# CHIPOTLE GRANTS CEO BRIAN NICCOL INDUCEMENT AWARDS PURSUANT TO NYSE RULE 303A.08

DENVER, March 6, 2018 /PRNewswire/ -- Chipotle Mexican Grill, Inc. (NYSE: CMG) today announced that the Compensation Committee of the Board of Directors has made certain equity awards to new chief executive officer Brian Niccol, effective March 5, 2018. The awards were made pursuant to the company's previously-announced agreement with Niccol, and as a material inducement to his joining Chipotle as CEO and a member of the Board.

The awards made to Niccol are as follows: (i) a sign-on award consisting of stock-only stock appreciation rights, or SOSARs, in respect of 53,086 shares having an exercise price of $400.20 (125% of the closing price of Chipotle's common stock on the grant date) per share and a seven-year term, which SOSARs will vest in equal amounts on the first, second and third anniversaries of the grant date, subject to possible acceleration of vesting in the event of a termination of employment by Chipotle without cause or by Niccol with good reason; and (ii) make-whole awards consisting of (A) SOSARs in respect of 114,840 shares having an exercise price of $352.18 (110% of the closing price of Chipotle's common stock on the grant date) and a seven-year term, which will vest in equal amounts on the first, second and third anniversaries of the grant date, subject to possible acceleration of vesting as previously described; and (B) restricted stock units in respect of 30,141 shares of common stock, which will vest in equal amounts on the first, second and third anniversaries of the grant date, subject to possible acceleration of vesting as previously described.

The SOSARs and restricted stock units were all granted outside of the Amended and Restated Chipotle Mexican Grill, Inc. 2011 Stock Incentive Plan (but will generally have terms and conditions consistent with those set forth in that plan), and were approved by the Compensation Committee of the Board of Directors in reliance on the employment inducement exemption under the NYSE's Listed Company Manual Rule 303A.08, which requires public announcement of inducement awards. Pursuant to the requirements of that rule, Chipotle is issuing this press release.

ABOUT CHIPOTLE

Steve Ells, founder and executive chairman, started Chipotle with the idea that food served fast did not have to be a typical fast food experience. Today, Chipotle continues to offer a focused menu of burritos, tacos, burrito bowls, and salads made from fresh, high-quality raw ingredients, prepared using classic cooking methods and served in an interactive style allowing people to get exactly what they want. Chipotle seeks out extraordinary ingredients that are not only fresh, but that are raised responsibly, with respect for the animals, land, and people who produce them. Chipotle prepares its food using real, wholesome ingredients, without the use of added colors, flavors or other additives typically found in fast food. Chipotle opened with a single restaurant in Denver in 1993 and now operates more than 2,400 restaurants. For more information, visit chipotle.com.

FORWARD-LOOKING STATEMENTS

Certain statements in this press release are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. We use words and phrases such as "will", "seek", "confident that", and similar terms and phrases, including references to assumptions, to identify forward-looking statements. The forward-looking statements in this press release are based on information available to us as of the date any such statements are made and we assume no obligation to update these forward-looking statements. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those described in the statements. These risks and uncertainties include, but are not limited to, the following: the uncertainty of our ability to achieve expected levels of comparable restaurant sales due to factors such as changes in consumers' perceptions of our brand, including as a result of actual or rumored food-borne illness incidents or other negative publicity, the impact of competition, including from sources outside the restaurant industry, decreased overall consumer spending, or our possible inability to increase menu prices or realize the benefits of menu price increases; the risk of food-borne illnesses and other health concerns about our food or dining out generally; factors that could affect our ability to achieve and manage our planned expansion, such as the availability of a sufficient number of suitable new restaurant sites and the availability of qualified employees; the performance of new restaurants and their impact on existing restaurant sales; the potential for increased labor costs or difficulty training and retaining qualified employees, including as a result of market pressures, enhanced food safety procedures in our restaurants, or new regulatory requirements; increases in the cost of food ingredients and other key supplies or higher food costs due to changes in supply chain protocols; risks related to our marketing and advertising strategies, which may not be successful and may expose us to liabilities; supply chain risks; risks relating to our expansion into new markets, including outside the U.S., or non-traditional restaurant sites; the impact of federal, state or local government regulations relating to our employees, our restaurant design, or the sale of food or alcoholic beverages; risks associated with our Food With Integrity philosophy, including supply shortages and potential liabilities from advertising claims and other marketing activities related to Food With Integrity; security risks associated with the acceptance of electronic payment cards or electronic storage and processing of confidential customer or employee information; risks relating to litigation, including possible governmental actions related to food-borne illness incidents, as well as class action litigation regarding employment laws, advertising claims or other matters; risks relating to our insurance coverage and self-insurance; risks regarding our ability to protect our brand and reputation; risks associated with our reliance on certain information technology systems; risks related to our ability to effectively manage our growth; risks associated with our pending leadership change and our dependence on key personnel; and other risk factors described from time to time in our SEC reports, including our most recent annual report on

Form 10-K and subsequent quarterly reports on Form 10-Q, all of which are available on the investor relations page of our website at ir.Chipotle.com.

View original content:http://www.prnewswire.com/news-releases/chipotle-grants-ceo-brian-niccol-inducement-awards-pursuant-to-nyse-rule-303a08-300609236.html

SOURCE Chipotle Mexican Grill

Chris Arnold, 303.222.5912, carnold@chipotle.com

---

https://newsroom.chipotle.com/2018-03-06-Chipotle-Grants-CEO-Brian-Niccol-Inducement-Awards-Pursuant-To-NYSE-Rule-303A-08