

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Matheny Joseph Duane</u>  (Last) (First) (Middle) C/O MISTER CAR WASH, INC. 222 E. 5TH STREET  (Street) TUCSON AZ 85705  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/15/2023	3. Issuer Name and Ticker or Trading Symbol <u>Mister Car Wash, Inc. [ MCW ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> Chief Innovation Officer	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	75,515	D	
Common Stock	45,000	I	Emersyn Matheny Irrevocable Trust

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(1)	09/02/2024	Common Stock 148,608	0.46	D	
Stock Option (Right to Buy)	(1)	07/14/2025	Common Stock 148,608	0.46	D	
Stock Option (Right to Buy)	(1)	07/14/2025	Common Stock 222,912	0.66	D	
Stock Option (Right to Buy)	(1)	09/02/2024	Common Stock 222,912	0.66	D	
Stock Option (Right to Buy)	(1)	11/22/2026	Common Stock 222,912	0.66	D	
Stock Option (Right to Buy)	(1)	11/22/2026	Common Stock 148,608	0.46	D	
Stock Option (Right to Buy)	(2)	06/25/2031	Common Stock 62,500	15	D	
Stock Option (Right to Buy)	(3)	03/01/2033	Common Stock 41,118	9.25	D	
Restricted Stock Unit	(5)	(5)	Common Stock 15,000	(4)	D	
Restricted Stock Unit	(6)	(6)	Common Stock 20,270	(4)	D	

**Explanation of Responses:**

- The option is fully vested and exercisable.
- This option vests and becomes exercisable in three remaining equal annual installments beginning on June 25, 2024, subject to the Reporting Person's continued service to the Issuer through the applicable vesting dates.
- This option vests and becomes exercisable in 4 equal annual installments beginning on March 1, 2024, subject to the Reporting Person's continued service to the Issuer through the applicable vesting dates.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- Represents an award of Restricted Stock Units (RSUs), which will vest in three remaining equal annual installments beginning on June 25, 2024, subject to the Reporting Person's continued service to the Issuer through the applicable vesting dates. The RSUs will be settled in shares of the Issuer's common stock upon vesting.
- Represents an award of Restricted Stock Units (RSUs), which will vest in four equal annual installments beginning on March 1, 2024, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date. The RSUs will be settled in shares of the Issuer's common stock upon vesting.

**Remarks:**

Exhibit 24 Power of Attorney

/s/ Markus Hartmann, as Attorney-in-Fact for Joseph Matheny 10/20/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Mister Car Wash, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;

2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of October, 2023.

/s/ Joseph Duane Matheny  
Joseph Duane Matheny

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution:

1. Markus Hartmann
  2. Jedidiah Gold
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