

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  Chipotle Mexican Grill, Inc.		<b>2</b> Issuer's employer identification number (EIN)  84-1219301	
<b>3</b> Name of contact for additional information  Investor Relations	<b>4</b> Telephone No. of contact  (949) 524-4000	<b>5</b> Email address of contact  IR@chipotle.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  610 Newport Center Drive, Suite 1100		<b>7</b> City, town, or post office, state, and ZIP code of contact  Newport Beach, CA 92660	
<b>8</b> Date of action  June 25, 2024		<b>9</b> Classification and description  50-for-One Split of Common Stock of Chipotle Mexican Grill, Inc.	
<b>10</b> CUSIP number  169656105	<b>11</b> Serial number(s)  N/A	<b>12</b> Ticker symbol  CMG	<b>13</b> Account number(s)  N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On June 25, 2024, Chipotle Mexican Grill, Inc. (the "Company") effected a 50-for-one stock split, in the form of a one-time special stock dividend (the "Stock Split"), on each outstanding share of common stock, par value \$0.01 per share, of the Company ("Common Stock") on June 18, 2024 (the "Record Date"). Each shareholder of record of the Company at the close of business on the Record Date received, after market close on Tuesday, June 25, 2024, a distribution of 49 additional shares of Common Stock for each share of Common Stock held by such shareholder as of the Record Date. The Common Stock began trading on a post-split basis on Wednesday, June 26, 2024, under the Company's existing trading symbol "CMG."

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ As a result of the Stock Split, for each share of Common Stock held by a shareholder as of the Record Date, such shareholder received 49 additional shares of Common Stock. In accordance with section 307(a) of the Internal Revenue Code of 1986, as amended from time to time ("IRC"), each shareholder is required to allocate the aggregate tax basis in their shares of Common Stock held immediately prior to the Stock Split to the shares of Common Stock held immediately after the Stock Split. As a result, the number of shares of Common Stock held by each shareholder was multiplied by 50, but each shareholder's total tax basis and proportionate interest in the Company remained the same.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The following is not tax advice and is only provided for illustrative purposes. Shareholders should consult their tax advisors regarding the tax consequences of the Stock Split in light of their own individual facts and/or circumstances.

A shareholder will multiply the tax basis in each share of Common Stock held immediately before the Stock Split by 2% to determine their tax basis, after the Stock Split, in that original share and the additional shares of Common Stock distributed with respect to such share. A shareholder that acquired Common Stock at different prices should consult their tax advisor regarding the allocation of tax basis in light of their specific facts. The record date of the Stock Split is June 18, 2024, and the distribution date is June 25, 2024. The data that supports this calculation is each shareholder's tax basis immediately before the distribution and the number of shares of Common Stock issued in the distribution with respect to such original shares of Common Stock.

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The applicable IRC sections upon which the tax treatment is based are IRC sections 305(a) and 307(a).

Under IRC section 305(a), the distribution is not taxable to the shareholders.

Under IRC section 307(a), each shareholder's tax basis in their original shares of common stock must be allocated between the original shares of common stock and the additional (new) shares of common stock that were distributed in the Stock Split.

**18** Can any resulting loss be recognized? ▶ Under current U.S. federal tax law, there will be no U.S. taxable income, gain, or loss recognized by U.S. resident shareholders in connection with the Stock Split. The laws of jurisdictions other than the U.S. may impose income taxes on the receipt of additional shares of common stock.

The Company does not provide tax advice to its shareholders. All shareholders of the Company are urged to consult their own tax advisors regarding the particular tax consequences of the Stock Split in light of their own individual facts and/or circumstances.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2024 for shareholders reporting taxable income on a calendar year basis. For shareholders reporting taxable income on a basis other than a calendar year, the reportable tax year is the shareholder's tax year that includes June 25, 2024.

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ *John R. Hartung* Date ▶ 6/12/2024  
Print your name ▶ John R. Hartung Title ▶ Chief Financial & Administrative Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <u>Ryan Reid</u>	Preparer's signature <u><i>Ryan Reid</i></u>	Date <u>06/06/2024</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P01494808</u>
	Firm's name ▶ <u>Ernst &amp; Young U.S. LLP</u>	Firm's EIN ▶ <u>34-6565596</u>		Phone no. <u>(949) 794-2300</u>	
	Firm's address ▶ <u>18101 Von Karman Avenue, Suite 1700, Irvine, CA 92612</u>				