

**Chipotle Mexican Grill, Inc.**  
**Reconciliation of Non-GAAP Financial Measures**  
**(in thousands, except per share amounts)**

The following provides a reconciliation of non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP.

Adjusted net income is net income excluding restaurant asset impairment, corporate restructuring, and certain other costs. Adjusted general and administrative expense is general and administrative expense excluding certain other costs and transformation expenses. We present these non-GAAP measures in order to facilitate meaningful evaluation of our operating performance across periods. These adjustments are intended to provide greater transparency of underlying performance and to allow investors to evaluate our business on the same basis as our management, which uses these non-GAAP measures in evaluating the company's performance. Our adjusted net income, adjusted diluted earnings per share, and adjusted general and administrative expenses measures may not be comparable to other companies' adjusted measures. These adjustments are not necessarily indicative of what our actual financial performance would have been during the periods presented and should be viewed in addition to, and not as an alternative to, our results prepared in accordance with GAAP. Further details regarding these adjustments are included in the tables below

**Adjusted Net Income and Adjusted Diluted Earnings Per Share**

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2020</b>	<b>2019</b>
Net income	\$ 76,388	\$ 88,132
<i>Non-GAAP adjustments:</i>		
<i>Restaurant closure costs:</i>		
Operating lease asset impairment and other restaurant closure costs <sup>(1)</sup>	6,154	100
Accelerated depreciation <sup>(2)</sup>	-	82
Duplicate rent expense <sup>(3)</sup>	106	521
<i>Corporate Restructuring:</i>		
Operating lease asset impairment and other office closure costs <sup>(4)</sup>	-	1,395
Accelerated depreciation <sup>(2)</sup>	-	82
Duplicate rent expense <sup>(3)</sup>	951	1,198
Employee related restructuring costs <sup>(5)</sup>	389	3,223
Other adjustments <sup>(6)</sup>	5,193	930
Total non-GAAP adjustments	\$ 12,793	\$ 7,531
Tax effect of non-GAAP adjustments <sup>(7)</sup>	(2,024)	(174)
After tax impact of non-GAAP adjustments	\$ 10,769	\$ 7,357
Adjusted net income	\$ 87,157	\$ 95,489
Diluted weighted-average number of common shares outstanding	28,323	28,118
Diluted earnings per share	\$ 2.70	\$ 3.13
Adjusted diluted earnings per share	\$ 3.08	\$ 3.40

(1) Operating lease asset impairment charges, and other closure expenses for restaurant closures due to underperformance.

(2) Accelerated depreciation for restaurant and office closures announced in June 2018 due to underperformance and the corporate restructuring.

(3) Duplicate rent expense for the corporate headquarter relocation and office consolidation announced in May 2018 and rent expense for closed restaurants for the announced restaurant closures in June 2018.

(4) Asset impairment charges and other closure expenses for the corporate headquarter relocation and office consolidation announced in May 2018.

(5) Costs for employee severance, stock modifications, transition expenses, recruitment, relocation costs, third party and other employee-related costs.

(6) The three months ended March 31, 2020, consists of severance and stock modification charges associated with the departure of our former Executive Chairman primarily related to his 2017 agreement. For the three months ended March 31, 2019, consists of an asset impairment charge related to a reconfiguration of our human resource capital management system to support the restructured organization.

(7) For the three months ended March 31, 2019, includes a write-off of deferred tax assets related to expired stock awards of \$1,583.

**Chipotle Mexican Grill, Inc.**  
**Reconciliation of Non-GAAP Financial Measures**

	<b>Three months ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
General and administrative expenses	\$ 106,470	\$ 102,671
<i>Non-GAAP adjustments:</i>		
Other adjustments <sup>(1)</sup>	(5,193)	(930)
Transformation expenses <sup>(2)</sup>	(1,446)	(4,942)
Total non-GAAP adjustments	\$ (6,639)	\$ (5,872)
Adjusted general and administrative expenses	\$ 99,831	\$ 96,799

(1) The three months ended March 31, 2020, consists of severance and stock modification charges associated with the departure of our former Executive Chairman primarily related to his 2017 agreement. The three months ended March 31, 2019, consists of an asset impairment charge related to a reconfiguration of our human resource capital management system to support the restructured organization.

(2) Transformation expenses include duplicate rent expense for office and restaurant closures announced in June 2018 due to the corporate restructuring and underperformance of \$1,057 and \$1,719 for the three months ended March 31, 2020 and 2019, respectively, and employee related restructuring costs of \$389 and \$3,223 for the three months ended March 31, 2020 and 2019, respectively.