



USHG Acquisition Corp. and Panera Brands Will Not Extend Partnership

Danny Meyer and USHG Acquisition Corp. to Resume Active Search for Category-leading Business that Embraces Enlightened Hospitality

NEW YORK, NY – July 1, 2022 — USHG Acquisition Corp. (NYSE:HUGS) (“HUGS”), a company sponsored by an affiliate of Union Square Hospitality Group, LLC, a leading hospitality business, and Panera Brands Inc. (“Panera”) announced today that, due to deteriorating capital market conditions, the parties have decided not to extend their previously announced agreement through which HUGS would have participated alongside the Panera Brands’ initial public offering.

Danny Meyer, Chairman of HUGS and founder of Union Square Hospitality Group said, “Based on current capital market conditions, it is unlikely that an initial public offering for Panera will happen in the near-term, and so we have agreed not to extend our partnership beyond its existing June 30 expiration date. We are disappointed that market timing was not on our side, especially as we have such tremendous admiration and respect for Panera, its entire management team and their partners at JAB.” Mr. Meyer continued, “HUGS will now focus on searching for another partner that embodies the values consistent with HUGS and our Enlightened Hospitality roots, demonstrating that shareholder success is both dependent on and driven by an employee-first stakeholder culture.”

Adam Sokoloff, Chief Executive Officer of HUGS said, “HUGS was proud to co-create a unique structure that provided substantial benefits and significant optionality to our shareholders. As we begin our search for a new partner, we will use our broad business network and strategic operating experience to engage with market-leading companies led by forward-thinking management teams. We are open to exploring a variety of creative structures that maximize long-term value for all stakeholders.”

About USHG Acquisition Corp.

USHG Acquisition Corp. (NYSE: HUGS) (“USHGAC”), is a special purpose acquisition company sponsored by an affiliate of Union Square Hospitality Group, LLC and formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses or entities. USHGAC was created with the explicit goal of investing in a purpose-driven business on the path to becoming a public company, one that puts its own employees first, subsequently benefiting all its stakeholders in a virtuous cycle of Enlightened Hospitality—in successive order: employees, customers, community, suppliers, and investors. USHGAC



has contributed a meaningful number of USHGAC founder shares to longtime partner Share Our Strength, whose No Kid Hungry program is doing vital work to end childhood hunger in America.

About Union Square Hospitality Group

Union Square Hospitality Group (USHG) has created some of New York's most beloved restaurants, cafes, and bars, which offer outstanding food delivered with its signature warmth and hospitality. Founded by CEO Danny Meyer with the opening of Union Square Cafe in 1985, and later, other restaurants including Gramercy Tavern, The Modern, and Daily Provisions, the company extends its innovative approach to hospitality beyond the walls of its eateries. USHG offers operational and hospitality consulting via Hospitality Quotient, runs a multifaceted catering and events business, Union Square Events, and created two growth funds, Enlightened Hospitality Investments I and II. USHG also created Shake Shack, now a separate public company (NYSE: SHAK). USHG has long supported its communities through hunger relief and civic organizations. USHG holds an unprecedented 28 James Beard Awards and has earned numerous accolades for its distinctive style of hospitality.

Additional Information and Where to Find It

This press release relates to a proposed transaction between HUGS and Panera Brands. Panera Brands intends to file a registration statement on Form S-4 that will include a proxy statement of HUGS and a prospectus of Panera Brands. The proxy statement/prospectus will be sent to all HUGS stockholders. HUGS and Panera Brands also will file other documents regarding the proposed transaction with the SEC. Before making any voting decision, investors, and security holders of HUGS are urged to read the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available because they will contain important information about the proposed transaction.

Investors and security holders will be able to obtain free copies of the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by HUGS through the website maintained by the SEC at www.sec.gov. In addition, the documents filed by HUGS may be obtained free of charge from HUGS's website at www.ushgac.com or by written request to HUGS at USHG Acquisition Corp., 853 Broadway, 17th Floor, New York, New York 10010.

Participants in Solicitation

HUGS and Panera Brands and their respective directors and officers may be deemed to be participants in the solicitation of proxies from HUGS's stockholders in connection with the proposed transaction. Information about HUGS's directors and executive officers and their ownership of HUGS's securities is set forth in HUGS's filings with the SEC, including HUGS's initial public offering prospectus, which was filed



with the SEC on February 25, 2021. To the extent that holdings of HUGS's securities have changed since the amounts printed in HUGS's initial public offering prospectus, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.

No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed transaction between HUGS and Panera Brands, including statements regarding the benefits of the transaction, the anticipated timing of the transaction, the anticipated timing of the Panera Brands IPO, and the offerings of Panera Brands and the markets in which it operates. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect the price of HUGS's securities, (ii) the risk that a Panera Brands IPO may not be completed and that the Transaction may not be completed, in each case, by HUGS's business combination deadline or at all, and the potential failure to obtain an extension of the business combination deadline if sought by HUGS, (iii) the failure to satisfy the conditions to the consummation of the Transaction, including the failure to complete the Panera Brands IPO, the adoption of the Transaction agreement and the Transaction by the stockholders of HUGS and the receipt of certain governmental and regulatory approvals, (iv) the lack of a third party valuation in determining whether or not to pursue the proposed Transaction, (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the Transaction or the Transaction agreement, (vi) the effect of the announcement or pendency of the transaction on Panera Brands' business relationships,



performance, and business generally and on its ability to consummate and IPO, (vii) risks that the proposed Transaction disrupts current plans of Panera Brands and potential difficulties in Panera Brands employee retention as a result of the proposed transaction, (viii) the outcome of any legal proceedings that may be instituted against HUGS or Panera Brands related to the Transaction agreement or the proposed transaction, (ix) the ability to maintain the listing of HUGS's securities on the NYSE, (x) the price of HUGS's securities may be volatile due to a variety of factors, including changes in the competitive and highly regulated industries in which Panera Brands operates, variations in performance across competitors, changes in laws and regulations affecting Panera Brands' business and changes in the combined capital structure, and (xi) the ability to implement business plans, forecasts, and other expectations after the completion of the proposed transaction, and identify and realize additional opportunities. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of HUGS's Registration Statement on Form S-1, the registration statement on Form S-4 and proxy statement/prospectus described above and other documents filed by HUGS from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and HUGS and Panera Brands assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither HUGS nor Panera Brands gives any assurance that either HUGS or Panera Brands will achieve its expectations.

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