Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2020

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
POTBELLY SANDWICH WORKS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2000

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
POTBELLY SANDWICH WORKS, LLC

111 N. CANAL STREET
SUITE 850
CHICAGO, IL 60606

2b Employer Identification Number (EIN) 36-4063453

2c Plan Sponsor's telephone number 312-334-5813

2d Business code (see instructions) 722513

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	12/12/2023	PAT WALSH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:

a Sponsor's name

c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	5370
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	5204
a(2) Total number of active participants at the end of the plan year	**6a(2)**	4279
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	176
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	4455
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	4455
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	600
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	68
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2K 2T 2E 2F 2G 2J 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- (1) [ ] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) [ ] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) [X] **R** (Retirement Plan Information)
- (2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) [X] **H** (Financial Information)
- (2) [ ] **I** (Financial Information – Small Plan)
- (3) [ ] 0 **A** (Insurance Information)
- (4) [X] **C** (Service Provider Information)
- (5) [X] **D** (DFE/Participating Plan Information)
- (6) [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2020 Form M-1 annual report. If the plan was not required to file the 2020 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2020** **This Form is Open to Public Inspection.**

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
POTBELLY SANDWICH WORKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
POTBELLY SANDWICH WORKS, LLC

D Employer Identification Number (EIN)
36-4063453

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	53923	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

MORGAN STANLEY GLOBAL BANKING OPER

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	INVESTMENT ADVISOR	21750	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

MORGAN STANLEY SMITH BARNEY LLC

20-8764829

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	INVESTMENT ADVISOR	7250	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METWEST TOT RTN BD I - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PGIM QMA MDCP VAL Z - PRUDENTIAL M 22-3703799	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III	**Termination Information on Accountants and Enrolled Actuaries (see instructions)** (complete as many entries as needed)

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2020

This Form is Open to Public Inspection.

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
POTBELLY SANDWICH WORKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
POTBELLY SANDWICH WORKS, LLC

D Employer Identification Number (EIN)
36-4063453

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STBL VAL III

b Name of sponsor of entity listed in (a): INVESCO TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
84-1142974-001	C	471272

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II **Information on Participating Plans (to be completed by DFEs)**
(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2020

This Form is Open to Public Inspection

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
POTBELLY SANDWICH WORKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
POTBELLY SANDWICH WORKS, LLC

D Employer Identification Number (EIN)
36-4063453

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4814	5524
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	307459	236317
(9) Value of interest in common/collective trusts	1c(9)	174676	471272
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	14794624	15967566
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	**(b)** End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	15281573	16680679
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	15281573	16680679

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		**(a)** Amount	**(b)** Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	151509	
	(B) Participants	2a(1)(B)	1423383	
	(C) Others (including rollovers)	2a(1)(C)	87341	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1662233
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	13	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	13922	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		13935
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	326089	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		326089
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4239
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1820380
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		3826876
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2255362	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2255362
f Corrective distributions (see instructions)	2f		73228
g Certain deemed distributions of participant loans (see instructions)	2g		12382
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	86798	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		86798
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2427770
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1399106
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unmodified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) [X] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [ ] neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CROWE LLP **(2)** EIN: 35-0921680

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		145672

			Yes	No	Amount
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2020

This Form is Open to Public Inspection.

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
POTBELLY SANDWICH WORKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
POTBELLY SANDWICH WORKS, LLC

D Employer Identification Number (EIN)
36-4063453

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | **1** |

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... | **3** |

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... | **6a** |

b Enter the amount contributed by the employer to the plan for this plan year ..... | **6b** |

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... | **6c** |

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

December 12, 2023

Crowe LLP
One Mid America Plaza
Post Office Box 3697
Oak Brook, Illinois 60522-3697

Ladies and Gentlemen:

We are providing this letter in connection with your limited-scope audits of the financial statements of Potbelly Sandwich Works 401(k) Plan ("Plan") as of December 31, 2020 and 2019 and for the year ended December 31, 2020. We understand that, at our instruction and as permitted by Regulation 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, you did not perform any audit procedures with respect to information prepared and certified to by Fidelity Management Trust Company, the Plan trustee, in accordance with DOL Regulation 2520.103-5, other than comparing such information to the financial statements and supplemental schedule. Because of the significance of the information which you did not audit, we understand that you will not express an opinion on the financial statements and supplemental schedules taken as a whole.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

Except where otherwise stated below, immaterial matters less than $88,000 collectively are not considered to be exceptions that require disclosure for the purpose of the following representations. This amount is not necessarily indicative of amounts that would require adjustment to or disclosure in the financial statements.

We confirm, to the best of our knowledge and belief, as of the date of this letter, the following representations made to you during your audits:

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated September 23, 2021 for the preparation and fair presentation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States, and for the fair presentation of the accompanying supplemental schedule in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and we believe the financial statements and supplemental schedule are fairly presented.

2. We are responsible for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to error or fraud. We acknowledge our responsibility for the design, implementation and maintenance of internal control to prevent and detect fraud.

3. All transactions have been recorded in the accounting records and reflected in the financial statements.

4. We have provided you:
    a. Access to all financial records, documentation and other information that is relevant to the preparation and fair presentation of the financial statements.
    b. Additional information that you have requested from us for the purpose of the audit.
    c. Unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

d. All minutes of the meetings of the Administrative Committee, or summaries of actions of recent meetings for which minutes have not yet been prepared.
e. Plan instruments, trust agreements, and amendments to such documents entered into during the year (including amendments made to comply with applicable laws), or insurance contracts.
f. All correspondence to and from regulatory agencies, including communications concerning compliance with laws and regulations.
g. Results of the assessment of risk that the financial statements may be materially misstated as a result of fraud.

5. We have no plans or intentions that may materially affect the carrying amounts or classifications of assets and liabilities.

6. We have identified all accounting estimates that could be material to the financial statements, including the key factors and significant assumptions underlying those estimates, and we believe the estimates are reasonable in the circumstances. These estimates include the fair values of Plan investments and the classifications of Plan investments within the fair value hierarchy, pursuant to and in accordance with FASB ASC 820, *Fair Value Measurements and Disclosures*.

7. Adequate provision has been made for adjustments and losses in collection of receivables. There were no investments in default and none are considered to be uncollectible.

8. The following have been properly recorded or disclosed in the financial statements, if applicable:
   a. Material liabilities or gain or loss contingencies that are required to be accrued or disclosed by FASB ASC 450, *Contingencies*.
   b. Significant accounting estimates that are susceptible to changing materially as a result of an event or change in conditions that is reasonably possible of occurrence within one year from the financial statement date.
   c. Concentrations that make the Plan vulnerable to the risk of a severe impact within one year from the financial statement date (including the nature and type of investments held by the Plan, or markets for which events could occur which would significantly disrupt normal finances within the next year).
   d. Amendments to the Plan document during the year or subsequently.
   e. Derivative financial instruments such as futures, forwards, swaps or options, or other financial instruments.
   f. Securities lending arrangements, including the associated collateral and policy for requiring collateral.
   g. Other financial instruments with significant “off-balance-sheet” risk of accounting loss to which the Plan is a party.
   h. Guarantees, whether written or oral, under which the Plan is contingently liable to a bank or other lending institution.

9. Related parties and all related party relationships and transactions, and transactions with parties-in-interest (as defined in ERISA section 3(14)) and related amounts receivable or payable, including sales, purchases, loans, transfers, leasing arrangements and guarantees, have been disclosed to you, and have been appropriately accounted for and disclosed in the financial statements in accordance with the requirements of accounting principles generally accepted in the United States.

10. We have no knowledge of any fraud or suspected fraud affecting the Plan involving:
    a. Management, whether material or not.
    b. Employees who have significant roles in internal control, whether material or not.
    c. Others when the fraud could have a material effect on the financial statements.

11. We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan’s financial statements received in communications from employees, former employees, participants, analysts, regulators, service providers, third party administrators, or others.

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

12. There have been no communications from regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices that could have a material effect on the financial statements in the event of noncompliance.

13. We believe the effects of cybersecurity risks and actual breaches are properly accounted for and disclosed in the financial statements.

14. The Plan and trust established under the Plan are qualified under the appropriate section of the Internal Revenue Code, and we intend to continue them as a qualified Plan and trust. The Plan sponsor has operated the Plan and trust in a manner that has not jeopardized this tax exempt status. The Plan has complied with fee disclosure requirements to participants under DOL Regulation Section 2550.404a-5, and has received the required disclosures from service providers under ERISA Section 408(b)(2). We understand that failure to comply could cause the Plan to enter into a prohibited transaction. Required nondiscrimination testing related to Code Section 401(k) and 401(m) arrangements, as applicable, has been completed for the Plan, and any excess deferrals or contributions have been disposed of in accordance with regulations.

15. All required filings of Plan and trust documents have been filed with the appropriate agencies. The Internal Revenue Service issued an opinion letter dated June 30, 2020 indicating that the prototype adopted by the Plan, as then designed was in compliance with applicable requirements of the Internal Revenue Code. Although the Plan has been amended from the original prototype document, Plan management believes that the Plan is currently operating in accordance with the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

16. There are no --
    a. Nonexempt transactions with parties in interest, as defined in ERISA section 3(14) and related regulations, that were not disclosed in the supplemental schedule or financial statements.
    b. Investments, loans, or leases in default or considered to be uncollectible that were not disclosed in the supplemental schedule.
    c. Reportable transactions as defined in ERISA section 103(b)(3)(H) and related regulations that were not disclosed in the supplemental schedule.
    d. Untimely remittances of participant contributions to trusts containing assets for the Plan, as determined by the Department of Labor's participant contribution regulation (29 C.F.R. Sec 2510.3-102), that were not properly disclosed in the supplemental schedule.

17. The Plan has complied with the fidelity bonding requirements of ERISA.

18. There are no violations of any laws or regulations (including ERISA, DOL and IRS) whose effects should be considered for disclosure in the financial statements or as a basis for reporting a loss contingency, or other material liabilities or gain or loss contingencies that are required to be accrued or disclosed.

19. The Plan has satisfactory title to all owned assets. None of the Plan's assets were mortgaged, assigned, pledged, or encumbered by law in any other manner. No security agreements have been executed under the provisions of the Uniform Commercial Code, there are no liens or encumbrances on assets, and no assets have been pledged.

20. The Plan had no purchase commitments for investments at prices in excess of fair value at the date of the financial statements, no agreements to repurchase items previously sold, and no sales commitments at prices expected to result in losses on fulfillment.
21. All investments, other than notes receivable from participants reported at outstanding balances, are valued at fair value, as defined by FASB ASC 820. Quoted prices in active markets for identical investments are used to determine fair values, when available. All matters of judgment involved in the calculation and determination of the fair values of investments, and all related valuation methods and assumptions and financial statement disclosures, including the reporting of investments within the fair

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

value hierarchy defined by ASC 820, are the responsibility of management. The valuation methods and assumptions used are reasonable and supportable, have been determined in compliance with ASC 820, and have been adequately disclosed in the financial statements for all periods presented.

22. The Plan has made no investments during the year that violate the terms of the Plan or Trust Agreement.

23. The Plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the Plan's financial statements in the event of noncompliance.

24. The form and content of the information included in the financial statements and supplemental schedule(s) are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

25. We have complied with the applicable reporting and disclosure requirements under ERISA relating to the Summary Plan Description, Summary of Material Modifications, and the Summary Annual Report, as applicable.

26. No events have occurred subsequent to the date of the Plan's financial statements and through the date of this letter that would require adjustments to, or disclosure in, the financial statements.

27. There are no present intentions to terminate the Plan.

28. We have disclosed to you all known actual or possible litigation, claims and assessments whose effects should be considered by management when preparing the financial statements. These matters have been accounted for and disclosed in conformity with accounting principles generally accepted in the United States. The Plan, Plan Administrator, or Plan Sponsor on behalf of the Plan has not consulted with or been represented by legal counsel, during the period audited to the date of this letter, regarding any litigation, claims, or assessments asserted or unasserted, or qualification matters relating to the Plan.

29. The Plan administrator has obtained certification from Fidelity Management Trust Company stating that the information provided by Fidelity Management Trust Company to the Plan administrator, as disclosed in the financial statements, is complete and accurate.

30. During the course of your audit, we have provided to you physical or electronic copies of various original documents. We understand that you are relying on such copies as audit evidence in your audit and represent that copies provided are an accurate and complete representation of the original documentation and that the copies have not been modified from their original version.

31. We have considered the effects of the Coronavirus pandemic on the Plan. In all material respects, the financial statements appropriately reflect the impact of this pandemic on the Plan, including appropriate disclosure of related risks and uncertainties. In addition, the financial statements include assumptions and estimates we believe are reasonable in light of the pandemic.

32. The Company suspended making Company match contributions to the Plan effective with the March 27, 2020 payroll.

33. The Company matching contributions for the plan year ended December 31, 2020, were $151,509.

34. During 2020, there were $145,672 in participant deferrals and loan payments that were not remitted to the Plan timely. Plan management will ensure that all withholdings are deposited into the Plan and any lost interest is contributed and allocated to participants.

35. We did not incur a partial plan termination during 2020 or subsequently.

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

Very truly yours,

DocuSigned by:
Patrick Walsh
42DF75DE9AB54A9...

Patrick Walsh
SVP, Chief People Officer
Plan Administrator

DocuSigned by:
Stan Moy
0AD42FBD2515469...

Stan Moy
Head of Total Rewards

POTBELLY SANDWICH WORKS
401(k) PLAN
Chicago, Illinois

FINANCIAL STATEMENTS
December 31, 2020 and 2019

POTBELLY SANDWICH WORKS
401(k) PLAN
Chicago, Illinois

FINANCIAL STATEMENTS
December 31, 2020 and 2019

CONTENTS

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS 3

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS 4

NOTES TO FINANCIAL STATEMENTS 5

SUPPLEMENTAL SCHEDULES

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS 10

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) 11

Crowe LLP
Independent Member Crowe Global

INDEPENDENT AUDITOR'S REPORT

Board of Trustees of
Potbelly Sandwich Works 401(k) Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Potbelly Sandwich Works 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2020 and 2019, and the related statement of changes in net assets available for benefits for the year ended December 31, 2020, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2020 and 2019 and for the year ended December 31, 2020 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

(Continued)

Other Matter

The supplemental Schedules of Schedule H Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2020 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2020 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee and Agent of the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe LLP

Oak Brook, Illinois
December 12, 2023

POTBELLY SANDWICH WORKS 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2020 and 2019

	2020	2019
ASSETS		
Investments, at fair value	$ 16,444,362	$ 14,974,114
Participant contributions receivable	49,616	-
Notes receivable from participants	236,317	307,459
Total assets	16,730,295	15,281,573
LIABILITIES		
Excess contributions payable	105,796	73,229
Total liabilities	105,796	73,229
NET ASSETS AVAILABLE FOR BENEFITS	$ 16,624,499	$ 15,208,344

See accompanying notes to financial statements.

POTBELLY SANDWICH WORKS 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2020

Additions to net assets attributed to:	
Investment Income	
Net appreciation in fair value of investments	$ 1,821,090
Interest and dividends	344,390
	2,165,480
Contributions	
Employer	151,509
Participant	1,367,203
Rollovers	87,341
	1,606,053
Total additions	3,771,533
Deductions from net assets attributed to:	
Benefits paid to participants	2,268,580
Administrative expenses	86,798
Total deductions	2,355,378
Net increase	1,416,155
Net assets available for benefits	
Beginning of year	15,208,344
End of year	$ 16,624,499

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Potbelly Sandwich Works 401(k) Plan ("the Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan sponsored by Potbelly Sandwich Works, LLC ("the Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Fidelity Management Trust Company is the trustee and custodian of the Plan's assets, which are held in various mutual funds and a collective trust.

Eligibility: Any employee of the Company who has attained 18 years of age, has completed one month of service, and who is not a nonresident alien. Eligible employees may enroll in the Plan on the first day of the month after the eligibility requirements are met.

Contributions: Participants may elect to contribute from 1% to 100% of pretax compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make a discretionary matching contribution in an amount equal to a percentage (50% in 2019) of each eligible participant's contribution, up to a maximum of 6% of the participant's compensation, not to exceed $3,000. During 2020, the Company made matching contributions of $151,509 through March 15, 2020. Employer matching contributions were suspended during March 2020 for the remainder of the year.

Participants direct the investment of their contributions into various investment options offered by the Plan. The participants are able to change their investment options on a daily basis. Contributions are subject to certain limitations.

Participant Accounts: Each participant's account is credited with the participants' contributions, the employer's matching contribution, and an allocation of investment earnings or losses and administrative expenses, if any. Allocations are based on participant earnings or account balances, as defined. The benefit to which the participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs the investment of his or her account to any of the investment options available under the Plan.

Vesting: Participants are immediately vested in their deferral and rollover contributions plus actual earnings thereon. Participants are also fully vested upon death or disability.

Participants vest in their discretionary employer-matching contributions in accordance with the following table:

Year of Vesting Service	Vested Equity
Less than 2 years	0%
2	20
3	40
4	60
5	80
6	100

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms generally range from one to five years. Loans for the purchase of a principal residence can be paid over a reasonable period of time, which may exceed five years. The loans are secured by the balance in the participant's account and bear interest at rates that are commensurate with the local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of Benefits: Benefits under the Plan are payable to participants or their beneficiaries upon death, retirement, disability or termination of employment. Benefits are payable in either a lump-sum amount equal to the value of the participant's vested interest in his or her account or in the form of installment payments as determined by the participant. Participants may make withdrawals from the deferral portion of their accounts as well as any vested company match portion of their accounts upon reaching age 59½ or by determination that a financial hardship, as defined, has occurred.

Expenses of the Plan: Certain professional fees and administrative costs are paid by the Plan, and other professional and administrative costs are paid by the Company.

Forfeitures: Forfeitures may be used to pay plan expenses or reduce future employer contributions. As of December 31, 2020 and 2019, forfeited non-vested accounts totaled $75,574 and $38,398, respectively. During 2020, $28,295 of forfeitures were used to reduce employer matching contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Mutual funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

C*ollective trust*: The fair values of participation units in the stable value collective trust are based upon the net asset value per unit as reported by the fund manager. The fund provides for daily redemptions of participant units at the end of each day and at the net unit value at contract value, provided that the Plan complies with the required one-year notice provision for plan redemption or the Plan may elect to withdraw units at their market value upon 10 days' notice when the market value of units is less than their contract value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements at December 31, 2020 Using:		
	Total	Level 1	Level 2	Level 3
Investments:				
Mutual funds	$ 15,973,090	$ 15,973,090	$ -	$ -
Investments measured at net asset value*				
Collective trusts	471,272	-	-	-
Investments, at fair value	$ 16,444,362	$ 15,973,090	$ -	$ -

		Fair Value Measurements at December 31, 2019 Using:		
	Total	Level 1	Level 2	Level 3
Investments:				
Mutual funds	$ 14,799,438	$ 14,799,438	$ -	$ -
Investments measured at net asset value*				
Collective trusts	174,676	-	-	-
Investments, at fair value	$ 14,974,114	$ 14,799,438	$ -	$ -

* Investments measured at fair value using net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value line item presented in the statement of net assets available for benefits.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from those estimates.

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Excess Contributions: Refunds of excess participant contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and reduction in contributions in the plan year in which the excess deferrals were made to the Plan. The statements of net assets available for benefits include excess contributions payable of $105,796 and $73,228 at December 31, 2020 and 2019, respectively.

Payment of Benefits: Benefits are recorded when paid.

Risks and Uncertainties: The Plan holds various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity and credit risks as well as the risks associated with global events including the on-going Coronavirus pandemic. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income (loss) and interest earned on notes receivable from participants, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan. This information has not been audited by independent accountants.

NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as a fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain professional fees for plan administration and audit fees were paid by the Plan, and other professional and administrative fees are paid by the Company. The Plan holds a money market fund issued by and affiliated of the trustee, therefore, this investment qualifies as a party-in-interest investment. Certain plan participants have notes from the Plan, which also qualify as party-in-interest transactions.

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue contributions and to terminate the Plan at any time, subject to the provisions of ERISA. In the event of plan termination, participants' accounts would become 100% vested and distributed to the participants and/or their beneficiaries in accordance with plan provisions and ERISA guidelines.

(Continued)

NOTE 6 - TAX STATUS

Effective June 15, 2017, the Plan adopted a prototype plan sponsored by Fidelity Management Trust Company. The prototype plan has received an opinion letter, dated June 30, 2020, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2020 and 2019, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2017.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2020 and 2019 to the Form 5500:

	2020	2019
Net assets available for benefits per financial statements	$ 16,624,499	$ 15,208,344
Participant contributions receivable	(49,616)	-
Excess contributions payable	105,796	73,229
Net assets per the Form 5500	$ 16,680,679	$ 15,281,573

The following is a reconciliation of the change in net assets per the financial statements to net income per the Form 5500 for the year ended December 31, 2020:

Increase in net assets available for benefits per financial statements	$ 1,416,155
Less participant contributions receivable at December 31, 2020	(49,616)
Add excess contributions payable at December 31, 2020	105,796
Less excess contributions payable at December 31, 2019	(73,229)
Net income per the Form 5500	$ 1,399,106

NOTE 8 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through December 12, 2023, which is the date the financial statements were available to be issued.

Effective July 2020, the employer matching contribution was reinstated.

SUPPLEMENTAL SCHEDULES

POTBELLY SANDWICH WORKS 401(k) PLAN

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Year ended December 31, 2020

Name of Plan Sponsor: Potbelly Sandwich Works, LLC
Employer Identification Number: 36-4063453
Three-digit Plan Number: 001

Check here if late Participant Loan Repayments are included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
X	$145,672			

See independent auditor's report.

POTBELLY SANDWICH WORKS 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2020

Name of plan sponsor: Potbelly Sandwich Works, LLC
Employer identification number: 36-4063453
Three-digit plan number: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost[1]	(e) Current Value
		Mutual Funds		
	Hartford Funds	Mid Cap R6 Fund		$ 144,317
	Delaware Funds	Small Cap Value R6 Fund		45,072
	T. Rowe Price	Blue Chip Growth I		618,747
	Invesco	International Growth R6 Fund		8,376
	Invesco	Diversified Dividend R6 Fund		209,389
	BlackRock	High Yield Bond Class K		45,846
	Metwest Funds	Total Return Bond I		126,030
	Vanguard	Small Cap Index Fund Admiral Shares		338,345
	Vanguard	Mid Cap Index Fund Admiral Shares		220,309
	Invesco	Equally-weighted S&P 500 Class R6		286,990
	Vanguard	Developed Markets Index Fund Admiral Shares		168,407
	Virtus Vontobel	Emerging Markets Opportunities Class R6		45,673
	BlackRock	LifePath Index Retirement Class K Shares		704,673
	BlackRock	LifePath Index 2025 Retirement Fund		743,936
	BlackRock	LifePath Index 2030 Retirement Fund		1,715,243
	BlackRock	LifePath Index 2035 Retirement Fund		1,727,143
	BlackRock	LifePath Index 2040 Retirement Fund		1,899,256
	BlackRock	LifePath Index 2045 Retirement Fund		2,407,520
	BlackRock	LifePath Index 2050 Retirement Fund		2,351,920
	BlackRock	LifePath Index 2055 Retirement Fund		1,551,621
	Blackrock	LifePath Index 2060 Retirement Fund		586,957
*	Fidelity	Government Money Market		5,525
	Victory	Victory RS Small Cap Growth R6		9,849
	Janus Henderson	Mid Cap Value N		11,946
				15,973,090
		Collective Trust		
	Invesco	Invesco Stable Value Retirement Fund Class 5		471,272
		Notes Receivable from Participants		
*	Participant loans	Interest rates ranging from 3.50% to 6.50%, maturity through 2030		236,317
				$ 16,680,679

* Denotes party in interest to the Plan
(1) Cost information is not required for participant-directed investments.

See independent auditor's report.

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

December 12, 2023

Crowe LLP
One Mid America Plaza
Post Office Box 3697
Oak Brook, Illinois 60522-3697

Ladies and Gentlemen:

We are providing this letter in connection with your limited-scope audits of the financial statements of Potbelly Sandwich Works 401(k) Plan ("Plan") as of December 31, 2020 and 2019 and for the year ended December 31, 2020. We understand that, at our instruction and as permitted by Regulation 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, you did not perform any audit procedures with respect to information prepared and certified to by Fidelity Management Trust Company, the Plan trustee, in accordance with DOL Regulation 2520.103-5, other than comparing such information to the financial statements and supplemental schedule. Because of the significance of the information which you did not audit, we understand that you will not express an opinion on the financial statements and supplemental schedules taken as a whole.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

Except where otherwise stated below, immaterial matters less than $88,000 collectively are not considered to be exceptions that require disclosure for the purpose of the following representations. This amount is not necessarily indicative of amounts that would require adjustment to or disclosure in the financial statements.

We confirm, to the best of our knowledge and belief, as of the date of this letter, the following representations made to you during your audits:

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated September 23, 2021 for the preparation and fair presentation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States, and for the fair presentation of the accompanying supplemental schedule in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and we believe the financial statements and supplemental schedule are fairly presented.

2. We are responsible for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to error or fraud. We acknowledge our responsibility for the design, implementation and maintenance of internal control to prevent and detect fraud.

3. All transactions have been recorded in the accounting records and reflected in the financial statements.

4. We have provided you:
    a. Access to all financial records, documentation and other information that is relevant to the preparation and fair presentation of the financial statements.
    b. Additional information that you have requested from us for the purpose of the audit.
    c. Unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

d. All minutes of the meetings of the Administrative Committee, or summaries of actions of recent meetings for which minutes have not yet been prepared.
e. Plan instruments, trust agreements, and amendments to such documents entered into during the year (including amendments made to comply with applicable laws), or insurance contracts.
f. All correspondence to and from regulatory agencies, including communications concerning compliance with laws and regulations.
g. Results of the assessment of risk that the financial statements may be materially misstated as a result of fraud.

5. We have no plans or intentions that may materially affect the carrying amounts or classifications of assets and liabilities.

6. We have identified all accounting estimates that could be material to the financial statements, including the key factors and significant assumptions underlying those estimates, and we believe the estimates are reasonable in the circumstances. These estimates include the fair values of Plan investments and the classifications of Plan investments within the fair value hierarchy, pursuant to and in accordance with FASB ASC 820, *Fair Value Measurements and Disclosures*.

7. Adequate provision has been made for adjustments and losses in collection of receivables. There were no investments in default and none are considered to be uncollectible.

8. The following have been properly recorded or disclosed in the financial statements, if applicable:
   a. Material liabilities or gain or loss contingencies that are required to be accrued or disclosed by FASB ASC 450, *Contingencies*.
   b. Significant accounting estimates that are susceptible to changing materially as a result of an event or change in conditions that is reasonably possible of occurrence within one year from the financial statement date.
   c. Concentrations that make the Plan vulnerable to the risk of a severe impact within one year from the financial statement date (including the nature and type of investments held by the Plan, or markets for which events could occur which would significantly disrupt normal finances within the next year).
   d. Amendments to the Plan document during the year or subsequently.
   e. Derivative financial instruments such as futures, forwards, swaps or options, or other financial instruments.
   f. Securities lending arrangements, including the associated collateral and policy for requiring collateral.
   g. Other financial instruments with significant “off-balance-sheet” risk of accounting loss to which the Plan is a party.
   h. Guarantees, whether written or oral, under which the Plan is contingently liable to a bank or other lending institution.

9. Related parties and all related party relationships and transactions, and transactions with parties-in-interest (as defined in ERISA section 3(14)) and related amounts receivable or payable, including sales, purchases, loans, transfers, leasing arrangements and guarantees, have been disclosed to you, and have been appropriately accounted for and disclosed in the financial statements in accordance with the requirements of accounting principles generally accepted in the United States.

10. We have no knowledge of any fraud or suspected fraud affecting the Plan involving:
    a. Management, whether material or not.
    b. Employees who have significant roles in internal control, whether material or not.
    c. Others when the fraud could have a material effect on the financial statements.

11. We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan’s financial statements received in communications from employees, former employees, participants, analysts, regulators, service providers, third party administrators, or others.

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

12. There have been no communications from regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices that could have a material effect on the financial statements in the event of noncompliance.

13. We believe the effects of cybersecurity risks and actual breaches are properly accounted for and disclosed in the financial statements.

14. The Plan and trust established under the Plan are qualified under the appropriate section of the Internal Revenue Code, and we intend to continue them as a qualified Plan and trust. The Plan sponsor has operated the Plan and trust in a manner that has not jeopardized this tax exempt status. The Plan has complied with fee disclosure requirements to participants under DOL Regulation Section 2550.404a-5, and has received the required disclosures from service providers under ERISA Section 408(b)(2). We understand that failure to comply could cause the Plan to enter into a prohibited transaction. Required nondiscrimination testing related to Code Section 401(k) and 401(m) arrangements, as applicable, has been completed for the Plan, and any excess deferrals or contributions have been disposed of in accordance with regulations.

15. All required filings of Plan and trust documents have been filed with the appropriate agencies. The Internal Revenue Service issued an opinion letter dated June 30, 2020 indicating that the prototype adopted by the Plan, as then designed was in compliance with applicable requirements of the Internal Revenue Code. Although the Plan has been amended from the original prototype document, Plan management believes that the Plan is currently operating in accordance with the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

16. There are no --
    a. Nonexempt transactions with parties in interest, as defined in ERISA section 3(14) and related regulations, that were not disclosed in the supplemental schedule or financial statements.
    b. Investments, loans, or leases in default or considered to be uncollectible that were not disclosed in the supplemental schedule.
    c. Reportable transactions as defined in ERISA section 103(b)(3)(H) and related regulations that were not disclosed in the supplemental schedule.
    d. Untimely remittances of participant contributions to trusts containing assets for the Plan, as determined by the Department of Labor's participant contribution regulation (29 C.F.R. Sec 2510.3-102), that were not properly disclosed in the supplemental schedule.

17. The Plan has complied with the fidelity bonding requirements of ERISA.

18. There are no violations of any laws or regulations (including ERISA, DOL and IRS) whose effects should be considered for disclosure in the financial statements or as a basis for reporting a loss contingency, or other material liabilities or gain or loss contingencies that are required to be accrued or disclosed.

19. The Plan has satisfactory title to all owned assets. None of the Plan's assets were mortgaged, assigned, pledged, or encumbered by law in any other manner. No security agreements have been executed under the provisions of the Uniform Commercial Code, there are no liens or encumbrances on assets, and no assets have been pledged.

20. The Plan had no purchase commitments for investments at prices in excess of fair value at the date of the financial statements, no agreements to repurchase items previously sold, and no sales commitments at prices expected to result in losses on fulfillment.
21. All investments, other than notes receivable from participants reported at outstanding balances, are valued at fair value, as defined by FASB ASC 820. Quoted prices in active markets for identical investments are used to determine fair values, when available. All matters of judgment involved in the calculation and determination of the fair values of investments, and all related valuation methods and assumptions and financial statement disclosures, including the reporting of investments within the fair

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

value hierarchy defined by ASC 820, are the responsibility of management. The valuation methods and assumptions used are reasonable and supportable, have been determined in compliance with ASC 820, and have been adequately disclosed in the financial statements for all periods presented.

22. The Plan has made no investments during the year that violate the terms of the Plan or Trust Agreement.

23. The Plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the Plan's financial statements in the event of noncompliance.

24. The form and content of the information included in the financial statements and supplemental schedule(s) are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

25. We have complied with the applicable reporting and disclosure requirements under ERISA relating to the Summary Plan Description, Summary of Material Modifications, and the Summary Annual Report, as applicable.

26. No events have occurred subsequent to the date of the Plan's financial statements and through the date of this letter that would require adjustments to, or disclosure in, the financial statements.

27. There are no present intentions to terminate the Plan.

28. We have disclosed to you all known actual or possible litigation, claims and assessments whose effects should be considered by management when preparing the financial statements. These matters have been accounted for and disclosed in conformity with accounting principles generally accepted in the United States. The Plan, Plan Administrator, or Plan Sponsor on behalf of the Plan has not consulted with or been represented by legal counsel, during the period audited to the date of this letter, regarding any litigation, claims, or assessments asserted or unasserted, or qualification matters relating to the Plan.

29. The Plan administrator has obtained certification from Fidelity Management Trust Company stating that the information provided by Fidelity Management Trust Company to the Plan administrator, as disclosed in the financial statements, is complete and accurate.

30. During the course of your audit, we have provided to you physical or electronic copies of various original documents. We understand that you are relying on such copies as audit evidence in your audit and represent that copies provided are an accurate and complete representation of the original documentation and that the copies have not been modified from their original version.

31. We have considered the effects of the Coronavirus pandemic on the Plan. In all material respects, the financial statements appropriately reflect the impact of this pandemic on the Plan, including appropriate disclosure of related risks and uncertainties. In addition, the financial statements include assumptions and estimates we believe are reasonable in light of the pandemic.

32. The Company suspended making Company match contributions to the Plan effective with the March 27, 2020 payroll.

33. The Company matching contributions for the plan year ended December 31, 2020, were $151,509.

34. During 2020, there were $145,672 in participant deferrals and loan payments that were not remitted to the Plan timely. Plan management will ensure that all withholdings are deposited into the Plan and any lost interest is contributed and allocated to participants.

35. We did not incur a partial plan termination during 2020 or subsequently.

DocuSign Envelope ID: 8C3AD2A8-23E3-4224-995E-3DDE5615686D

Very truly yours,

DocuSigned by:
Patrick Walsh
42DF75DE9AB54A9...

Patrick Walsh
SVP, Chief People Officer
Plan Administrator

DocuSigned by:
Stan Moy
0AD42FBD2515469...

Stan Moy
Head of Total Rewards

POTBELLY SANDWICH WORKS
401(k) PLAN
Chicago, Illinois

FINANCIAL STATEMENTS
December 31, 2020 and 2019

POTBELLY SANDWICH WORKS
401(k) PLAN
Chicago, Illinois

FINANCIAL STATEMENTS
December 31, 2020 and 2019

CONTENTS

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS 3

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS 4

NOTES TO FINANCIAL STATEMENTS 5

SUPPLEMENTAL SCHEDULES

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS 10

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) 11

Crowe LLP
Independent Member Crowe Global

INDEPENDENT AUDITOR'S REPORT

Board of Trustees of
Potbelly Sandwich Works 401(k) Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Potbelly Sandwich Works 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2020 and 2019, and the related statement of changes in net assets available for benefits for the year ended December 31, 2020, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2020 and 2019 and for the year ended December 31, 2020 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

(Continued)

Other Matter

The supplemental Schedules of Schedule H Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2020 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2020 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee and Agent of the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe LLP

Oak Brook, Illinois
December 12, 2023

POTBELLY SANDWICH WORKS 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2020 and 2019

	2020	2019
ASSETS		
Investments, at fair value	$ 16,444,362	$ 14,974,114
Participant contributions receivable	49,616	-
Notes receivable from participants	236,317	307,459
Total assets	16,730,295	15,281,573
LIABILITIES		
Excess contributions payable	105,796	73,229
Total liabilities	105,796	73,229
NET ASSETS AVAILABLE FOR BENEFITS	$ 16,624,499	$ 15,208,344

See accompanying notes to financial statements.

POTBELLY SANDWICH WORKS 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2020

Additions to net assets attributed to:	
Investment Income	
Net appreciation in fair value of investments	$ 1,821,090
Interest and dividends	344,390
	2,165,480
Contributions	
Employer	151,509
Participant	1,367,203
Rollovers	87,341
	1,606,053
Total additions	3,771,533
Deductions from net assets attributed to:	
Benefits paid to participants	2,268,580
Administrative expenses	86,798
Total deductions	2,355,378
Net increase	1,416,155
Net assets available for benefits	
Beginning of year	15,208,344
End of year	$ 16,624,499

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Potbelly Sandwich Works 401(k) Plan ("the Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan sponsored by Potbelly Sandwich Works, LLC ("the Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Fidelity Management Trust Company is the trustee and custodian of the Plan's assets, which are held in various mutual funds and a collective trust.

Eligibility: Any employee of the Company who has attained 18 years of age, has completed one month of service, and who is not a nonresident alien. Eligible employees may enroll in the Plan on the first day of the month after the eligibility requirements are met.

Contributions: Participants may elect to contribute from 1% to 100% of pretax compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company may make a discretionary matching contribution in an amount equal to a percentage (50% in 2019) of each eligible participant's contribution, up to a maximum of 6% of the participant's compensation, not to exceed $3,000. During 2020, the Company made matching contributions of $151,509 through March 15, 2020. Employer matching contributions were suspended during March 2020 for the remainder of the year.

Participants direct the investment of their contributions into various investment options offered by the Plan. The participants are able to change their investment options on a daily basis. Contributions are subject to certain limitations.

Participant Accounts: Each participant's account is credited with the participants' contributions, the employer's matching contribution, and an allocation of investment earnings or losses and administrative expenses, if any. Allocations are based on participant earnings or account balances, as defined. The benefit to which the participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs the investment of his or her account to any of the investment options available under the Plan.

Vesting: Participants are immediately vested in their deferral and rollover contributions plus actual earnings thereon. Participants are also fully vested upon death or disability.

Participants vest in their discretionary employer-matching contributions in accordance with the following table:

Year of Vesting Service	Vested Equity
Less than 2 years	0%
2	20
3	40
4	60
5	80
6	100

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms generally range from one to five years. Loans for the purchase of a principal residence can be paid over a reasonable period of time, which may exceed five years. The loans are secured by the balance in the participant's account and bear interest at rates that are commensurate with the local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of Benefits: Benefits under the Plan are payable to participants or their beneficiaries upon death, retirement, disability or termination of employment. Benefits are payable in either a lump-sum amount equal to the value of the participant's vested interest in his or her account or in the form of installment payments as determined by the participant. Participants may make withdrawals from the deferral portion of their accounts as well as any vested company match portion of their accounts upon reaching age 59½ or by determination that a financial hardship, as defined, has occurred.

Expenses of the Plan: Certain professional fees and administrative costs are paid by the Plan, and other professional and administrative costs are paid by the Company.

Forfeitures: Forfeitures may be used to pay plan expenses or reduce future employer contributions. As of December 31, 2020 and 2019, forfeited non-vested accounts totaled $75,574 and $38,398, respectively. During 2020, $28,295 of forfeitures were used to reduce employer matching contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Mutual funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

C*ollective trust*: The fair values of participation units in the stable value collective trust are based upon the net asset value per unit as reported by the fund manager. The fund provides for daily redemptions of participant units at the end of each day and at the net unit value at contract value, provided that the Plan complies with the required one-year notice provision for plan redemption or the Plan may elect to withdraw units at their market value upon 10 days' notice when the market value of units is less than their contract value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements at December 31, 2020 Using:		
	Total	Level 1	Level 2	Level 3
Investments:				
Mutual funds	$ 15,973,090	$ 15,973,090	$ -	$ -
Investments measured at net asset value*				
Collective trusts	471,272	-	-	-
Investments, at fair value	$ 16,444,362	$ 15,973,090	$ -	$ -

		Fair Value Measurements at December 31, 2019 Using:		
	Total	Level 1	Level 2	Level 3
Investments:				
Mutual funds	$ 14,799,438	$ 14,799,438	$ -	$ -
Investments measured at net asset value*				
Collective trusts	174,676	-	-	-
Investments, at fair value	$ 14,974,114	$ 14,799,438	$ -	$ -

* Investments measured at fair value using net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value line item presented in the statement of net assets available for benefits.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from those estimates.

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Excess Contributions: Refunds of excess participant contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and reduction in contributions in the plan year in which the excess deferrals were made to the Plan. The statements of net assets available for benefits include excess contributions payable of $105,796 and $73,228 at December 31, 2020 and 2019, respectively.

Payment of Benefits: Benefits are recorded when paid.

Risks and Uncertainties: The Plan holds various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity and credit risks as well as the risks associated with global events including the on-going Coronavirus pandemic. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income (loss) and interest earned on notes receivable from participants, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan. This information has not been audited by independent accountants.

NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as a fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain professional fees for plan administration and audit fees were paid by the Plan, and other professional and administrative fees are paid by the Company. The Plan holds a money market fund issued by and affiliated of the trustee, therefore, this investment qualifies as a party-in-interest investment. Certain plan participants have notes from the Plan, which also qualify as party-in-interest transactions.

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue contributions and to terminate the Plan at any time, subject to the provisions of ERISA. In the event of plan termination, participants' accounts would become 100% vested and distributed to the participants and/or their beneficiaries in accordance with plan provisions and ERISA guidelines.

(Continued)

NOTE 6 - TAX STATUS

Effective June 15, 2017, the Plan adopted a prototype plan sponsored by Fidelity Management Trust Company. The prototype plan has received an opinion letter, dated June 30, 2020, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2020 and 2019, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2017.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2020 and 2019 to the Form 5500:

	2020	2019
Net assets available for benefits per financial statements	$ 16,624,499	$ 15,208,344
Participant contributions receivable	(49,616)	-
Excess contributions payable	105,796	73,229
Net assets per the Form 5500	$ 16,680,679	$ 15,281,573

The following is a reconciliation of the change in net assets per the financial statements to net income per the Form 5500 for the year ended December 31, 2020:

Increase in net assets available for benefits per financial statements	$ 1,416,155
Less participant contributions receivable at December 31, 2020	(49,616)
Add excess contributions payable at December 31, 2020	105,796
Less excess contributions payable at December 31, 2019	(73,229)
Net income per the Form 5500	$ 1,399,106

NOTE 8 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through December 12, 2023, which is the date the financial statements were available to be issued.

Effective July 2020, the employer matching contribution was reinstated.

SUPPLEMENTAL SCHEDULES

POTBELLY SANDWICH WORKS 401(k) PLAN

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Year ended December 31, 2020

Name of Plan Sponsor: Potbelly Sandwich Works, LLC
Employer Identification Number: 36-4063453
Three-digit Plan Number: 001

Check here if late Participant Loan Repayments are included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
X	$145,672			

See independent auditor's report.

POTBELLY SANDWICH WORKS 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2020

Name of plan sponsor: Potbelly Sandwich Works, LLC
Employer identification number: 36-4063453
Three-digit plan number: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost[1]	(e) Current Value
		Mutual Funds		
	Hartford Funds	Mid Cap R6 Fund		$ 144,317
	Delaware Funds	Small Cap Value R6 Fund		45,072
	T. Rowe Price	Blue Chip Growth I		618,747
	Invesco	International Growth R6 Fund		8,376
	Invesco	Diversified Dividend R6 Fund		209,389
	BlackRock	High Yield Bond Class K		45,846
	Metwest Funds	Total Return Bond I		126,030
	Vanguard	Small Cap Index Fund Admiral Shares		338,345
	Vanguard	Mid Cap Index Fund Admiral Shares		220,309
	Invesco	Equally-weighted S&P 500 Class R6		286,990
	Vanguard	Developed Markets Index Fund Admiral Shares		168,407
	Virtus Vontobel	Emerging Markets Opportunities Class R6		45,673
	BlackRock	LifePath Index Retirement Class K Shares		704,673
	BlackRock	LifePath Index 2025 Retirement Fund		743,936
	BlackRock	LifePath Index 2030 Retirement Fund		1,715,243
	BlackRock	LifePath Index 2035 Retirement Fund		1,727,143
	BlackRock	LifePath Index 2040 Retirement Fund		1,899,256
	BlackRock	LifePath Index 2045 Retirement Fund		2,407,520
	BlackRock	LifePath Index 2050 Retirement Fund		2,351,920
	BlackRock	LifePath Index 2055 Retirement Fund		1,551,621
	Blackrock	LifePath Index 2060 Retirement Fund		586,957
*	Fidelity	Government Money Market		5,525
	Victory	Victory RS Small Cap Growth R6		9,849
	Janus Henderson	Mid Cap Value N		11,946
				15,973,090
		Collective Trust		
	Invesco	Invesco Stable Value Retirement Fund Class 5		471,272
		Notes Receivable from Participants		
*	Participant loans	Interest rates ranging from 3.50% to 6.50%, maturity through 2030		236,317
				$ 16,680,679

* Denotes party in interest to the Plan
(1) Cost information is not required for participant-directed investments.

See independent auditor's report.