



**Part II** Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment](#)

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See attachment](#)

Blank lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Blank lines for providing other necessary information.

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.

**Sign Here**  
Signature ▶ *Kathy R Lockhart* Date ▶ 4/3/26

Print your name ▶ **Kathy Lockhart** Title ▶ **Chief Accounting Officer**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Noodles & Company**  
**EIN: 84-1303469**  
**Attachment to Form 8937**

**Form 8937, Part I, Box 9:**

Noodles & Company Class A common stock, par value \$0.01 per share (“Class A common stock”)

**Form 8937, Part I, Box 10:**

CUSIP number: 65540B 303

**Form 8937, Part II, Box 14:**

On February 4, 2026, the Company held a special meeting of stockholders at which its stockholders approved a proposal to effect an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Charter”) to effect a reverse stock split. On February 4, 2026, the Company’s Board of Directors approved the filing of a certificate of amendment to the Charter with the Secretary of State of the State of Delaware to effect a reverse stock split at a 1-for-8 ratio (the “Reverse Stock Split”).

On February 18, 2026, the Company effected the Reverse Stock Split. Pursuant to the terms of equity awards granted under the Company’s equity plans, including the per share exercise price of options, the number of shares issuable under such options and the number of shares delivered upon the vesting and settlement of a restricted stock unit or a performance share unit were proportionally adjusted to maintain their economic value, subject to adjustments for any fractional shares as described in such equity plans. In addition, the total number of shares of Common Stock that may be the subject of future grants under the equity plans, as well as any plan limits on the size of such grants, were adjusted and proportionately decreased as a result of the Reverse Stock Split. The Reverse Stock Split did not reduce the number of authorized shares of common stock and did not alter the par value.

No fractional shares were issued as a result of the Reverse Stock Split. Instead, the Company’s holders of record who otherwise would be entitled to receive fractional shares because they hold a number of shares not evenly divisible by the Reverse Stock Split ratio received an additional fraction of a share of Common Stock to round up to the next whole share. The Reverse Stock Split affected all stockholders proportionately and did not affect any stockholder’s percentage ownership of the Company’s Class A common stock.

**Form 8937, Part II, Box 15:**

Stockholders are required to allocate their aggregate tax basis in their existing shares of Class A common stock held immediately prior to the Reverse Stock Split among their shares of Class A common stock held immediately after the Reverse Stock Split. Stockholders that have acquired different blocks of Class A common stock at different times or at different prices should consult their own tax advisors regarding the allocation of the tax basis of such shares.

**Form 8937, Part II, Box 16:**

The Reverse Stock Split is intended to be treated as a recapitalization for U.S. federal income tax purposes. Accordingly, a stockholder's aggregate tax basis in shares of Class A common stock held immediately prior to the Reverse Stock Split is not changed as a result of the Reverse Stock Split.

The tax basis of the shares of Class A common stock received in the Reverse Stock Split is equal to the aggregate tax basis of the shares of Class A common stock surrendered in exchange therefor. The basis per share of the post-split shares is determined by dividing the aggregate tax basis of the pre-split shares by the number of shares of Class A common stock held immediately after the Reverse Stock Split (after giving effect to the 1-for-8 reverse stock split and any rounding for fractional shares).

**Form 8937, Part II, Box 17:**

The U.S. federal income tax treatment of the Reverse Stock Split is based on Section 368(a)(1)(E) of the Internal Revenue Code, which defines a recapitalization as a tax-free reorganization. Section 354(a)(1) of the Internal Revenue Code generally provides that no gain or loss is recognized by stockholders who exchange stock pursuant to such a reorganization.

The determination of a stockholder's tax basis in the shares received is governed by Section 358 of the Internal Revenue Code, which provides rules for carrying over basis in nonrecognition transactions. The holding period of the shares received is governed by Section 1223(1) of the Internal Revenue Code, which generally provides that the holding period of the shares received includes the holding period of the shares exchanged.

**Form 8937, Part II, Box 18:**

[Except for stockholders receiving cash in lieu of fractional shares, the Reverse Stock Split is intended to be treated as a recapitalization for U.S. federal income tax purposes. Therefore, stockholders generally should not recognize gain or loss upon the Reverse Stock Split. Stockholders should consult their own tax advisor with respect to the tax consequences resulting from the Reverse Stock Split.]

**Form 8937, Part II, Box 19:**

The reportable tax year for reporting the tax effect of the Reverse Stock Split is the taxable year that includes February 18, 2026 (e.g. 2026 for calendar-year taxpayers).