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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 28, 2026

THE CHEFS' WAREHOUSE, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-35249	20-3031526
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

100 East Ridge Road
Ridgefield, Connecticut 06877
(Address of principal executive offices)

Registrant's telephone number, including area code: (203) 894-1345

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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	CHEF	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

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

Item 2.02.

Results of Operations and Financial Condition.

In a press release dated October 28, 2026 (the "Press Release"), The Chefs' Warehouse, Inc. (the "Company") announced financial results for the Company's thirteen and thirty-nine weeks ended September 25, 2026. The full text of the Press Release is furnished herewith as Exhibit 99.1 to this report.

The information contained in Item 2.02 of this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01.

Financial Statements and Exhibits.

(d) *Exhibits*.

Exhibit No.	Description
99.1	Press Release of The Chefs' Warehouse, Inc. dated October 28, 2026.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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 hereunto duly authorized.

THE CHEFS' WAREHOUSE, INC.

By: /s/ James Leddy

Name: James Leddy
Title: Chief Financial Officer

Date: October 28, 2026

The Chefs' Warehouse Reports Third Quarter 2026 Financial Results

Ridgefield, CT, October 28, 2026 - The Chefs' Warehouse, Inc. (NASDAQ: CHEF) (the "Company" or "Chefs'"), a premier distributor of specialty food products in the United States, the Middle East, and Canada, today reported financial results for its third quarter ended September 25, 2026.

Financial highlights for the third quarter of 2026:

- Net sales increased 11.2% to $1.14 billion for the third quarter of 2026 from $1.02 billion for the third quarter of 2025.
- GAAP net income was $29.6 million, or $0.67 per diluted share, for the third quarter of 2026 compared to $19.1 million, or $0.44 per diluted share, in the third quarter of 2025.
- Adjusted net income per share[1] was $0.66 for the third quarter of 2026 compared to $0.50 for the third quarter of 2025.
- Adjusted EBITDA[1] was $82.2 million for the third quarter of 2026 compared to $65.1 million for the third quarter of 2025.

"Revenue trends displayed typical seasonal cadence through the third quarter of 2026, building from the summer months into September with strong year-over-year growth. Our regional Chefs' Warehouse teams delivered excellent execution across markets and product categories – driving strong growth in revenue and gross profit dollars; as well as continued progress increasing relevance with our customer base with solid year-over-year growth in unique item placements and unique customers. Our Middle East operations continue to operate effectively in a challenging environment. Revenue trends in recent weeks have been approximately 100% of prior-year, as food-away-from-home activity is supported by local residents and ex-patriots returning from the summer off-season", said Christopher Pappas, Chairman and Chief Executive of the Company. "Momentum continued into October, and as we head into the busy holiday season, I would like to thank all our Chefs' Warehouse teams, from sales, procurement and operations to all the supporting functions, for their dedication and commitment to delivering our diverse, high-quality product, and service, in partnership with our suppliers and customers and the communities we serve."

Third Quarter Fiscal 2026 Results

Net sales for the third quarter of 2026 increased 11.2% to $1.14 billion from $1.02 billion in the third quarter of 2025. Organic sales increased $105.4 million, or 10.3% versus the prior year quarter. Sales growth of $8.7 million, or 0.9%, was primarily a result of acquisitions. Organic case count increased approximately 6.1% in the Company's specialty category for the third quarter of 2026 with unique customer and placement increases of 4.4% and 7.2% respectively, compared to the third quarter of 2025. Organic pounds sold in the Company's center-of-the-plate category increased approximately 6.6% for the third quarter of 2026 compared to the prior year quarter.

Gross profit increased 15.0% to $284.3 million for the third quarter of 2026 from $247.2 million for the third quarter of 2025. The increase in gross profit dollars was primarily a result of increased sales volumes, price inflation and acquisitions. Gross profit margins increased approximately 84 basis points to 25.0%. Gross profit margins increased 63 basis points in the Company's specialty category and increased 137 basis points in the center-of-the-plate category.

Selling, general and administrative expenses increased by approximately 12.1% to $233.4 million for the third quarter of 2026 from $208.1 million for the third quarter of 2025. The increase was primarily due to higher costs associated with compensation and benefits, facilities and distribution to support sales growth, fuel costs, as well as higher depreciation expense driven by facility and fleet investments. As a

[1]Earnings before interest, taxes, depreciation and amortization ("EBITDA"), Adjusted EBITDA, adjusted net income and adjusted net income per share are non-GAAP measures. Please see the schedules accompanying this earnings release for a reconciliation of EBITDA, Adjusted EBITDA, adjusted net income and adjusted net income per share to these measures' most directly comparable GAAP measure.

percentage of net sales, selling, general and administrative expenses were 20.6% in the third quarter of 2026 compared to 20.4% in the third quarter of 2025.

Operating income for the third quarter of 2026 was $51.5 million compared to $38.9 million for the third quarter of 2025. The increase in operating income was driven primarily by higher gross profit, partially offset by higher selling, general and administrative expenses, as discussed above. As a percentage of net sales, operating income was 4.4% in the third quarter of 2026 as compared to 3.8% in the third quarter of 2025.

Interest expense decreased to $9.0 million for the third quarter of 2026 compared to $10.5 million for the third quarter of 2025. The decrease was primarily due to lower aggregate principal amounts of debt outstanding and lower interest rates in the current period compared to the prior year quarter.

The Company's effective tax rate was 30.3% and 32.6% for the third quarters of 2026 and 2025, respectively. The effective rate for the third quarter of 2026 includes a discrete tax benefit related to the vesting of stock awards.

Net income for the third quarter of 2026 was $29.6 million, or $0.67 per diluted share, compared to $19.1 million, or $0.44 per diluted share, for the third quarter of 2025.

Adjusted EBITDA[1] was $82.2 million for the third quarter of 2026 compared to $65.1 million for the third quarter of 2025. For the third quarter of 2026, adjusted net income[1] was $29.5 million, or $0.66 per diluted share compared to adjusted net income of $21.5 million, or $0.50 per diluted share for the third quarter of 2025.

2026 Guidance

We are raising our fiscal 2026 full year financial guidance as follows:

- Net sales in the range of $4.56 billion to $4.61 billion,
- Gross profit to be between $1.130 billion and $1.140 billion and
- Adjusted EBITDA[1] to be between $317 million and $321 million.

Third Quarter 2026 Earnings Conference Call

The Company will host a conference call to discuss third quarter 2026 financial results today at 8:30 a.m. ET. Hosting the call will be Chris Pappas, chairman and chief executive officer, and Jim Leddy, chief financial officer. The conference call will be webcast live from the Company's investor relations website at http://investors.chefswarehouse.com. An online archive of the webcast will be available on the Company's investor relations website.

Non-GAAP Financial Measures

We present EBITDA, adjusted EBITDA, adjusted net income and adjusted net income per share, as well as forecasted EBITDA and adjusted EBITDA ranges, which are not measurements determined in accordance with the U.S. Generally Accepted Accounting Principles ("GAAP"), because we believe these measures provide additional metrics to evaluate our operations and our forecasted results and which we believe, when considered with both our GAAP results and the reconciliation to net income and net income available to common shareholders, provide a more complete understanding of our business than could be obtained absent this disclosure. We use EBITDA, adjusted EBITDA, adjusted net income and adjusted net income per share together with financial measures prepared in accordance with GAAP, such as revenue and cash flows from operations, to assess our historical and prospective operating performance

[1]EBITDA, Adjusted EBITDA, adjusted net income and adjusted net income per share are non-GAAP measures. Please see the schedules accompanying this earnings release for a reconciliation of EBITDA, Adjusted EBITDA, adjusted net income and adjusted net income per share to these measures' most directly comparable GAAP measure.

and to enhance our understanding of our core operating performance. The use of EBITDA, adjusted EBITDA, adjusted net income and adjusted net income per share as performance measures permits a comparative assessment of our operating performance relative to our GAAP performance while isolating the effects of some items that vary from period to period without any correlation to core operating performance or that vary widely among similar companies.

Other companies may calculate these non-GAAP financial measures differently, and therefore our measures may not be comparable to similarly titled measures of other companies. These non-GAAP financial measures should only be used as supplemental measures of our operating performance.

Please see the schedules accompanying this earnings release for a reconciliation of EBITDA, adjusted EBITDA, adjusted net income and adjusted net income per share to these measures' most directly comparable GAAP measure.

Forward-Looking Statements

Statements in this press release regarding the Company's business that are not historical facts are "forward-looking statements" that involve risks and uncertainties and are based on current expectations and management estimates; actual results may differ materially. The risks and uncertainties which could impact these statements include, but are not limited to the following: our success depends to a significant extent upon general economic conditions, including disposable income levels and changes in consumer discretionary spending; the relatively low margins of our business, which are sensitive to inflationary and deflationary pressures and intense competition; changes in our credit profile and any effect they may have on our relationships with suppliers; the effects of rising costs for and/or decreases in supply of commodities, ingredients, packaging, other raw materials, distribution and labor; price reductions by our manufacturers of products that we sell which could cause the value of our inventory to decline or our customers to demand lower sales prices; fuel cost volatility and its impact on distribution, packaging and energy costs; our continued ability to promote our brand successfully, to anticipate and respond to new customer demands, and to develop new products and markets to compete effectively; our ability and the ability of our supply chain partners to continue to operate distribution centers and other work locations without material disruption, and to procure ingredients, packaging and other raw materials when needed despite disruptions in the supply chain or labor shortages; risks associated with the expansion of our business; our possible inability to identify new acquisitions or to integrate recent or future acquisitions, or our failure to realize anticipated revenue enhancements, cost savings or other synergies from recent or future acquisitions; other factors that affect the food industry generally, including: recalls if products become adulterated or misbranded, liability if product consumption causes injury, ingredient disclosure and labeling laws and regulations and the possibility that customers could lose confidence in the safety and quality of certain food products; new information or attitudes regarding diet and health or adverse opinions about the health effects of the products we distribute; dependence on independent certifications for products; changes in disposable income levels and consumer purchasing habits; competitors' pricing practices and promotional spending levels; fluctuations in the level of our customers' inventories and credit and other related business risks; and the risks associated with third-party suppliers, including the risk that any failure by one or more of our third-party suppliers to comply with food safety or other laws and regulations may disrupt our supply of raw materials or certain products or injure our reputation; our ability to recruit and retain senior management and a highly skilled and diverse workforce; unanticipated expenses, including, without limitation, litigation or legal settlement expenses, adverse judgments, or impairment charges; the cost and adequacy of our insurance policies; the impact and effects of public health crises, pandemics and epidemics and the adverse impact thereof on our business, financial condition, and results of operations; economic and other developments, or events, including adverse weather conditions, in the culinary markets in which we operate; information technology system failures, cybersecurity incidents, or other disruptions to our use of technology and networks; our ability to realize the benefits we anticipate from investments in information technology; our ability to protect our intellectual

property; significant governmental regulation and any potential failure to comply with such regulations; changing rules, public disclosure regulations and stakeholder expectations on ESG-related matters; federal, state, provincial and local tax rules in the United States and the foreign countries in which we operate, including tax reform and legislation; climate change, or the legal, regulatory or market measures being implemented to address climate change; the concentration of ownership among our existing executive officers, directors and their affiliates which may prevent new investors from influencing significant corporate decisions; risks relating to our substantial indebtedness; our ability to raise additional capital and/or obtain debt or other financing, on commercially reasonable terms or at all; our ability to meet future cash requirements, including the ability to access financial markets effectively and maintain sufficient liquidity; the effects of currency movements in the jurisdictions in which we operate as compared to the U.S. dollar; and the effects of international trade disputes, tariffs, quotas and other import or export restrictions on our international procurement, sales and operations. Any forward-looking statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. A more detailed description of these and other risk factors is contained in the Company's most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 24, 2026 and other reports filed by the Company with the SEC since that date. The Company is not undertaking to update any information until required by applicable laws. Any projections of future results of operations are based on a number of assumptions, many of which are outside the Company's control and should not be construed in any manner as a guarantee that such results will in fact occur. These projections are subject to change and could differ materially from final reported results. The Company may from time to time update these publicly announced projections, but it is not obligated to do so.

About The Chefs' Warehouse

The Chefs' Warehouse, Inc. (http://www.chefswarehouse.com) is a premier distributor of specialty food products in the United States, the Middle East and Canada focused on serving the specific needs of chefs who own and/or operate some of the nation's leading menu-driven independent restaurants, fine dining establishments, country clubs, hotels, caterers, culinary schools, bakeries, patisseries, chocolateries, cruise lines, casinos and specialty food stores. The Chefs' Warehouse, Inc. carries and distributes more than 90,000 products to more than 55,000 customer locations throughout the United States, the Middle East and Canada.

Contact:
Investor Relations
Jim Leddy, CFO, (718) 684-8415

THE CHEFS' WAREHOUSE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited; in thousands except share amounts and per share data)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25, 2026	September 26, 2025	September 25, 2026	September 26, 2025
Net sales	$ 1,135,379	$ 1,021,319	$ 3,363,002	$ 3,006,973
Cost of sales	851,044	774,128	2,528,412	2,279,448
Gross profit	284,335	247,191	834,590	727,525
Selling, general and administrative expenses	233,407	208,125	691,729	624,638
Other operating (income) expenses, net	(558)	130	(388)	1,000
Operating income	51,486	38,936	143,249	101,887
Interest expense	8,999	10,535	28,806	31,503
Income before income taxes	42,487	28,401	114,443	70,384
Income tax expense	12,870	9,253	33,692	19,707
Net income	$ 29,617	$ 19,148	$ 80,751	$ 50,677
Net income per share:				
Basic	$ 0.76	$ 0.50	$ 2.08	$ 1.31
Diluted	$ 0.67	$ 0.44	$ 1.83	$ 1.18
Numerator:				
Net income	$ 29,617	$ 19,148	$ 80,751	$ 50,677
Add effect of dilutive securities:				
Interest on convertible notes, net of tax	1,175	1,226	3,524	3,677
Net income available to common shareholders	$ 30,792	$ 20,374	$ 84,275	$ 54,354
Denominator:				
Weighted average basic common shares outstanding	38,814,944	38,575,691	38,852,135	38,717,363
Dilutive effect of unvested common shares and stock options	852,296	729,276	772,396	744,749
Dilutive effect of convertible notes	6,494,970	6,494,970	6,494,970	6,494,970
Weighted average diluted common shares outstanding	46,162,210	45,799,937	46,119,501	45,957,082

THE CHEFS' WAREHOUSE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited; in thousands)

	September 25, 2026	December 26, 2025
Cash and cash equivalents	$ 164,725	$ 120,982
Accounts receivable, net	398,827	392,374
Inventories	404,474	385,722
Prepaid expenses and other current assets	73,961	70,811
Total current assets	1,041,987	969,889
Property and equipment, net	353,047	342,019
Operating lease right-of-use assets	196,013	205,270
Goodwill	363,407	362,742
Intangible assets, net	120,649	137,310
Other assets	8,116	10,777
Total assets	$ 2,083,219	$ 2,028,007
Accounts payable	$ 253,871	$ 275,622
Accrued liabilities	87,823	78,458
Short-term operating lease liabilities	24,188	24,832
Accrued compensation	73,114	66,350
Current portion of long-term debt	32,105	28,197
Total current liabilities	471,101	473,459
Long-term debt, net of current portion	696,769	720,333
Operating lease liabilities	192,713	201,542
Deferred taxes, net	30,847	22,424
Other liabilities	5,231	5,940
Total liabilities	1,396,661	1,423,698
Common stock	408	407
Additional paid in capital	415,516	405,020
Accumulated other comprehensive loss	(3,341)	(2,763)
Retained earnings	273,975	201,645
Stockholders' equity	686,558	604,309
Total liabilities and stockholders' equity	$ 2,083,219	$ 2,028,007

THE CHEFS' WAREHOUSE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited; in thousands)

	Thirty-Nine Weeks Ended	
	September 25, 2026	**September 26, 2025**
Cash flows from operating activities:		
Net income	$ 80,751	$ 50,677
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	45,883	39,045
Amortization of intangible assets	16,624	18,187
Provision for allowance for credit losses	10,013	9,610
Deferred income tax provision	8,366	4,914
Stock compensation	22,123	14,551
Non-cash interest and other operating activities	1,562	5,345
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable	(15,723)	11,327
Inventories	(19,154)	(70,137)
Prepaid expenses and other current assets	(5,230)	(1,085)
Accounts payable, accrued liabilities and accrued compensation	(4,001)	(26,825)
Other liabilities		
Other assets and liabilities	(76)	(257)
Net cash provided by operating activities	141,138	55,352
Cash flows from investing activities:		
Capital expenditures	(25,413)	(33,340)
Cash paid for acquisitions, net of cash acquired	(283)	—
Net cash used in investing activities	(25,696)	(33,340)
Cash flows from financing activities:		
Payment of debt and other financing obligations	(7,250)	(12,250)
Payment of finance leases	(15,935)	(11,843)
Common stock repurchases	(10,003)	(15,005)
Payment of deferred financing fees	—	(658)
Proceeds from exercise of stock options	2,041	—
Surrender of shares to pay withholding taxes	(10,455)	(11,833)
Payments under asset-based loan facility	(30,000)	(20,000)
Excess tax benefits on stock compensation		
Net cash used in financing activities	(71,602)	(71,589)
Effect of foreign currency translation on cash and cash equivalents	(97)	(17)
Net change in cash and cash equivalents	43,743	(49,594)
Cash and cash equivalents at beginning of period	120,982	114,655
Cash and cash equivalents at end of period	$ 164,725	$ 65,061

THE CHEFS' WAREHOUSE, INC.
RECONCILIATION OF NET INCOME TO EBITDA AND ADJUSTED EBITDA
(unaudited; in thousands)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25, 2026	**September 26, 2025**	**September 25, 2026**	**September 26, 2025**
Net income	$ 29,617	$ 19,148	$ 80,751	$ 50,677
Interest expense	8,999	10,535	28,806	31,503
Depreciation and amortization of property and equipment	15,723	13,713	45,883	39,045
Amortization of intangible assets	5,453	6,084	16,624	18,187
Income tax expense	12,870	9,253	33,692	19,707
EBITDA (1)	72,662	58,733	205,756	159,119
Adjustments:				
Stock compensation (2)	9,297	4,922	22,123	14,551
Other operating (income) expenses, net (3)	(558)	130	(388)	1,000
Duplicate rent (4)	756	1,157	2,871	2,875
Moving expenses (5)	29	111	29	438
Adjusted EBITDA (1)	$ 82,186	$ 65,053	$ 230,391	$ 177,983

1. See the "Non-GAAP Financial Measures" section of the press release.

2. Represents non-cash stock compensation expense associated with awards of restricted shares of our common stock and stock options to our key employees and our independent directors.

3. Represents non-cash changes in the fair value of contingent earn-out liabilities related to our acquisitions, non-cash charges related to asset disposals, asset impairments, including intangible asset impairment charges, certain third-party deal costs incurred in connection with our acquisitions or financing arrangements and certain other costs.

4. Represents rent and occupancy costs expected to be incurred in connection with our facility consolidations while we are unable to use those facilities.

5. Represents moving expenses for the consolidation and expansion of several of our distribution facilities.

THE CHEFS' WAREHOUSE, INC.
RECONCILIATION OF NET INCOME TO ADJUSTED NET INCOME AND ADJUSTED NET INCOME PER SHARE
(unaudited; in thousands except share amounts and per share data)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25, 2026	September 26, 2025	September 25, 2026	September 26, 2025
Net income	$ 29,617	$ 19,148	$ 80,751	$ 50,677
Adjustments to reconcile net income to adjusted net income (1):				
Other operating (income) expenses, net (2)	(558)	130	(388)	1,000
Duplicate rent (3)	756	1,157	2,871	2,875
Moving expenses (4)	29	111	29	438
Debt modification and extinguishment expenses (5)	—	—	655	525
Tax effect of adjustments (6)	(371)	909	(2,767)	(1,355)
Total adjustments	(144)	2,307	400	3,483
Adjusted net income (1)	$ 29,473	$ 21,455	$ 81,151	$ 54,160
Diluted adjusted net income per common share (1)	$ 0.66	$ 0.50	$ 1.84	$ 1.26
Numerator:				
Adjusted net income (1)	$ 29,473	$ 21,455	$ 81,151	$ 54,160
Add effect of dilutive securities:				
Interest on convertible notes, net of tax	1,175	1,226	3,524	3,677
Adjusted net income available to common shareholders	$ 30,648	$ 22,681	$ 84,675	$ 57,837
Denominator:				
Weighted average basic common shares outstanding	38,814,944	38,575,691	38,852,135	38,717,363
Dilutive effect of unvested common shares and stock options	852,296	729,276	772,396	744,749
Dilutive effect of convertible notes	6,494,970	6,494,970	6,494,970	6,494,970
Weighted average diluted common shares outstanding	46,162,210	45,799,937	46,119,501	45,957,082

1. See the "Non-GAAP Financial Measures" section of the press release.

2. Represents non-cash changes in the fair value of contingent earn-out liabilities related to our acquisitions, non-cash charges related to asset disposals, asset impairments, including intangible asset impairment charges, certain third-party deal costs incurred in connection with our acquisitions or financing arrangements and certain other costs.

3. Represents rent and occupancy costs expected to be incurred in connection with our facility consolidations while we are unable to use those facilities.

4. Represents moving expenses for the consolidation and expansion of several of our distribution facilities.

5. Represents debt modification costs, extinguishment costs and interest expense related to the write-off of certain deferred financing fees related to our credit agreements.

6. Represents the adjustments to the tax expense values to reflect a normalized annual effective tax rate on adjusted pretax earnings of 31.0% and 28.0% for the third quarters of 2026 and 2025, respectively, and year-to-date periods of 2026 and 2025, respectively.

THE CHEFS' WAREHOUSE, INC.
RECONCILIATION OF ADJUSTED EBITDA GUIDANCE FOR FISCAL 2026
(unaudited; in thousands)

	Low-End Guidance	High-End Guidance
Net income:	$ 108,500	$ 110,000
Income tax expense	45,000	45,500
Depreciation and amortization of property and equipment	85,000	85,000
Interest expense	45,500	46,500
EBITDA (1)	284,000	287,000
Adjustments:		
Stock compensation (2)	29,000	30,000
Duplicate rent (3)	3,500	3,500
Other operating expenses (4)	500	500
Adjusted EBITDA (1)	$ 317,000	$ 321,000

1. See the "Non-GAAP Financial Measures" section of the press release.

2. Represents non-cash stock compensation expense associated with awards of restricted shares of our common stock and stock options to our key employees and our independent directors.

3. Represents rent and occupancy costs expected to be incurred in connection with our facility consolidations while we are unable to use those facilities.

4. Represents non-cash changes in the fair value of contingent earn-out liabilities related to our acquisitions, non-cash charges related to asset disposals, asset impairments, including intangible asset impairment charges, certain third-party deal costs incurred in connection with our acquisitions or financing arrangements, moving expenses for the consolidation and expansion of several of our distribution facilities and certain other costs.