess of the purchase price over the estimated fair values of the net assets acquired and intangible assets assigned, recorded as goodwill. Significant judgment is required in estimating the fair value of assets acquired and liabilities assumed and in assigning their respective useful lives. Accordingly, we may engage third-party valuation specialists to assist in these determinations. The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management; but are inherently uncertain.

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The condensed consolidated financial statements reflect the operations of an acquired business starting from the effective date of the acquisition. We expensed **\$No** **0** and **\$33** of acquisition-related costs **were expensed during** **for** the **three** **and six** months ended **March 31, 2024** **June 30, 2024** and **2023**, **2023**, respectively. Acquisition-related costs are expensed as incurred and are included in general and administrative expenses in the accompanying condensed consolidated statements of operations.

#### 2024 Acquisitions

We did **not** **not** consummate any acquisitions during the **three** **six** months ended **March 31, 2024** **June 30, 2024**.

#### 2023 Acquisitions

For the year ended December 31, 2023, we acquired the assets and liabilities of six conveyorized car washes in two acquisitions for total consideration of approximately \$51,217, which was paid in cash. These acquisitions resulted in the preliminary recognition of \$24,919 of goodwill, \$22,555 of property and equipment, \$3,580 of ROU assets, \$640 of intangible assets, \$101 of other net liabilities, and \$376 of a

bargain purchase gain. The bargain purchase gain is not material and is recorded within (gain) loss on sale of assets, net on the consolidated statements of operations. We do not believe these acquisitions are material to our overall consolidated financial statements.

The acquisitions were located in the following markets:

Location (Seller)	Number of Washes	Month Acquired
Arizona (Dynamite Car Wash)	1	April
California (Cruizers Car Wash)	5	July

#### 14. Commitments and Contingencies

##### Litigation

From time to time, we are party to pending or threatened lawsuits arising out of or incident to the ordinary course of business. We carry professional and general liability insurance coverage and other insurance coverages. In the opinion of management and upon consultation with legal counsel, none of the pending or threatened lawsuits will have a material effect upon the consolidated financial position, operations, or cash flows of the Company.

##### Class Action Litigation

On February 14, 2023, a plaintiff filed a purported class action lawsuit in the Stanislaus County Superior Court, California, on behalf of all non-exempt employees employed by Defendants Prime Shine LLC, a wholly-owned subsidiary of the Company, in California any time between February 14, 2019, and the present, against Prime Shine, LLC and Does 1 – 20 inclusive. Plaintiff alleges eight claims for violations of the California Labor Code and one claim for violation of the California Business & Professions Code. On June 13, 2023, Plaintiff filed a First Amended Complaint to add a claim for penalties pursuant to the Private Attorneys General Act. Plaintiff seeks, among other things, an unspecified amount for unpaid wages, actual, consequential, and incidental losses, penalties, and attorneys' fees and costs. The parties agreed to an informal exchange of information in lieu of formal discovery prior to mediation with an experienced wage-and-hour mediator. In October 2023, following mediation, both parties agreed to settle the lawsuit. A financial amount was accrued that was not material to our consolidated financial statements. A formal written settlement agreement has been executed by the parties however, final settlement and resolution is contingent upon the satisfaction of certain conditions including subsequent approval from the California Department of Labor and the court. Should all these conditions be met, Court granted preliminary approval of settlement. No putative class members objected or opted out of the settlement during the class action lawsuit will be considered settled. settlement notice period. The Court entered final approval of the class action settlement on July 19, 2024. By mid-2025, following the settlement funding, the court clerk is expected to administratively close the case.

##### Insurance

We carry a broad range of insurance coverage, including general and business auto liability, commercial property, workers' compensation, cyber risk, and general umbrella policies. As of March 31, 2024 June 30, 2024 and December 31, 2023, we accrued \$4,982 4,645 and \$4,311, respectively, for assessments on insurance claims filed, which are included in other accrued expenses in the accompanying condensed consolidated balance sheets. As of March 31, 2024 June 30, 2024 and December 31, 2023, we recorded \$4,380 4,118 and \$3,686, respectively, in receivables from its non-healthcare insurance carriers related to these insurance claims, which are included in other receivables in the accompanying condensed consolidated balance sheets. The receivables are paid when the claim is finalized and the reserved amounts on these claims are expected to be paid within one year.

## **Environmental Matters**

Operations at certain facilities currently or previously owned or leased by us utilize, or in the past have utilized, hazardous substances generally in compliance with applicable law. Periodically, we have had minor claims asserted against us by regulatory agencies or private parties for environmental matters relating to the handling of hazardous substances by us, and we have incurred obligations for investigations or remedial actions with respect to certain of these matters. There can be no assurances that activities at these facilities, or future facilities owned or operated by us, may not result in additional environmental claims being asserted against us or additional

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investigations or remedial actions being required. We are not aware of any significant remediation matters as of **March 31, 2024** **June 30, 2024**. Because of various factors including the difficulty of identifying the responsible parties for any particular site, the complexity of determining the relative liability among them, the uncertainty as to the most desirable remediation techniques and the amount of damages and clean-up costs and the time period during which such costs may be incurred, we are unable to reasonably estimate the ultimate cost of claims asserted against us related to environmental matters; however, we do not believe such costs will be material to our condensed consolidated financial statements.

In addition to potential claims asserted against us, there are certain regulatory obligations associated with these facilities. We also have a third-party specialist to review the sites subject to these regulations annually, for the purpose of assigning future cost. A third party has conducted a preliminary assessment of site restoration provisions arising from these regulations and we have recognized a provisional amount. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, our accrual for environmental remediation was \$15, which is included in other accrued expenses in the accompanying condensed consolidated balance sheets.

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

*You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and the audited consolidated financial statements and related notes included in our 2023 Form 10-K. This discussion contains forward-looking statements based upon current plans, expectations and beliefs involving risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in other parts of this Quarterly Report on Form 10-Q and in Part I, Item 1A. "Risk Factors" and in Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2023 Form 10-K.*

## Who We Are

Mister Car Wash, Inc. is the largest national car wash brand, primarily offering express exterior cleaning services, with interior cleaning services at select locations, across 482 491 car washes in 21 states as of March 31, 2024 June 30, 2024. Founded in 1996, we employ an efficient, repeatable, and scalable process, which we call the “Mister Experience,” to deliver a clean, dry, and shiny car every time. The core pillars of the “Mister Experience” are greeting every customer with a wave and smile, providing the highest quality car wash, and delivering the experience quickly and conveniently. We offer a monthly subscription program, which we call the Unlimited Wash Club® (“UWC”), as a flexible, quick, and convenient option for customers to keep their cars clean. Our scale and over 25 years of innovation allow us to drive operating efficiencies and invest in training, infrastructure, and technology that improve speed of service, quality, and sustainability and realize strong financial performance.

## Factors Affecting Our Business and Trends

We believe that our business and growth depend on a number of factors that present significant opportunities for us and may involve risks and challenges, including those discussed below and in Part I, Item 1A. “Risk Factors” of our 2023 Form 10-K.

- *Growth in comparable store sales.* Comparable store sales have been a driver of our net revenue growth and we expect it to continue to play a key role in our future growth and profitability. We will seek to continue to grow our comparable store sales by increasing the number of UWC Members, maximizing efficiency and throughput of our car wash locations, optimizing marketing spend to add new customers, and increasing customer visitation frequency.
- *Number and loyalty of UWC Members.* The UWC program is a critical element of our business. UWC Members contribute a significant portion of our net revenue and provide recurring revenue through their monthly membership fees.
- *Labor management.* Hiring and retaining skilled team members and experienced management represents one of our largest costs. We believe people are the key to our success and we have been able to successfully attract and retain engaged, high-quality team members by paying competitive wages, offering attractive benefit packages, and providing robust training and development opportunities. While the competition for skilled labor is intense and subject to high turnover, we believe our approach to wages and benefits will continue to allow us to attract suitable team members and management to support our growth.

## Factors Affecting the Comparability of Our Results of Operations

Our results have been affected by, and may in the future be affected by, the following factors, which must be understood in order to assess the comparability of our period-to-period financial performance and condition.

### ***Greenfield Location Development***

More recently, a component of our growth strategy has been to grow through greenfield development of Mister Car Wash locations, with particular focus on Express Exterior Locations, and we anticipate further pursuit of this strategy in the future. In the three and six months ended March 31, 2024 June 30, 2024, we successfully opened six nine and 15 greenfield locations, respectively, and we expect to drive the majority of our future location growth through greenfield development. We believe such a strategy will drive provide a more controllable pipeline of unit growth for future locations in existing and adjacent markets.

The comparability of our results may be impacted by the inclusion of financial performance of greenfield locations that have not delivered a full fiscal year of financial results nor matured to average unit volumes, which we typically expect after approximately three full years of operation.

## Acquisitions

We continue to employ a disciplined approach to acquisitions, carefully selecting locations that meet our criteria for a potential Mister Car Wash site. In the **three six** months ended **March 31, 2024** **June 30, 2024**, we did not consummate any acquisitions.

Following an acquisition, we implement a variety of operational improvements to unify branding and enhance profitability. As soon as feasible, we fully integrate and transition acquired locations to the "Mister" brand and make investments to improve site flow, upgrade tunnel equipment and technology, and install our proprietary Unity Chemical system, which is a unique blend of our signature products utilizing the newest technology and services to make a better car wash experience for our customers. We also establish member-only lanes, optimize service offerings and implement training initiatives that we have successfully utilized to improve team member engagement and drive UWC growth post-acquisition. The costs associated with these onboarding initiatives, which vary by site, can impact the comparability of our results.

The comparability of our results may also be impacted by the inclusion of financial performance of our acquisitions that have not delivered a full fiscal year of financial results under Mister Car Wash's ownership.

See Note 13 Business Combinations to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional discussion.

## Key Performance Indicators

We prepare and analyze various operating and financial data to assess the performance of our business and to help in the allocation of our resources. The key operating performance and financial metrics and indicators we use are set forth below, as of and for the **three and six** months ended **March 31, 2024** **June 30, 2024** and 2023.

(Dollars in thousands)	Three Months Ended March 31,			
	2024	2023		
<b>Financial and Operating Data</b>				
Location count (end of period)	482	439		
Comparable store sales growth	0.9%	(1.6)%		
UWC Members (in thousands, end of period)	2,112	2,006		
UWC sales as a percentage of total wash sales	74%	69%		
Net income	\$ 16,637	\$ 21,136		
Net income margin	7.0%	9.4%		
Adjusted EBITDA	\$ 75,172	\$ 70,976		
Adjusted EBITDA margin	31.4%	31.4%		
(Dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
<b>Financial and Operating Data</b>				
Location count (end of period)	491	449	491	449

Comparable store sales growth	2.4 %	0.3 %	1.6 %	(0.6) %
UWC Members (in thousands, end of period)	2,126	2,065	2,126	2,065
UWC sales as a percentage of total wash sales	72 %	69 %	73 %	69 %
Net income	\$ 22,091	\$ 27,132	\$ 38,728	\$ 48,268
Net income margin	8.7 %	11.5 %	7.8 %	10.4 %
Adjusted EBITDA	\$ 88,692	\$ 73,860	\$ 163,864	\$ 144,836
Adjusted EBITDA margin	34.8 %	31.2 %	33.2 %	31.3 %

#### **Location Count (end of period)**

Our location count refers to the total number of car wash locations at the end of a period, inclusive of new greenfield locations, acquired locations and offset by closed locations. The total number of locations that we operate, as well as the timing of location openings, acquisitions, and closings, have, and will continue to have, an impact on our performance. In the three and six months ended **March 31, 2024**, **June 30, 2024**, we increased our location count by the **six** **nine** and **15** greenfield locations, respectively, as noted above.

Our Express Exterior Locations, which offer express exterior cleaning services, comprise **414** **426** of our current locations and our Interior Cleaning Locations, which offer both express exterior cleaning services and interior cleaning services, comprise **68** **65** of our current locations.

#### **Comparable Store Sales Growth**

We consider a location a comparable store on the first day of the 13th full calendar month following a greenfield location's first day of operations, or for acquired locations, the first day of the 13th full calendar month following the date of acquisition. A location converted from an Interior Cleaning Location format to an Express Exterior Location format is excluded when the location did not offer interior cleaning services in the current period but did offer interior cleaning services in the prior year period. Comparable store sales growth is the percentage change in total wash sales of all comparable store car washes.

**Opening** Increasing the number of new locations is a component of our growth strategy and as we continue to execute on our growth strategy, we expect that a significant portion of our sales growth will be attributable to non-comparable store sales. Accordingly, comparable store sales are only one measure we use to assess the success of our growth strategy. For the three months ended March 31, 2024, comparable store sales increased to 0.9% compared to a decrease of 1.6% in the three months ended March 31, 2023.

#### **UWC Members (end of period)**

Members of our monthly subscription service are known as Unlimited Wash Club Members, or UWC Members. We view the number of UWC Members and the growth in the number of UWC Members on a net basis from period to period as key indicators of our revenue growth. The number of UWC Members has grown over time as we have acquired new customers and retained previously acquired customers. There were approximately 2.1 million and approximately 2.0 million UWC Members as of March 31, 2024 and March 31, 2023, respectively. There were approximately 2.1 million UWC Members as of December 31, 2023 June 30, 2024.

Our UWC Members grew by approximately 5% 3% from March 31, 2023 June 30, 2023 through March 31, 2024 June 30, 2024 and approximately 2% from December 31, 2023 through March 31, 2024 June 30, 2024.

#### ***UWC Sales as a Percentage of Total Wash Sales***

UWC sales as a percentage of total wash sales represents the penetration of our subscription membership program as a percentage of our overall wash sales. Total wash sales are defined as the net revenue generated from express exterior cleaning services and interior cleaning services for both UWC Members and retail customers. UWC sales as a percentage of total wash sales is calculated as sales generated from UWC Members as a percentage of total wash sales. We have consistently grown this measure over time as we educate customers as to the value of our UWC subscription offering. UWC sales were 74% 72% and 69% of our total wash sales for the three months ended March 31, 2024 June 30, 2024 and 2023, respectively. UWC sales were 73% and 69% of our total wash sales for the six months ended June 30, 2024 and 2023, respectively.

#### ***Adjusted EBITDA and Adjusted EBITDA Margin***

Adjusted EBITDA is a non-GAAP measure of our operating performance and should not be considered as an alternative to net income as a measure of financial performance or any other performance measure derived in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"). Adjusted EBITDA is defined as net income before interest expense, net, income tax provision, depreciation and amortization expense, (gain) loss on sale of assets, stock-based compensation expense, acquisition expenses, non-cash rent expense, loss on extinguishment of debt, and other nonrecurring charges. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by net revenues for a given period.

We present Adjusted EBITDA because we believe it assists investors and analysts in comparing our operating performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our ongoing operating performance. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in our presentation of Adjusted EBITDA. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. There can be no assurance that we will not modify the presentation of Adjusted EBITDA in future periods, and any such modification may be material. In addition, Adjusted EBITDA may not be comparable to similarly titled measures used by other companies in our industry or across different industries.

Our management believes Adjusted EBITDA is helpful in highlighting trends in our core operating performance compared to other measures, which can differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. We also use Adjusted EBITDA in connection with establishing discretionary annual incentive compensation; to supplement U.S. GAAP measures of performance in the evaluation of the effectiveness of our business strategies; to make budgeting decisions; and because our Amended and Restated First Lien Credit Agreement uses measures similar to Adjusted EBITDA to measure our compliance with certain covenants.

Adjusted EBITDA has its limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations include:

- Adjusted EBITDA does not reflect our cash expenditure or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in our cash requirements for our working capital needs;

- Adjusted EBITDA does not reflect the interest expense and the cash requirements necessary to service interest or principal payments on our debt;
- Adjusted EBITDA does not reflect cash requirements for replacement of assets that are being depreciated and amortized;
- Adjusted EBITDA does not reflect non-cash compensation, which is a key element of our overall long-term compensation;
- Adjusted EBITDA does not reflect the impact of certain cash charges or cash receipts resulting from matters we do not find indicative of our ongoing operations; and
- other companies in our industry may calculate Adjusted EBITDA differently than we do.

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The following is a reconciliation of our net income to Adjusted EBITDA for the periods presented.

(Dollars in thousands)	Three Months Ended March 31,	
	2024	2023
<b>Reconciliation of net income to Adjusted EBITDA:</b>		
Net income	\$ 16,637	\$ 21,136
Interest expense, net	20,024	17,748
Income tax provision	9,191	6,698
Depreciation and amortization expense	19,595	17,307
Gain on sale of assets (a)	(1,533)	(63)
Stock-based compensation expense (b)	6,802	5,361
Acquisition expenses (c)	565	459
Non-cash rent expense (d)	1,487	1,030
Loss on extinguishment of debt	1,882	-
Employee retention credit (e)	(5,189)	-
Other (f)	5,711	1,300
<b>Adjusted EBITDA</b>	<b>\$ 75,172</b>	<b>\$ 70,976</b>
Net revenues	\$ 239,183	\$ 225,960
<b>Adjusted EBITDA margin</b>	<b>31.4 %</b>	<b>31.4 %</b>

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(Dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023

Reconciliation of net income to adjusted EBITDA:

Net income	\$ 22,091	\$ 27,132	\$ 38,728	\$ 48,268
Interest expense, net	20,254	18,295	40,278	36,043
Income tax provision	12,655	7,205	21,846	13,903
Depreciation and amortization expense	20,261	16,512	39,856	33,819
(Gain) loss on sale of assets, net (a)	2,897	(4,728)	1,364	(4,791)
Stock-based compensation expense (b)	6,791	5,993	13,593	11,354
Acquisition expenses (c)	548	1,280	1,113	1,739
Non-cash rent expense (d)	1,495	1,184	2,982	2,214
Loss on extinguishment of debt	-	-	1,882	-
Employee retention credit (e)	-	-	(5,189)	-
Other (f)	1,700	987	7,411	2,287
Adjusted EBITDA	<u>\$ 88,692</u>	<u>\$ 73,860</u>	<u>\$ 163,864</u>	<u>\$ 144,836</u>
Net revenues	\$ 255,043	\$ 236,894	\$ 494,226	\$ 462,854
Adjusted EBITDA margin	34.8%	31.2%	33.2%	31.3%

- (a) Consists of gains and losses on the disposition of assets associated with sale-leaseback transactions, store closures or the sale of property and equipment.
- (b) Represents non-cash expense associated with our stock-based compensation as well as related taxes.
- (c) Represents expenses incurred in strategic acquisitions, including professional fees for accounting and auditing services, appraisal fees and financial services, one-time costs associated with supplies for rebranding the acquired stores, and distinct travel expenses for related, distinct integration efforts by team members who are not part of our dedicated integration team, as well as expenses associated with greenfield construction.
- (d) Represents the difference between cash paid for rent expense and U.S. GAAP rent expense.
- (e) See Note 2 Summary of Significant Accounting Policies to our condensed consolidated financial statements for additional information on the employee retention credit.
- (f) Consists of other items as determined by management not to be reflective of our ongoing operating performance, such as costs associated with severance pay, non-deferred legal fees and other expenses related to credit agreement amendments, legal settlements and legal fees related to contract terminations, and nonrecurring strategic project costs.

The Adjusted EBITDA results in the three and six months ended **March 31, 2024** **June 30, 2024** when compared to the prior year period are primarily attributable to the increase in car wash sales due to growth in UWC members and the year-over-year addition of **43** **42** locations.

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Results of Operations for the Three Months Ended **March 31, 2024** **June 30, 2024** and 2023

Three Months Ended March 31,

(Dollars in thousands)	2024		2023	
	Amount	% of Revenue	% of Revenue	
			Amount	Revenue
Net revenues	\$ 239,183	100 %	\$ 225,960	100 %
<b>Store operating costs:</b>				
Cost of labor and chemicals	71,658	30 %	66,792	30 %
Other store operating expenses	96,803	40 %	89,466	40 %
General and administrative	29,710	12 %	24,183	11 %
Gain on sale of assets	(1,533)	(1 %)	(63)	(0 %)
Total costs and expenses	196,638	82 %	180,378	80 %
Operating income	42,545	18 %	45,582	20 %
<b>Other (income) expense:</b>				
Interest expense, net	20,024	8 %	17,748	8 %
Loss on extinguishment of debt	1,882	1 %	-	0 %
Other income	(5,189)	(2 %)	-	0 %
Total other expense, net	16,717	7 %	17,748	8 %
Income before taxes	25,828	11 %	27,834	12 %
Income tax provision	9,191	4 %	6,698	3 %
Net income	16,637	7 %	21,136	9 %
<b>Three Months Ended June 30,</b>				
(Dollars in thousands)	2024		2023	
	Amount	% of Revenue	% of Revenue	
			Amount	Revenue
Net revenues	\$ 255,043	100 %	\$ 236,894	100 %
<b>Store operating costs:</b>				
Cost of labor and chemicals	72,691	29 %	70,824	30 %
Other store operating expenses	99,543	39 %	90,337	38 %
General and administrative	24,912	10 %	27,829	12 %
(Gain) loss on sale of assets, net	2,897	1 %	(4,728)	(2 %)
Total costs and expenses	200,043	78 %	184,262	78 %
Operating income	55,000	22 %	52,632	22 %
<b>Other (income) expense:</b>				
Interest expense, net	20,254	8 %	18,295	8 %
Loss on extinguishment of debt	-	0 %	-	0 %
Other income	-	0 %	-	0 %
Total other expense, net	20,254	8 %	18,295	8 %
Income before taxes	34,746	14 %	34,337	14 %

Income tax provision	12,655	5 %	7,205	3 %
Net income	\$ 22,091	9 %	\$ 27,132	11 %

#### Net Revenues

(Dollars in thousands)	Three Months Ended March 31,				Three Months Ended June 30,							
	2024		2023		\$ Change	% Change	2024		2023		\$ Change	% Change
	\$	239,183	\$	225,960	\$ 13,223	6 %	\$	255,043	\$	236,894	\$ 18,149	8 %
Net revenues												

The increase in net revenues was primarily attributable to the increase in car wash sales due to growth in UWC Members and the year-over-year addition of 43 42 locations.

#### Store Operating Costs

##### Cost of Labor and Chemicals

(Dollars in thousands)	Three Months Ended March 31,				Three Months Ended June 30,							
	2024		2023		\$ Change	% Change	2024		2023		\$ Change	% Change
	\$	71,658	\$	66,792	\$ 4,866	7 %	\$	72,691	\$	70,824	\$ 1,867	3 %
Cost of labor and chemicals												
Percentage of net revenues		30 %		30 %					29 %		30 %	

The increase in cost of labor and chemicals is primarily attributable to an increase in volume and the year-over-year addition of 43 42 locations, as well as some inflationary pressures on store labor.

#### Other Store Operating Expenses

(Dollars in thousands)	Three Months Ended March 31,					
	2024		2023		\$ Change	% Change
	\$	96,803	\$	89,466	\$ 7,337	8 %
Other store operating expenses						
Percentage of net revenues		40 %		40 %		
(Dollars in thousands)	Three Months Ended June 30,					
	2024		2023		\$ Change	% Change
	\$	99,543	\$	90,337	\$ 9,206	10 %
Other store operating expenses						
Percentage of net revenues		39 %		38 %		

The increase in other store operating expenses was primarily attributable to the year-over-year addition of 43 42 locations an increase in rent and some inflationary pressures on utilities and maintenance expenses. Rent expense increased approximately \$3.2 million

with \$2.6 million due to the addition of 4731 net new land and building leases, an increase in property taxes of approximately \$1.3 million and an increase in equipment and facilities maintenance expenses of approximately \$1.2 million. leases.

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#### General and Administrative

(Dollars in thousands)	Three Months Ended June 30,		\$ Change	% Change
	2024	2023		
General and administrative	\$ 24,912	\$ 27,829	\$ (2,917)	(10)%
Percentage of net revenues	10%	12%		

The decrease in general and administrative expenses was primarily driven by a decrease of approximately \$1.1 million in marketing expense, a decrease of approximately \$0.7 million in corporate insurances, a decrease of approximately \$0.7 million in corporate travel expense, a decrease of approximately \$0.7 million in acquisition and new build expenses, partially offset by an increase of approximately \$0.4 million in employee compensation expenses.

#### (Gain) Loss on Sale of Assets

(Dollars in thousands)	Three Months Ended June 30,		\$ Change	% Change
	2024	2023		
(Gain) loss on sale of assets	\$ 2,897	\$ (4,728)	\$ 7,625	(161)%
Percentage of net revenues	1%	(2)%		

The change in (gain) loss on sale of assets was primarily driven by a net loss associated with sale-leaseback activity in the current year.

#### Total Other Expense, net

(Dollars in thousands)	Three Months Ended June 30,		\$ Change	% Change
	2024	2023		
Total other expense, net	\$ 20,254	\$ 18,295	\$ 1,959	11%
Percentage of net revenues	8%	8%		

The increase in other expense was primarily driven by increased interest expense driven by an increase in long term debt coupled with higher average interest rates as compared to the prior year period.

#### Income Tax Provision

Three Months Ended June 30,

(Dollars in thousands)	2024	2023	\$ Change	% Change
Income tax provision	\$ 12,655	\$ 7,205	\$ 5,450	76%
Percentage of net revenues	5%	3%		

The increase in income tax provision was primarily driven by the net, unfavorable income tax impact from equity awards activity in the current quarter.

(Dollars in thousands)	Three Months Ended March 31,		\$ Change	% Change
	2024	2023		
General and administrative	\$ 29,710	\$ 24,183	\$ 5,527	23%
Percentage of net revenues	12%	11%		

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#### Results of Operations for the Six Months Ended June 30, 2024 and 2023

(Dollars in thousands)	Six Months Ended June 30,			
	2024		2023	
	Amount	% of Revenue	Amount	% of Revenue
Net revenues	\$ 494,226	100 %	\$ 462,854	100 %
Store operating costs:				
Cost of labor and chemicals	144,349	29 %	137,616	30 %
Other store operating expenses	196,346	40 %	179,803	39 %
General and administrative	54,622	11 %	52,012	11 %
(Gain) loss on sale of assets, net	1,364	0 %	(4,791)	(1) %
Total costs and expenses	396,681	80 %	364,640	79 %
Operating income	97,545	20 %	98,214	21 %
Other expense:				
Interest expense, net	40,278	8 %	36,043	8 %
Loss on extinguishment of debt	1,882	0 %	-	0 %
Other income	(5,189)	(1) %	-	0 %
Total other expense	36,971	7 %	36,043	8 %
Income before taxes	60,574	12 %	62,171	13 %
Income tax provision	21,846	4 %	13,903	3 %
Net income	\$ 38,728	8 %	\$ 48,268	10 %

## Net Revenues

(Dollars in thousands)	Six Months Ended June 30,		\$ Change	% Change
	2024	2023		
Net revenues	\$ 494,226	\$ 462,854	\$ 31,372	7 %

The increase in net revenues was primarily attributable to the increase in car wash sales due to growth in UWC Members and the year-over-year addition of 42 locations.

## Store Operating Costs

### Cost of Labor and Chemicals

(Dollars in thousands)	Six Months Ended June 30,		\$ Change	% Change
	2024	2023		
Cost of labor and chemicals	\$ 144,349	\$ 137,616	\$ 6,733	5 %
Percentage of net revenues	29 %	30 %		

The increase in cost of labor and chemicals is primarily attributable to an increase in volume and the year-over-year addition of 42 locations, as well as some inflationary pressures on store labor.

### Other Store Operating Expenses

(Dollars in thousands)	Six Months Ended June 30,		\$ Change	% Change
	2024	2023		
Other store operating expenses	\$ 196,346	\$ 179,803	\$ 16,543	9 %
Percentage of net revenues	40 %	39 %		

The increase in other store operating expenses was primarily attributable to the year-over-year addition of 42 locations and some inflationary pressures on utilities and maintenance expenses. Rent expense increased approximately \$5.8 million primarily due to the addition of 31 net new land and building leases.

## General and Administrative

(Dollars in thousands)	Six Months Ended June 30,		\$ Change	% Change
	2024	2023		
General and administrative	\$ 54,622	\$ 52,012	\$ 2,610	5 %
Percentage of net revenues	11 %	11 %		

The increase in general and administrative expenses was primarily driven by approximately \$4.2 million in third party costs related to our debt refinancing in March \$0.5 million 2024, an increase in stock-based compensation costs expense of approximately \$1.0 million, partially offset by a decrease in marketing expense of approximately \$1.6 million, and a decrease in corporate travel expense of approximately \$0.5 million due to tax advisory costs associated with the assessment of our employee retention credit \$1.0 million. As a percentage of net revenues, general and administrative expenses for the three six months ended March 31, 2024 June 30, 2024 remained consistent to the prior year period.

#### Gain (Gain) Loss on Sale of Assets

(Dollars in thousands)	Three Months Ended March 31,		\$ Change	% Change
	2024	2023		
Gain on sale of assets	\$ (1,533)	\$ (63)	\$ (1,470)	2,333%
Percentage of net revenues	(1)%	(0)%		
Six Months Ended June 30,				
(Dollars in thousands)	2024		\$ Change	% Change
	2024	2023		
(Gain) loss on sale of assets	\$ 1,364	\$ (4,791)	\$ 6,155	(128)%
Percentage of net revenues	0%	(1)%		

The change in gain (gain) loss on sale of assets was primarily driven by gains a net loss associated with sale-leaseback activity in the current year.

#### Total Other Expense, net

(Dollars in thousands)	Six Months Ended June 30,		\$ Change	% Change
	2024	2023		
Total other expense, net	\$ 36,971	\$ 36,043	\$ 928	3%
Percentage of net revenues	7%	8%		
Three Months Ended March 31,				
(Dollars in thousands)	2024		\$ Change	% Change
	2024	2023		
Total other expense, net	\$ 16,717	\$ 17,748	\$ (1,031)	(6)%
Percentage of net revenues	7%	8%		

Included The increase in the current quarter's Total other expense, net is driven by increased interest expense of approximately \$20.0 million, which was up approximately \$2.3 million \$4.2 million due to increased long term debt coupled with higher average interest rates and loss on extinguishment of debt of approximately \$1.9 million due to our debt refinancing during the current period, in March 2024, partially offset by a gain of approximately \$5.2 million due to the recognition of an employee retention credit. Only interest expense was included in the prior year's Total other expense, net.

#### Income Tax Provision

(Dollars in thousands)	Three Months Ended March 31,		\$ Change	% Change
	2024	2023		
Income tax provision	\$ 9,191	\$ 6,698	\$ 2,493	37%

Percentage of net revenues	4 %	3 %	
Six Months Ended June 30,			
(Dollars in thousands)	2024	2023	\$ Change
Income tax provision	\$ 21,846	\$ 13,903	\$ 7,943
Percentage of net revenues	4 %	3 %	

The increase in income tax provision was primarily driven by the impact of net, unfavorable income tax expense impact from equity awards activity in the current quarter, year.

## Liquidity and Capital Resources

### Funding Requirements

Our primary requirements for liquidity and capital are to fund our investments in our core business, which includes lease payments, pursue greenfield expansion, location development, and acquisitions of new locations and to service our indebtedness. Historically, these cash requirements have been met through funds raised by the sale of our common stock, utilization of our Revolving Commitment, First Lien Term Loan, sale-leaseback transactions, and cash provided by operations.

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, we had cash and cash equivalents of \$10.7 million \$3.6 million and \$19.0 million, respectively, and \$299.7 **291.7** million and \$149.2 million, respectively, of available borrowing capacity under our Revolving Commitment.

For a description of our credit facilities and our recent debt refinancing, please see Note 8 Debt in the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. As of **March 31, 2024** **June 30, 2024**, we were in compliance with the covenants under the Amended and Restated First Lien Credit Agreement.

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We believe that our sources of liquidity and capital will be sufficient to finance our growth strategy and operations, as well as planned capital expenditures, for at least the next 12 months. However, we cannot assure you that cash provided by operating activities or cash and cash equivalents will be sufficient to meet our future needs. If we are unable to generate sufficient cash flows from operations in the future, we may have to obtain additional financing. If we obtain additional capital by issuing equity, the interests of our existing stockholders will be diluted. If we incur additional indebtedness, that indebtedness may contain significant financial and other covenants that may significantly restrict our operations. We cannot assure you that we could obtain additional financing on favorable terms or at all.

### Cash Flows for the Three Six Months Ended March 31, 2024 June 30, 2024 and 2023

The following table presents our summary cash flows:

(Dollars in thousands)	Three Months Ended March 31,	
	2024	2023
Net cash provided by operating activities	\$ 57,990	\$ 67,017

Net cash used in investing activities	(76,944)	(63,160)
Net cash provided by financing activities	10,652	894
Net change in cash and cash equivalents, and restricted cash	\$ (8,302)	\$ 4,751
<b>Six Months Ended June 30,</b>		
<b>(Dollars in thousands)</b>	<b>2024</b>	<b>2023</b>
Net cash provided by operating activities	\$ 118,882	\$ 117,122
Net cash used in investing activities	(144,642)	(50,231)
Net cash provided by financing activities	10,395	4,120
Net change in cash and cash equivalents, and restricted cash	\$ (15,365)	\$ 71,011

*Operating Activities.* Net cash used in operating activities consists of net income adjusted for certain non-cash items, including stock-based compensation expense, depreciation of property and equipment, gains on disposal of property and equipment, loss on extinguishment of debt, amortization of leased assets and deferred income taxes, as well as the effect of changes in other working capital amounts.

For the **three** six months ended **March 31, 2024** **June 30, 2024**, net cash provided by operating activities was **\$58.0 million** **\$118.9 million** and was comprised of net income of **\$16.6 million** **\$38.7 million**, increased by **\$46.4 million** **\$99.9 million** as a result of non-cash adjustments comprised primarily of depreciation and amortization expense, stock-based compensation expense, non-cash lease expense, deferred income taxes, a gain loss on disposal of property and equipment, a loss on extinguishment of debt, and amortization of debt issuance costs. Changes in working capital balances decreased cash provided by operating activities by **\$5.0 million** **\$19.8 million** and were primarily driven by an increase operating lease payments and increases in accounts receivable, net, other receivables, and decreases in current liabilities, partially offset by the increase decreases to inventory and other noncurrent assets and liabilities and increases in operating lease liability, accounts payable, accrued expense, and deferred revenue.

For the **three** six months ended **March 31, 2023** **June 30, 2023**, net cash provided by operating activities was **\$67.0 million** **\$117.1 million** and was comprised of net income of **\$21.1 million** **\$48.3 million**, increased by **\$39.2 million** **\$74.1 million** as a result of non-cash adjustments comprised primarily of depreciation and amortization expense, stock-based compensation expense, non-cash lease expense, deferred income taxes, a gain on disposal of property and equipment, and amortization of debt issuance costs. Changes in working capital balances increased decreased cash provided by operating activities by **\$6.7 million** **\$5.3 million** and were primarily driven by decreases in current assets operating lease payments and increases in current liabilities, partially offset by the decrease in operating lease liability, other receivables, accounts payable, accrued expense, and deferred revenue.

*Investing Activities.* Our net cash used in investing activities primarily consists of purchases and sale of property and equipment.

For the **three** six months ended **March 31, 2024** **June 30, 2024**, net cash used in investing activities was **\$76.9 million** **\$144.6 million** and was primarily comprised of investments in property and equipment to support our greenfield development and other initiatives, offset by the sale of property and equipment.

For the **three** six months ended **March 31, 2023** **June 30, 2023**, net cash used in investing activities was **\$63.2 million** **\$50.2 million** and was primarily comprised of investment in property and equipment primarily to support our greenfield development and other initiatives and one acquisition, partially offset by the sale of property and equipment.

*Financing Activities.* Our net cash provided by financing activities primarily consists of proceeds and payments on our First Lien Term Loan and Revolving Commitment, payments on finance lease obligations, as well as issuance of common stock under employee plans.

For the **three** **six** months ended **March 31, 2024** **June 30, 2024**, net cash provided by financing activities was **\$10.7 million** **\$10.4 million** and was primarily comprised of proceeds from our refinancing of the First Lien Term Loan and Revolving Commitment, partially offset by payments for **repurchases of common** **payroll tax withholdings to settle cashless stock for stock option** exercises, payments on debt borrowings and Revolving Commitment, and payments of deferred financing costs due to our debt refinancing.

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For the **three** **six** months ended **March 31, 2023** **June 30, 2023**, net cash **used** **provided** by financing activities was **\$0.9 million** **\$4.1 million** and was primarily comprised of proceeds from exercise of stock options, partially offset by payments on finance lease obligations.

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## Critical Accounting Policies and Estimates

Our **unaudited** condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities.

On an ongoing basis, we evaluate our estimates and assumptions, including those related to revenue recognition, goodwill and other intangible assets, income taxes and stock-based compensation. We base our estimates on historical experience, current developments and on various other assumptions that we believe to be reasonable under these circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that cannot readily be determined from other sources. There can be no assurance that actual results will not differ from those estimates.

The significant accounting policies and estimates used in preparation of the **unaudited** condensed consolidated financial statements are described in our 2023 Form 10-K. There have been no material changes to our significant accounting policies during the **three** **and six** months ended **March 31, 2024** **June 30, 2024**.

## Recent Accounting Pronouncements

See Note 2 to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for a discussion of recent accounting pronouncements.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk from changes in interest rates and inflation. All these market risks arise in the normal course of business, as we do not engage in speculative trading activities. The following analysis provides quantitative information regarding these risks.

### Interest Rate Risk

Our First Lien Term Loan bears interest at variable rates, which exposes us to market risks relating to changes in interest rates. Interest rate risk is highly sensitive due to many factors, including U.S. monetary and tax policies, U.S. and international economic factors, and other factors beyond our control. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, we had \$925.0 million and \$901.2 million, respectively, of variable rate debt outstanding under our First Lien Term Loan. Based on the balance outstanding under our First Lien Term Loan as of **March 31, 2024** **June 30, 2024**, an increase or decrease of 100 basis points in the effective interest rate on the First Lien Term Loan would cause an increase or decrease in interest expense of approximately \$9 million over the next 12 months.

#### **Impact of Inflation**

Our results of operations and financial condition are presented based on historical cost. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we have recently experienced the effects of inflation on our results of operations and financial condition. In light of the current inflationary market conditions, we cannot assure you that our results of operations and financial condition will not be materially impacted by inflation in the future.

#### **Item 4. Controls and Procedures.**

##### ***Disclosure Controls and Procedures***

In order to ensure that the information we must disclose in our filings with the Securities and Exchange Commission (the "SEC") is recorded, processed, summarized and reported on a timely basis, we have developed and implemented disclosure controls and procedures. Our management, with the participation of our President and Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of **March 31, 2024** **June 30, 2024**. Based on that evaluation, our management, including the President and Chief Executive Officer and the Chief Financial Officer, has concluded that our disclosure controls and procedures were effective as of **March 31, 2024** **June 30, 2024** in ensuring that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to our management, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

##### ***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting that occurred during the three months ended **March 31, 2024** **June 30, 2024** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## **PART II—OTHER INFORMATION**

#### **Item 1. Legal Proceedings.**

We are subjected from time-to-time to various claims, lawsuits and other legal proceedings, including intellectual property claims. Some of these claims, lawsuits and other legal proceedings involve highly complex issues, and often these issues are subject to substantial uncertainties. Accordingly, our potential liability with respect to a large portion of such claims, lawsuits and other legal proceedings cannot be estimated with certainty. Management, with the assistance of legal counsel, periodically reviews the status of each significant matter and

assesses potential financial exposure. We recognize provisions for claims or pending litigation when we determine that an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertain nature of litigation, the ultimate outcome or actual cost of settlement may materially vary from estimates. If management's estimates prove incorrect, we could incur a charge to earnings which could have a material and adverse effect on our business, results of operations, and financial condition.

#### **Class Action Litigation**

On February 14, 2023, a plaintiff filed a purported class action lawsuit in the Stanislaus County Superior Court, California, on behalf of all non-exempt employees employed by Defendants Prime Shine LLC, a wholly-owned subsidiary of the Company, in California any time between February 14, 2019, and the present, against Prime Shine, LLC and Does 1 – 20 inclusive. Plaintiff alleges eight claims for violations of the California Labor Code and one claim for violation of the California Business & Professions Code. On June 13, 2023, Plaintiff filed a First Amended Complaint to add a claim for penalties pursuant to the Private Attorneys General Act. Plaintiff seeks, among other things, an unspecified amount for unpaid wages, actual, consequential, and incidental losses, penalties, and attorneys' fees and costs. The parties agreed to an informal exchange of information in lieu of formal discovery prior to mediation with an experienced wage-and-hour mediator. In October 2023, following mediation, both parties agreed to settle the lawsuit. A financial amount was accrued that was not material to our consolidated financial statements. A formal written settlement agreement has been executed by the parties however, final settlement and resolution is contingent upon the satisfaction of certain conditions including subsequent approval from the California Department of Labor and the court. Should all these conditions be met, Court granted preliminary approval of settlement. No putative class members objected or opted out of the settlement during the class action lawsuit will be considered settled. settlement notice period. The Court entered final approval of the class action settlement on July 19, 2024. By mid-2025, following the settlement funding, the court clerk is expected to administratively close the case.

#### **Item 1A. Risk Factors.**

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors disclosed in Part I. Item 1A. "Risk Factors" and in Part II. Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2023 Form 10-K, before making an investment decision. Our business, financial condition and results of operations could be materially and adversely affected by any of these risks or uncertainties. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment. There have been no material changes to the risk factors described in Part I. Item 1A. "Risk Factors" of our 2023 Form 10-K.

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

None.

#### **Item 3. Defaults Upon Senior Securities.**

None.

#### **Item 4. Mine Safety Disclosures.**

Not applicable.

#### **Item 5. Other Information.**

##### **Rule 10b5-1 Trading Plan Arrangements**

During the quarter three months ended **March 31, 2024** **June 30, 2024**, none of our the directors or officers (as defined in Rule 16a-1 of the Exchange Act) Company adopted, modified or terminated a Rule any "Rule 10b5-1 trading arrangement" or a non-Rule "non-Rule 10b5-1 trading arrangement (as such arrangement", as those terms are defined under in Regulation S-K, Item 408, of Regulation S-K), except as described below:

32 On June 10, 2024, Joseph Matheny, Chief Innovation Officer, entered into a trading arrangement during an open window period under the Company's Insider Trading Compliance Policy, intended to satisfy the affirmative defense of Rule 10b5-1(c) and provides for the potential sale of up to 371,520 shares of the Company's common stock until July 14, 2025.

## Item 6. Exhibits.

Exhibit		File.			Filed/Furnished			File.			Filed/Furnished		
Number	Description	Form	No	Exhibit	Filing Date	Herewith		Description	Form	No	Exhibit	Filing Date	Herewith
3.1	<a href="#">Amended and Restated Certificate of Incorporation of the Company</a>	8-K	001-	3.2	06/01/2022	40542		<a href="#">Amended and Restated Certificate of Incorporation of the Company</a>	8-K	001-	3.2	06/01/2022	40542
3.2	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company</a>	8-K	001-	3.1	06/01/2023	40542		<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company</a>	8-K	001-	3.1	06/01/2023	40542
3.3	<a href="#">Amended and Restated Bylaws of the Company</a>	8-K	001-	3.2	07/02/2021	40542		<a href="#">Amended and Restated Bylaws of the Company</a>	8-K	001-	3.2	07/02/2021	40542
10.1	<a href="#">Amendment No. 5 to the First Lien Term Loan Agreement, dated March 27, 2024, by and among Mister Car Wash Holdings, Inc. and the parties thereto named therein.</a>	8-K	001-	10.1	04/01/2024	40542		<a href="#">Transition and Severance Agreement, dated June 24, by and between Mister Car Wash, Inc. And Mayra Chimienti</a>	8-K	001-	10.1	06/28/2024	40542

31.1	<p><u><a href="#">Certification of Principal</a></u></p> <p><u><a href="#">Executive Officer Pursuant to</a></u></p> <p><u><a href="#">Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a></u></p>	*	<p><u><a href="#">Certification of Principal Executive Officer Pursuant to</a></u></p> <p><u><a href="#">Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a></u></p>	*
31.2	<p><u><a href="#">Certification of Principal</a></u></p> <p><u><a href="#">Financial Officer Pursuant to</a></u></p> <p><u><a href="#">Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a></u></p>	*	<p><u><a href="#">Certification of Principal Financial Officer Pursuant to</a></u></p> <p><u><a href="#">Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a></u></p>	*
32.1	<p><u><a href="#">Certification of Principal</a></u></p> <p><u><a href="#">Executive Officer Pursuant to</a></u></p> <p><u><a href="#">18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a></u></p>	**	<p><u><a href="#">Certification of Principal Executive Officer Pursuant to</a></u></p> <p><u><a href="#">18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a></u></p>	**

32.2	<p><a href="#"><u>Certification of Principal</u></a></p> <p><a href="#"><u>Financial Officer Pursuant to</u></a></p> <p><a href="#"><u>18 U.S.C. Section 1350, as</u></a></p> <p><a href="#"><u>Adopted Pursuant to Section</u></a></p> <p><a href="#"><u>906 of the Sarbanes-Oxley</u></a></p> <p><a href="#"><u>Act of 2002.</u></a></p>	**	<p><a href="#"><u>Certification of</u></a></p> <p><a href="#"><u>Principal Financial</u></a></p> <p><a href="#"><u>Officer Pursuant to</u></a></p> <p><a href="#"><u>18 U.S.C. Section</u></a></p> <p><a href="#"><u>1350, as Adopted</u></a></p> <p><a href="#"><u>Pursuant to Section</u></a></p> <p><a href="#"><u>906 of the</u></a></p> <p><a href="#"><u>Sarbanes-Oxley</u></a></p> <p><a href="#"><u>Act of 2002.</u></a></p>	**
101.INS	<p>Inline XBRL Instance</p> <p>Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.</p>	*	<p>Inline XBRL</p> <p>Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.</p>	*
101.SCH	<p>Inline XBRL Taxonomy</p> <p>Extension Schema Document</p>	*	<p>Inline XBRL</p> <p>Taxonomy</p> <p>Extension Schema Document</p>	*
101.CAL	<p>Inline XBRL Taxonomy</p> <p>Extension Calculation</p> <p>Linkbase Document</p>	*	<p>Inline XBRL</p> <p>Taxonomy</p> <p>Extension</p> <p>Calculation</p> <p>Linkbase Document</p>	*
101.DEF	<p>Inline XBRL Taxonomy</p> <p>Extension Definition</p> <p>Linkbase Document</p>	*	<p>Inline XBRL</p> <p>Taxonomy</p> <p>Extension Definition</p> <p>Linkbase Document</p>	*
101.LAB	<p>Inline XBRL Taxonomy</p> <p>Extension Label Linkbase</p> <p>Document</p>	*	<p>Inline XBRL</p> <p>Taxonomy</p> <p>Extension Label</p> <p>Linkbase Document</p>	*
101.PRE	<p>Inline XBRL Taxonomy</p> <p>Extension Presentation</p> <p>Linkbase Document</p>	*	<p>Inline XBRL</p> <p>Taxonomy</p> <p>Extension</p> <p>Presentation</p> <p>Linkbase Document</p>	*

104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	* Cover Page Interactive Data File (embedded within the Inline XBRL document)	* Cover Page Interactive Data File (embedded within the Inline XBRL document)
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\* Filed herewith.

\*\* Furnished herewith.

+ Schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company undertakes to furnish supplemental copies of any of the omitted schedules upon request by the SEC.

^ Portions of this exhibit have been omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K.

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#### 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.

Mister Car Wash, Inc.

Date: **May 3, 2024** August 02, 2024

By: \_\_\_\_\_ /s/ John Lai  
John Lai

Chairperson, President and Chief Executive Officer  
(Principal Executive Officer)

Date: **May 3, 2024** August 02, 2024

By: \_\_\_\_\_ /s/ Jedidiah Gold  
Jedidiah Gold  
Chief Financial Officer  
(Principal Financial Officer)

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**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, John Lai, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended **March 31, 2024** **June 30, 2024** of Mister Car Wash, I
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(s) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2024 August 02, 2024

By: \_\_\_\_\_ /s/ John Lai

John Lai

Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

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**Exhibit 31.2**

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jedidiah Gold, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended **March 31, 2024** **June 30, 2024** of Mister Car Wash, I
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(s) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is

reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **May 3, 2024** **August 02, 2024**

By: \_\_\_\_\_ /s/ **Jedidiah Gold**  
Jedidiah Gold  
Chief Financial Officer  
(Principal Financial Officer)

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**Exhibit 32.1**

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

In connection with the Quarterly Report of Mister Car Wash, Inc. (the "Company") on Form 10-Q for the quarterly period ended **March 31, 2024** **June 30, 2024** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: **May 3, 2024** **August 02, 2024**

By: \_\_\_\_\_ /s/ **John Lai**  
John Lai  
Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

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**Exhibit 32.2**

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

In connection with the Quarterly Report of Mister Car Wash, Inc. (the "Company") on Form 10-Q for the quarterly period ended **March 31, 2024** **June 30, 2024** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: **May 3, 2024** **August 02, 2024**

By: \_\_\_\_\_ **/s/ Jedidiah Gold**  
**Jedidiah Gold**  
Chief Financial Officer  
(Principal Financial Officer)

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