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DELTA REPORT

10-Q

SHAK - SHAKE SHACK INC.

10-Q - MARCH 27, 2024 COMPARED TO 10-Q - SEPTEMBER 27, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1184

CHANGES	203
DELETIONS	543
ADDITIONS	438

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
 EXCHANGE ACT OF 1934

For the quarterly period ended **September 27, 2023** **March 27, 2024**
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
 EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **001-36823**



SHAKE SHACK INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or
organization)

47-1941186

(IRS Employer
Identification No.)

225 Varick Street

Suite 301

New York, New York

10014

(Address of principal executive offices)

(Zip Code)

(646) 747-7200

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.001	SHAK	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
		Smaller reporting	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	company	<input type="checkbox"/>
		Emerging growth	<input type="checkbox"/>
		company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

SHAKE SHACK INC.

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Cautionary Note Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q ("Form 10-Q") contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), which are subject to known and unknown risks, uncertainties and other important factors that may cause actual results to be materially different from the statements made herein. All statements other than statements of historical fact included in this Form 10-Q are forward-looking statements, including, but not limited to, statements about the Company's growth, strategic plan, and liquidity. Forward-looking statements discuss the Company's current expectations and projections relating to its financial position, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "future," "intend," "likely," "outlook," "potential," "project," "projection," "plan," "seek," "may," "could," "would," "will," "should," "can," "can have," "likely," the negatives thereof and other similar expressions.

All forward-looking statements are expressly qualified in their entirety by these cautionary statements. Some of the factors which could cause results to differ materially from the Company's expectations include the continuing impact of the COVID-19 pandemic, including the potential impact of any COVID-19 variants, the Company's ability to develop and open new Shacks on a timely basis, increased costs or shortages or interruptions in the supply and delivery of products, increased labor costs or shortages, inflationary pressures,

the Company's management of its digital capabilities and expansion into new channels, including delivery, as well as kiosk, drive-thru and multiple format investments, the Company's ability to maintain and grow sales at existing Shacks, and risks relating to the restaurant industry generally, and the impact of any material weakness in the Company's internal controls over financial reporting identified in connection with the restatement described in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2024 or otherwise. You should evaluate all forward-looking statements made in this Form 10-Q in the context of the risks and uncertainties disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2022 December 27, 2023 as filed with the Securities and Exchange Commission (the "SEC").

The forward-looking statements included in this Form 10-Q are made only as of the date hereof. The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited).

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SHAKE SHACK INC. CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands, except share and per share amounts)

		December			
		September 27	28	March 27	December 27
		2023	2022	2024	2023
		ASSETS	ASSETS	ASSETS	ASSETS
Current assets:	Current assets:				
	Cash and cash equivalents	\$ 190,020	\$ 230,521		
	Marketable securities	94,957	80,707		

	Accounts receivable, net	13,889	13,877
	Inventories	4,608	4,184
	Prepaid expenses and other current assets	19,762	14,699
	Total current assets	323,236	343,988
Property and equipment, net of accumulated depreciation of \$353,303 and \$290,362, respectively		525,557	467,031
Current assets:			
Current assets:			
	Cash and cash equivalents		
	Cash and cash equivalents		
	Cash and cash equivalents		
	Marketable securities		
	Accounts receivable, net		
	Inventories		
	Prepaid expenses and other current assets		
	Total current assets		
Property and equipment, net of accumulated depreciation of \$401,132 and \$376,760, respectively			
Operating lease assets	Operating lease assets	397,870	367,488
Deferred income taxes, net	Deferred income taxes, net	302,156	300,538
Other assets	Other assets	16,037	15,817
Other assets			
Other assets			
TOTAL ASSETS	TOTAL ASSETS	\$ 1,564,856	\$ 1,494,862
LIABILITIES AND STOCKHOLDERS' EQUITY	LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:	Current liabilities:		
Current liabilities:			
	Accounts payable		
	Accounts payable	\$ 21,251	\$ 20,407
	Accounts payable		
	Accrued expenses	47,630	47,945
	Accrued wages and related liabilities	18,164	17,576

	Operating lease liabilities, current	47,610	42,238
	Other current liabilities	17,522	19,552
	Total current liabilities	152,177	147,718
	Accounts payable		
	Accrued expenses		
	Accrued wages and related liabilities		
	Operating lease liabilities, current		
	Other current liabilities		
	Total current liabilities		
Long-term debt	Long-term debt	245,375	244,589
Long-term debt			
Long-term debt			
Long-term operating lease liabilities			
Long-term operating lease liabilities			
Long-term operating lease liabilities	Long-term operating lease liabilities	463,370	427,227
Liabilities under tax receivable agreement, net of current portion	Liabilities under tax receivable agreement, net of current portion	235,614	234,893
Other long-term liabilities	Other long-term liabilities	26,322	20,687
Total liabilities	Total liabilities	1,122,858	1,075,114
Commitments and contingencies (Note 13)	Commitments and contingencies (Note 13)		Commitments and contingencies (Note 13)
Stockholders' equity:	Stockholders' equity:		
	Preferred stock, no par value—10,000,000 shares authorized; none issued and outstanding as of March 27, 2024 and December 27, 2023.		
	Preferred stock, no par value—10,000,000 shares authorized; none issued and outstanding as of September 27, 2023 and December 28, 2022.	—	—

Preferred stock, no par value—10,000,000 shares authorized; none issued and outstanding as of March 27, 2024 and December 27, 2023.		
Class A common stock, \$0.001 par value—200,000,000 shares authorized; 39,466,268 and 39,284,998 shares issued and outstanding as of September 27, 2023 and December 28, 2022, respectively.	39	39
Class B common stock, \$0.001 par value—35,000,000 shares authorized; 2,834,513 and 2,869,513 shares issued and outstanding as of September 27, 2023 and December 28, 2022, respectively.	3	3
Additional paid-in capital	423,811	415,611
Accumulated deficit	(7,496)	(20,537)
Accumulated other comprehensive loss	(3)	—
Total stockholders' equity attributable to Shake Shack Inc.	416,354	395,116
Preferred stock, no par value—10,000,000 shares authorized; none issued and outstanding as of March 27, 2024 and December 27, 2023.		

Class A
common stock,
\$0.001 par
value—
200,000,000
shares
authorized;
39,635,382
and
39,474,315
shares issued
and
outstanding as
of March 27,
2024 and
December 27,
2023,
respectively.

Class B
common stock,
\$0.001 par
value—
35,000,000
shares
authorized;
2,801,013 and
2,834,513
shares issued
and
outstanding as
of March 27,
2024 and
December 27,
2023,
respectively.

Additional
paid-in capital
Retained
earnings
Accumulated
other
comprehensive
loss

Total
stockholders'
equity
attributable to
Shake Shack
Inc.

Non-controlling interests	Non-controlling interests	25,644	24,632
Total equity	Total equity	441,998	419,748
TOTAL LIABILITIES			
LIABILITIES AND STOCKHOLDERS' EQUITY			
	EQUITY	\$ 1,564,856	\$1,494,862

See accompanying Notes to Condensed Consolidated Financial Statements.

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SHAKE SHACK INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)

(UNAUDITED)

(in thousands, except per share amounts)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27 2023	September 28 2022	September 27 2023	September 28 2022
	Thirteen Weeks Ended	Thirteen Weeks Ended	Thirteen Weeks Ended	Thirteen Weeks Ended
Shack sales	March 27 2024	March 27 2024	March 27 2024	March 27 2024
Shack sales				
Shack sales	\$ 264,980	\$ 219,501	\$ 771,044	\$ 639,346
Licensing revenue	Licensing revenue	11,227	8,313	30,246
Licensing revenue				
TOTAL REVENUE				
TOTAL REVENUE	TOTAL REVENUE	276,207	227,814	801,290
Shack-level operating expenses:	Shack-level operating expenses:			
	Food and paper costs	77,180	67,774	224,752
	Labor and related expenses	76,233	64,638	225,655
	Other operating expenses	37,307	33,680	108,352
	Occupancy and related expenses	20,300	17,337	58,684
Shack-level operating expenses:				
Shack-level operating expenses:	Food and paper costs			
	Food and paper costs			
	Food and paper costs			
	Labor and related expenses			
	Labor and related expenses			
	Labor and related expenses			
	Other operating expenses			
	Other operating expenses			
	Other operating expenses			
	Occupancy and related expenses			
	Occupancy and related expenses			
	Occupancy and related expenses			

	Occupancy and related expenses				
General and administrative expenses					
General and administrative expenses					
General and administrative expenses	General and administrative expenses	30,939	26,931	93,726	87,804
Depreciation and amortization expense	Depreciation and amortization expense	23,130	18,647	66,704	53,589
Depreciation and amortization expense					
Depreciation and amortization expense					
Pre-opening costs					
Pre-opening costs					
Pre-opening costs	Pre-opening costs	4,969	3,041	14,103	8,576
Impairment and loss on disposal of assets	Impairment and loss on disposal of assets	492	592	2,098	1,697
Impairment and loss on disposal of assets					
Impairment and loss on disposal of assets					
TOTAL EXPENSES					
TOTAL EXPENSES					
TOTAL EXPENSES	TOTAL EXPENSES	270,550	232,640	794,074	682,537
INCOME (LOSS) FROM OPERATIONS	INCOME (LOSS) FROM OPERATIONS	5,657	(4,826)	7,216	(20,580)
INCOME (LOSS) FROM OPERATIONS					
INCOME (LOSS) FROM OPERATIONS					
Other income, net					
Other income, net					
Other income, net	Other income, net	3,441	1,482	9,505	1,731
Interest expense	Interest expense	(433)	(475)	(1,241)	(1,145)
Interest expense					
Interest expense					
INCOME (LOSS) BEFORE INCOME TAXES	INCOME (LOSS) BEFORE INCOME TAXES	8,665	(3,819)	15,480	(19,994)
Income tax expense (benefit)		529	(1,508)	1,743	(5,098)
INCOME (LOSS) BEFORE INCOME TAXES					
INCOME (LOSS) BEFORE INCOME TAXES					
Income tax expense					
Income tax expense					
Income tax expense					
NET INCOME (LOSS)					
NET INCOME (LOSS)					
NET INCOME (LOSS)	NET INCOME (LOSS)	8,136	(2,311)	13,737	(14,896)
Less: Net income (loss) attributable to non-controlling interests	Less: Net income (loss) attributable to non-controlling interests	509	(287)	696	(1,522)
Less: Net income (loss) attributable to non-controlling interests					
Less: Net income (loss) attributable to non-controlling interests					

NET INCOME (LOSS)	NET INCOME (LOSS)								
ATTRIBUTABLE TO	ATTRIBUTABLE TO SHAKE								
SHAKE SHACK INC.	SHACK INC.	\$	7,627	\$	(2,024)	\$	13,041	\$	(13,374)
Earnings (loss) per share of Class A common stock:									
Basic	\$	0.19	\$	(0.05)	\$	0.33	\$	(0.34)	
Diluted	\$	0.19	\$	(0.05)	\$	0.31	\$	(0.34)	
Weighted average shares of Class A common stock outstanding:									
Basic		39,460		39,274		39,402		39,221	
Diluted		43,978		39,274		43,884		39,221	
NET INCOME (LOSS) ATTRIBUTABLE TO SHAKE SHACK INC.									
NET INCOME (LOSS) ATTRIBUTABLE TO SHAKE SHACK INC.									
Earnings (Loss) per share of Class A common stock:									
Earnings (Loss) per share of Class A common stock:									
Earnings (Loss) per share of Class A common stock:									
Basic									
Basic									
Basic									
Diluted									
Diluted									
Diluted									
Weighted-average shares of Class A common stock outstanding:									
Weighted-average shares of Class A common stock outstanding:									
Weighted-average shares of Class A common stock outstanding:									
Basic									
Basic									
Basic									
Diluted									
Diluted									
Diluted									

See accompanying Notes to Condensed Consolidated Financial Statements.

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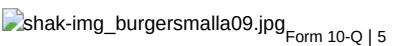
SHAKE SHACK INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)
(in thousands)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27	September 28	September 27	September 28
	2023	2022	2023	2022

		Thirteen Weeks Ended		Thirteen Weeks Ended		Thirteen Weeks Ended			
		March 27		2024					
		March 27		2024					
		March 27		2024					
Net income (loss)	Net income (loss)	\$	8,136	\$	(2,311)	\$	13,737	\$	(14,896)
Other comprehensive income (loss), net of tax ⁽¹⁾ :									
Net income (loss)									
Net income (loss)									
Other comprehensive loss, net of tax ⁽¹⁾ :									
Other comprehensive loss, net of tax ⁽¹⁾ :									
Other comprehensive loss, net of tax ⁽¹⁾ :									
Change in foreign currency									
translation adjustment									
Change in foreign currency									
translation adjustment									
Change in foreign currency									
translation adjustment									
	Change in foreign currency								
	translation adjustment		1		—		(3)		(2)
OTHER COMPREHENSIVE LOSS									
OTHER COMPREHENSIVE INCOME (LOSS)		1		—		(3)		(2)	
OTHER COMPREHENSIVE LOSS									
OTHER COMPREHENSIVE LOSS									
COMPREHENSIVE INCOME (LOSS)									
COMPREHENSIVE INCOME (LOSS)									
COMPREHENSIVE	COMPREHENSIVE INCOME								
INCOME (LOSS)	(LOSS)		8,137		(2,311)		13,734		(14,898)
Less: Comprehensive									
income (loss) attributable	Less: Comprehensive income (loss)								
to non-controlling	attributable to non-controlling								
interests	interests		509		(287)		696		(1,522)
Less: Comprehensive income (loss) attributable to non-									
controlling interests									
Less: Comprehensive income (loss) attributable to non-									
controlling interests									
COMPREHENSIVE	COMPREHENSIVE INCOME								
INCOME (LOSS)	(LOSS) ATTRIBUTABLE TO								
ATTRIBUTABLE TO	SHAKE SHACK INC.								
SHAKE SHACK INC.	SHAKE SHACK INC.	\$	7,628	\$	(2,024)	\$	13,038	\$	(13,376)
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO									
SHAKE SHACK INC.									
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO									
SHAKE SHACK INC.									

(1) Net of tax expense of \$0 for the thirteen and thirty-nine weeks ended September 27, 2023 March 27, 2024 and September 28, 2022 March 29, 2023.

See accompanying Notes to Condensed Consolidated Financial Statements.

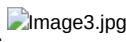
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SHAKE SHACK INC.
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)**
(in thousands, except share amounts)

For the Thirteen Weeks Ended September 27, 2023 and September 28, 2022												
	Class A				Class B				Additional	Retained	Accumulated	
	Common Stock		Common Stock		Paid-In	Earnings	Other	Non-		(Accumulated)	Comprehensive	Controlling
	Shares	Amount	Shares	Amount	Capital	Deficit	Income	Interest	Total	(\$)	(\$)	(\$)
BALANCE, JUNE 28, 2023	39,449,246	\$ 39	2,844,513	\$ 3	\$ 421,356	\$ (15,123)	\$ (4)	\$ 25,088	\$ 431,359			
Net income	—	—	—	—	—	7,627	—	—	509	8,136		
Other comprehensive income (loss):												
Net change in foreign currency translation adjustment	—	—	—	—	—	—	—	—	1	—	—	1
Equity-based compensation	—	—	—	—	3,563	—	—	—	—	—	—	3,563
Activity under stock compensation plans	7,022	—	—	—	(469)	—	—	—	197	(272)		
Redemption of LLC Interests	10,000	—	(10,000)	—	71	—	—	—	(71)	—		
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(710)	—	—	—	(710)	—		
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	—	(79)	(79)		
BALANCE, SEPTEMBER 27, 2023	39,466,268	\$ 39	2,834,513	\$ 3	\$ 423,811	\$ (7,496)	\$ (3)	\$ 25,644	\$ 441,998			
BALANCE, JUNE 29, 2022	39,266,670	\$ 39	2,871,513	\$ 3	\$ 410,520	\$ (7,796)	\$ (1)	\$ 24,871	\$ 427,636			
Net loss	—	—	—	—	—	(2,024)	—	(287)	(2,311)			
Other comprehensive income (loss):												
Net change in foreign currency translation adjustment	—	—	—	—	—	—	—	—	—	—	—	—
Equity-based compensation	—	—	—	—	3,570	—	—	—	—	—	—	3,570
Activity under stock compensation plans	11,029	—	—	—	(182)	—	—	—	245	63		
Redemption of LLC Interests	2,000	—	(2,000)	—	7	—	—	—	(7)	—		
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(641)	—	—	—	(641)	—		
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	—	(65)	(65)		
BALANCE, SEPTEMBER 28, 2022	39,279,699	\$ 39	2,869,513	\$ 3	\$ 413,274	\$ (9,820)	\$ (1)	\$ 24,757	\$ 428,252			

For the Thirteen Weeks Ended March 27, 2024 and March 29, 2023												
	Class A				Class B				Additional	Retained	Accumulated	
	Common Stock		Common Stock		Paid-In	Earnings	Other	Non-		(Accumulated)	Comprehensive	Controlling
	Shares	Amount	Shares	Amount	Capital	Deficit	Loss	Interest	Total	(\$)	(\$)	(\$)
BALANCE, DECEMBER 27, 2023	39,474,315	\$ 39	2,834,513	\$ 3	\$ 426,601	\$ 16,777	\$ (3)	\$ 25,953	\$ 469,370			
Net income	—	—	—	—	—	2,040	—	174	2,214			
Other comprehensive income (loss):												
Net change in foreign currency translation adjustment	—	—	—	—	—	—	—	(1)	—	—	(1)	
Equity-based compensation	—	—	—	—	3,718	—	—	—	—	—	—	3,718
Activity under stock compensation plans	127,567	1	—	—	(5,577)	—	—	—	211	(5,365)		
Redemption of LLC Interests	33,500	—	(33,500)	—	286	—	—	—	(286)	—		

Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	—	2,502	—	—	—	—	—	2,502
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	—	—	(145)	(145)	
BALANCE, MARCH 27, 2024	39,635,382	\$ 40	2,801,013	\$ 3	\$ 427,530	\$ 18,817	\$ (4)	\$ 25,907	\$ 472,293			
BALANCE, DECEMBER 28, 2022	39,284,998	\$ 39	2,869,513	\$ 3	\$ 415,649	\$ (3,487)	\$ —	\$ 24,632	\$ 436,836			
Net loss	—	—	—	—	—	(1,534)	—	(88)	(1,622)			
Other comprehensive income (loss):												
Net change in foreign currency translation adjustment	—	—	—	—	—	—	(4)	—	(4)			
Equity-based compensation	—	—	—	—	3,864	—	—	—	3,864			
Activity under stock compensation plans	94,907	—	—	—	(2,699)	—	—	—	186	(2,513)		
Redemption of LLC Interests	25,000	—	(25,000)	—	194	—	—	—	(194)	—		
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	481	—	—	—	481			
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	—	(49)	(49)		
BALANCE, MARCH 29, 2023	39,404,905	\$ 39	2,844,513	\$ 3	\$ 417,489	\$ (5,021)	\$ (4)	\$ 24,487	\$ 436,993			

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For the Thirty-Nine Weeks Ended September 27, 2023 and September 28, 2022													
	Class A				Class B				Retained	Accumulated			
	Common Stock		Common Stock		Additional	Earnings	Other	Non-	Total	Paid-In	(Accumulated)	Comprehensive	Controlling
	Shares	Amount	Shares	Amount	Capital	(Accumulated)	Deficit	Interest	Equity				
BALANCE, DECEMBER 28, 2022	39,284,998	\$ 39	2,869,513	\$ 3	\$ 415,611	\$ (20,537)	\$ —	\$ —	\$ 24,632	\$ 419,748			
Net income	—	—	—	—	—	—	13,041	—	696	13,737			
Other comprehensive income (loss):													
Net change in foreign currency translation adjustment	—	—	—	—	—	—	—	(3)	—	(3)			
Equity-based compensation	—	—	—	—	11,438	—	—	—	—	11,438			
Activity under stock compensation plans	146,270	—	—	—	(3,023)	—	—	—	712	(2,311)			
Redemption of LLC Interests	35,000	—	(35,000)	—	265	—	—	—	(265)	—			
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(480)	—	—	—	—	(480)			
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	—	(131)	(131)			
BALANCE, SEPTEMBER 27, 2023	39,466,268	\$ 39	2,834,513	\$ 3	\$ 423,811	\$ (7,496)	\$ (3)	\$ 25,644	\$ 441,998				
BALANCE, DECEMBER 29, 2021	39,142,397	\$ 39	2,921,587	\$ 3	\$ 405,940	\$ 3,554	\$ 1	\$ 26,063	\$ 435,600				
Net loss	—	—	—	—	—	(13,374)	—	(1,522)	(14,896)				
Other comprehensive income (loss):													
Net change in foreign currency translation adjustment	—	—	—	—	—	—	—	(2)	—	(2)			
Equity-based compensation	—	—	—	—	10,295	—	—	—	—	10,295			
Activity under stock compensation plans	85,228	—	—	—	(2,790)	—	—	—	918	(1,872)			
Redemption of LLC Interests	52,074	—	(52,074)	—	313	—	—	—	(313)	—			

Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	—	(484)	—	—	—	—	(484)
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	—	—	(389)	(389)
BALANCE, SEPTEMBER 28, 2022	39,279,699	\$ 39	2,869,513	\$ 3	\$ 413,274	\$ (9,820)	\$ (1)	\$ 24,757	\$ 428,252		

See accompanying Notes to Condensed Consolidated Financial Statements.

Shake Shack Inc.



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SHAKE SHACK INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(in thousands)

	Thirteen Weeks Ended	Thirteen Weeks Ended
	March 27 2024	March 29 2023
OPERATING ACTIVITIES		
Net income (loss) (including amounts attributable to non-controlling interests)		
Net income (loss) (including amounts attributable to non-controlling interests)		
Net income (loss) (including amounts attributable to non-controlling interests)		
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization expense		
Depreciation and amortization expense		
Depreciation and amortization expense		
Amortization of debt issuance costs		

Amortization of cloud computing asset	
Non-cash operating lease cost	
Equity-based compensation	
Deferred income taxes	
Non-cash interest	
Non-cash interest	
Non-cash interest	
Gain on sale of equity securities	
Net amortization of discount on held-to- maturity securities	
Impairment and loss on disposal of assets	
Impairment and loss on disposal of assets	
Impairment and loss on disposal of assets	
	Thirty-Nine Weeks Ended
	September
	September 27 28
	2023 2022
OPERATING ACTIVITIES	
Net income (loss) (including amounts attributable to non- controlling interests)	\$ 13,737 \$ (14,896)
Adjustments to reconcile net income (loss) to net cash provided by operating activities	
Changes in operating assets and liabilities:	
Changes in operating assets and liabilities:	
Changes in operating assets and liabilities:	
Accounts receivable	

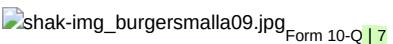
Accounts receivable	
Accounts receivable	
Inventories	
Prepaid expenses and other current assets	
Other assets	
Accounts payable	
Accrued expenses	
Accrued wages and related liabilities	
Other current liabilities	
Operating lease liabilities	
Operating lease liabilities	
Operating lease liabilities	
Other long-term liabilities	
NET CASH PROVIDED BY OPERATING ACTIVITIES	
INVESTING ACTIVITIES	
Purchases of property and equipment	
Purchases of property and equipment	
Purchases of property and equipment	
Maturities of held-to-maturity marketable securities	
Maturities of held-to-maturity marketable securities	
Maturities of held-to-maturity marketable securities	
Purchases of equity securities	
Sales of equity securities	

NET CASH PROVIDED BY INVESTING ACTIVITIES		
FINANCING ACTIVITIES		
Depreciation and amortization expense	66,704	53,589
Amortization of debt issuance costs	786	786
Amortization of cloud computing asset	1,320	1,080
Non-cash operating lease cost	49,775	43,159
Equity-based compensation	11,220	10,155
Deferred income taxes	7,092	12,215
Non-cash interest expense	94	181
Gain on sale of equity securities	(81)	—
Net amortization of discount on held-to-maturity securities	(939)	—
Payments on principal of finance leases		
Impairment and loss on disposal of assets	2,098	1,697
Unrealized loss on equity securities	—	400
Changes in operating assets and liabilities:		
Accounts receivable	(12)	1,840
Inventories	(424)	(146)
Prepaid expenses and other current assets	(3,056)	(4,767)
Other assets	(4,750)	(5,966)
Accounts payable	(5,064)	(2,069)
Accrued expenses	(6,424)	(17,783)
Accrued wages and related liabilities	555	3,052

Other current liabilities	(2,757)	4,376
Operating lease liabilities	(41,725)	(32,558)
Other long-term liabilities	2,442	(10)
NET CASH PROVIDED BY OPERATING ACTIVITIES		
	90,591	54,335
INVESTING ACTIVITIES		
Purchases of property and equipment	(113,033)	(94,797)
Purchases of held-to-maturity securities	(94,019)	—
Purchases of equity securities	(690)	(415)
Sales of equity securities	81,478	—
NET CASH USED IN INVESTING ACTIVITIES		
	(126,264)	(95,212)
FINANCING ACTIVITIES		
Payments on principal of finance leases		
Payments on principal of finance leases	(2,383)	(2,260)
Distributions paid to non-controlling interest holders	Distributions paid to non-controlling interest holders	(131) (389)
Proceeds from stock option exercises	631	334
Net proceeds from stock option exercises		
Net proceeds from stock option exercises		
Net proceeds from stock option exercises		
Employee withholding taxes related to net settled equity awards	Employee withholding taxes related to net settled equity awards	(2,942) (2,214)
NET CASH USED IN FINANCING ACTIVITIES		
	(4,825)	(4,529)
NET CASH USED IN FINANCING ACTIVITIES		
Effect of exchange rate changes on cash and cash equivalents	Effect of exchange rate changes on cash and cash equivalents	(3) (2)
DECREASE IN CASH AND CASH EQUIVALENTS		
	(40,501)	(45,408)

INCREASE IN CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS	CASH AND CASH EQUIVALENTS	CASH
AT BEGINNING	AT BEGINNING	
OF PERIOD	OF PERIOD	230,521 302,406
CASH AND CASH EQUIVALENTS	CASH AND CASH EQUIVALENTS	
AT END OF PERIOD	AT END OF PERIOD	\$ 190,020 \$ 256,998

See accompanying Notes to Condensed Consolidated Financial Statements.

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SHAKE SHACK INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except share and per share amounts)

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NOTE 1: NATURE OF OPERATIONS

Shake Shack Inc. was formed on September 23, 2014 as a Delaware corporation for the purpose of facilitating an initial public offering and other related transactions in order to carry on the business of SSE Holdings, LLC and its subsidiaries ("SSE Holdings"). Shake Shack Inc. is the sole managing member of SSE Holdings and, as sole managing

member, the Company operates and controls all of the business and affairs of SSE Holdings. As a result, the Company consolidates the financial results of SSE Holdings and reports a non-controlling interest representing the economic interest in SSE Holdings held by the other members of SSE Holdings. As of **September 27, 2023** **March 27, 2024** the Company owned **93.3%** **93.4%** of SSE Holdings. Unless the context otherwise requires, "we," "us," "our," "Shake Shack," the "Company" and other similar references, refer to Shake Shack Inc. and, unless otherwise stated, all of its subsidiaries, including SSE Holdings.

The Company operates and licenses Shake Shack restaurants ("Shacks"), which serve burgers, chicken, hot dogs, crinkle cut fries, shakes, frozen custard, beer, wine and more. As of **September 27, 2023** **March 27, 2024**, there were **495** **525** Shacks in operation system-wide, of which **280** **299** were **domestic** Company-operated Shacks **39** and **226** were **domestic** licensed Shacks and **176** were **international** licensed Shacks.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements include the accounts of Shake Shack Inc. and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. These interim Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and on a basis consistent in all material respects with the accounting policies described in its Annual Report on Form 10-K for the fiscal year ended **December 28, 2022** **December 27, 2023** ("2022/2023 Form 10-K"). Certain information and footnote disclosures normally presented in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These interim Condensed Consolidated Financial Statements should be read in conjunction with the consolidated financial statements and related notes thereto included in its **2022/2023** Form 10-K. In the Company's opinion, all adjustments, which are normal and recurring in nature, necessary for a fair presentation of the financial position and results of operation have been included. Operating results for interim periods are not necessarily indicative of the results that may be expected for a full fiscal year.

The Company has elected to reclassify certain marketing expenses for prior periods to conform with the presentation for the thirteen and thirty-nine weeks ended September 27, 2023. These reclassifications had no effect on previously reported Net Loss. For the thirteen and thirty-nine weeks ended September 28, 2022, the Company reclassified \$286 and \$764, respectively from Other operating expenses to General and administrative expenses in the accompanying Condensed Consolidated Statements of Income (Loss).

SSE Holdings is considered a variable interest entity. Shake Shack Inc. is the primary beneficiary as the Company has the majority economic interest in SSE Holdings and, as the sole managing member, has decision making authority that significantly affects the economic performance of the entity, while the limited partners have no substantive kick-out or participating rights. As a result, the Company consolidates SSE Holdings. The assets and liabilities of SSE Holdings represent substantially all of the Company's consolidated assets and liabilities with the exception of certain deferred taxes and liabilities under the Tax Receivable Agreement. As of **September 27, 2023** **March 27, 2024** and **December 28, 2022** **December 27, 2023**, the net assets of SSE Holdings were **\$384,222** **\$394,523** and **\$362,571**, **\$388,250**, respectively. The assets of SSE Holdings are subject to certain restrictions in SSE Holdings' revolving credit agreement.

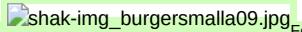
Fiscal Year

The Company operates on a 52/53 week fiscal year ending on the last Wednesday of December. Fiscal **2023/2024** contains 52 weeks and ends on **December 27, 2023** **December 25, 2024**. Fiscal **2022/2023** contained 52 weeks and ended on **December 28, 2022** **December 27, 2023**. Unless otherwise stated, references to years in this report relate to fiscal years.

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Use of Estimates

The preparation of these Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates.

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Recently Issued Accounting Pronouncements

The Company reviewed all recently issued accounting pronouncements and concluded that they were not applicable or not expected to have a significant impact on its Condensed Consolidated Financial Statements.

NOTE 3: REVENUE

Revenue Recognition

Revenue primarily consists of Shack sales and Licensing revenue. Generally, revenue is recognized as promised goods or services transfer to the guest or customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

Shack Sales

Revenue from Shack sales is recognized when payment is tendered at the point of sale, net of discounts as the performance obligation has been satisfied at that time. Sales tax collected from guests is excluded from Shack sales and the obligation is included as sales tax payable until the taxes are remitted to the appropriate taxing authorities.

Delivery services are fulfilled by third-party delivery partners whether ordered through the Shack app, and website ("Company-owned platforms") or through third-party delivery platforms. Revenue from orders through Company-owned platforms includes delivery fees and is recognized when the delivery partner transfers the order to the guest as the Company controls the delivery. For these sales, the Company receives payment directly from the guest at the time of sale. Revenue from orders through third-party delivery platforms is recognized when the order is transferred to the third-party delivery partner and excludes delivery fees collected by the delivery partner as the Company does not control the delivery. The Company receives payment from the delivery partner subsequent to the transfer of the order and the payment terms are short-term in nature. For all delivery sales, the Company is considered the principal and recognizes the revenue on a gross basis.

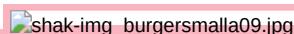
The Company sells gift cards which do not have expiration dates. Revenue from gift cards is recognized when gift cards are redeemed by the customer or, in the event a gift card is not expected to be redeemed, in proportion to actual redemptions of gift cards ("gift card breakage"). The gift card breakage rate is determined from historical gift card redemption patterns. Gift card breakage income for the thirteen weeks ended September 27, 2023 March 27, 2024 and September 28, 2022 March 29, 2023 was \$60 \$134 and \$47, \$106, respectively. Gift card breakage income for the thirty-nine weeks ended September 27, 2023 and September 28, 2022 was \$238 and \$1,415, respectively. The thirty-nine weeks ended September 28, 2022 included a cumulative catch-up adjustment of \$1,281. Gift card breakage income is included in Shack sales in the Condensed Consolidated Statements of Income (Loss).

Licensing Revenue

Licensing revenue includes initial territory fees, Shack opening fees and ongoing sales-based royalty fees from licensed Shacks. Generally, the licenses granted to develop, open and operate each Shack in a specified territory are the predominant good or service transferred to the licensee and represent distinct performance obligations. Ancillary promised services, such as training and assistance during the initial opening of a Shack, are typically combined with the license and considered one performance obligation per Shack.

The Company determines the transaction price for each contract, which is comprised of the initial territory fee and an estimate of the total Shack opening fees the Company expects to be entitled to. The calculation of total Shack opening fees included in the transaction price requires judgment, as it is based on an estimated number of Shacks the Company expects the licensee to open. The transaction price is then allocated equally to each Shack expected to open. The performance obligation is satisfied over time, starting when a Shack opens through the end of the license term for the related Shack, therefore revenue is recognized on a straight-line basis over the license term.

Generally, payment for the initial territory fee is received upon execution of the license agreement and payment for the Shack opening fees is received either in advance or upon

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opening the related Shack. These payments are initially deferred and

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recognized in revenue as the performance obligations are satisfied. Revenue from sales-based royalties is recognized as the related sales occur.

Revenue disaggregated by type was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27 2023	September 28 2022	September 27 2023	September 28 2022
	Thirteen Weeks Ended		Thirteen Weeks Ended	
	Thirteen Weeks Ended		Thirteen Weeks Ended	
	Thirteen Weeks Ended		Thirteen Weeks Ended	

		March 27	2024		March 27	2024		March 27	2024
Shack sales									
Shack sales									
Shack sales									
Shack sales									
Licensing revenue:	Licensing revenue:								
Licensing revenue:									
Sales-based royalties									
Sales-based royalties									
Sales-based royalties	Sales-based royalties								
Initial territory and opening fees	Initial territory and opening fees								
Total revenue	Total revenue	\$ 276,207	\$ 227,814	\$ 801,290	\$ 661,957				
Total revenue									
Total revenue									

The aggregate amount of the transaction price allocated to performance obligations that were unsatisfied or partially unsatisfied as of **September 27, 2023** **March 27, 2024** was **\$23,608** **\$23,370**. The Company expects to recognize this amount as revenue over a long-term period, as the license term for each Shack ranges from 5 to 20 years. This amount excludes any variable consideration related to sales-based royalties.

Contract Balances

Contract liabilities and receivables from contracts with customers were as follows:

	September 27 2023	December 28 2022	March 27 2024	March 27 2024	December 27 2023
Shack sales receivables	Shack sales receivables	\$ 7,531	\$ 8,779		
Licensing receivables, net of allowance for doubtful accounts	Licensing receivables, net of allowance for doubtful accounts	4,871	3,918		
Gift card liability	Gift card liability	1,972	2,285		
Deferred revenue, current	Deferred revenue, current	1,180	969		
Deferred revenue, long-term	Deferred revenue, long-term	16,709	14,340		

Revenue recognized that was included in the respective liability balances at the beginning of the period was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27	September 28	September 27	September 28
	2023	2022	2023	2022
Gift card liability ⁽¹⁾	\$ 83	\$ 82	\$ 560	\$ 1,725
Deferred revenue	311	234	829	638

(1) For the thirty-nine weeks ended September 28, 2022, amount includes the cumulative catch-up adjustment of \$1,281 for gift card breakage income.

	Thirteen Weeks Ended	
	March 27	March 29
	2024	2023
Gift card liability	\$ 419	\$ 333
Deferred revenue	317	244

NOTE 4: FAIR VALUE MEASUREMENTS

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The carrying values of the Company's Cash and cash equivalents, Accounts receivable, net, Accounts payable and Accrued expenses approximate fair value due to the short-term nature of these financial instruments.

The Company's marketable securities were as follows:

	March 27	December 27
	2024	2023
Held-to-maturity securities	24,570	68,561

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The Company's investments were as follows:

	September 27	December 28
	2023	2022
Equity securities	\$ —	\$ 80,707
Held-to-maturity securities	94,957	—
Total investments	\$ 94,957	\$ 80,707

The Company classified its available-for-sale and held-to-maturity securities as Level 1 measurements within the fair value hierarchy. Refer to Note 6, Debt, for additional information relating to the fair value of the Company's outstanding debt instruments.

The Company's held-to-maturity securities were as follows:

	September 27, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasuries	\$ 94,957	\$ 256	\$ —	\$ 95,213

	March 27, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasuries	\$ 24,570	\$ 505	\$ —	\$ 25,075

As of **September 27, 2023** **March 27, 2024**, the contractual maturities of held-to-maturity securities were less than 12 months. Any expected credit losses would not be material to the Condensed Consolidated Statements of Income (Loss).

A summary of other income (expense) from **investments** **marketable securities** was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27		September 28	
	2023	2022	2023	2022
Income from investments	\$ 1,225	\$ 290	\$ 1,846	\$ 502
Realized gain on sale of equity securities	—	—	81	—
Unrealized gain (loss) on equity securities	—	161	—	(400)
Total	\$ 1,225	\$ 451	\$ 1,927	\$ 102

	Thirteen Weeks Ended	
	March 27	
	2024	2023
Income from marketable securities	\$ 535	\$ 495
Realized gain on sale of equity securities	—	81
Total	\$ 535	\$ 576

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis include long-lived assets, operating lease right-of-use assets and indefinite-lived intangible assets. The Company performs its impairment analysis at least annually or whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. There were no impairment charges recognized during the thirteen and thirty-nine weeks ended **September 27, 2023** **March 27, 2024** and **September 28, 2022** **March 29, 2023**.

NOTE 5: SUPPLEMENTAL BALANCE SHEET INFORMATION

The components of Prepaid expenses and other current assets were as follows:

	September 27		December 28	
	2023	2022	2024	2023
Prepaid expenses	\$ 6,689	\$ 3,815		
Tenant allowance receivables		12,128		10,121
Other			945	763
Prepaid expenses and other current assets	\$ 19,762	\$ 14,699		

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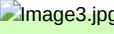
	March 27		December 27	
	2024	2023	2024	2023
Prepaid expenses	\$ 8,263	\$ 5,641		
Tenant allowance receivables		12,297		12,136
Other		1,325		1,190
Prepaid expenses and other current assets	\$ 21,885	\$ 18,967		

The components of Other current liabilities were as follows:

	September 27	December 28	March 27	December 27
	2023	2022		
	March 27	2024	2024	2023

Sales tax payable	Sales tax payable	\$ 5,521	\$ 5,363
Current portion of financing equipment lease liabilities			
Current portion of financing equipment lease liabilities			
Current portion of financing equipment lease liabilities			
Gift card liability			
Gift card liability	Gift card liability	1,972	2,285
Current portion of financing equipment lease liabilities			
Legal reserve	Legal reserve	3,235	2,546
Other	Other	2,620	6,285
Other	Other	4,174	3,073
Other current liabilities	Other current liabilities	\$ 17,522	\$ 19,552

The components of Other long-term liabilities were as follows:

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	September 27 2023	December 28 2022
Deferred licensing revenue	\$ 16,709	\$ 14,340
Long-term portion of financing equipment lease liabilities	8,215	3,909
Other	1,398	2,438
Other long-term liabilities	\$ 26,322	\$ 20,687

NOTE 6: DEBT

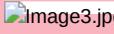
Convertible Notes

The Company's \$250,000 aggregate principal amount of 0% Convertible Senior Notes due 2028 ("Convertible Notes") will mature on March 1, 2028, unless earlier converted, redeemed or repurchased in certain circumstances. Upon conversion, the Company pays or delivers, as the case may be, cash, shares of Class A common stock or a combination of cash and shares of Class A common stock, at the Company's election.

The Convertible Notes are convertible at the option of the holders at any time prior to the close of business on the business day immediately preceding December 1, 2027, only under the following circumstances: (1) during any fiscal quarter commencing after the fiscal quarter ending on June 30, 2021 (and only during such fiscal quarter), if the last reported sale price of the Company's Class A common stock, par value \$0.001 per share, for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price for the Convertible Notes on each applicable trading day; (2) during the five business day period after any ten consecutive trading day period (the "measurement period") in which the trading price (as defined in the Indenture) per one thousand dollar principal amount of the Convertible Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of Class A common stock and the conversion rate for the Convertible Notes on each such trading day; (3) if the Company calls such Convertible Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date, but only with respect to the Convertible Notes called (or deemed called) for redemption; and (4) upon the occurrence of specified corporate events as set forth in the Indenture. On or after December 1, 2027, until the close of business

on the second scheduled trading day immediately preceding the maturity date, holders of the Convertible Notes may convert all or any portion of their Convertible Notes at any time, regardless of the foregoing circumstances.

The Convertible Notes had an initial conversion rate of 5.8679 shares of Class A common stock per one thousand dollar principal amount of Convertible Notes, which is equivalent to an initial conversion price of approximately \$170.42 per share of Class A common stock. The fair value of the Convertible Notes was approximately **\$181,408** **\$226,795** and **\$162,500**, **\$205,000**, respectively, as of **September 27, 2023** **March 27, 2024** and **December 28, 2022** **December 27, 2023**, based on external pricing data, including available quoted market prices of these instruments, and consideration of comparable debt instruments with similar interest rates and trading frequency, among other factors, and is classified as a Level 2 measurement within the fair value hierarchy.

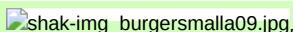
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Classification	Thirteen Weeks Ended			
	March 27		March 29	
	2024	2023	2024	2023
Amortization expense on Convertible Notes	Interest expense		\$ 262	\$ 262
Classification	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27		September 27	
	2023	2022	2023	2022
Amortization expense on Convertible Notes	Interest expense	\$ 262	\$ 262	\$ 786
December				
September 27		28		
2023		2022		
March				
27		March 27		December 27
2024		2024		2023
Convertible Notes	Convertible Notes	\$ 250,000	\$ 250,000	
Discount and debt issuance costs, net of amortization	Discount and debt issuance costs, net of amortization	(4,625)	(5,411)	
Long-term debt	Long-term debt	\$ 245,375	\$ 244,589	

Revolving Credit Facility

The Company maintains a revolving credit facility agreement ("Revolving Credit Facility") which permits borrowings up to \$50,000 with the ability to increase available borrowings up to an additional \$100,000, subject to satisfaction of certain conditions. The Revolving Credit Facility has a maturity date of March 5, 2026.

During the thirteen weeks ended September 27, 2023, In June 2023, the Company entered into the fourth amendment to the Revolving Credit Facility ("Fourth Amendment"), which, among other things, **modifies** modified the benchmark interest rate to either: (i) the base rate plus applicable margin ranging from 0.0% to 1.5% or (ii) the Secured Overnight Financing Rate ("SOFR") plus applicable margin ranging from 1.0% to 2.5%, in each case depending on

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dependent upon the net lease adjusted leverage ratio. As of **September 27, 2023** **March 27, 2024** and **December 28, 2022** **December 27, 2023**, no amounts were outstanding under the Revolving Credit Facility.

The obligations under the Revolving Credit Facility are secured by a first-priority security interest in substantially all of the assets of SSE Holdings and the guarantors. The obligations under the Revolving Credit Facility are guaranteed by each of SSE Holdings' direct and indirect subsidiaries, with certain exceptions. The Revolving Credit Facility requires the Company to comply with maximum net lease adjusted leverage and minimum fixed charge coverage ratios, as well as other customary affirmative and negative covenants. As of **September 27, 2023** **March 27, 2024**, the Company was in compliance with all covenants.

The Revolving Credit Facility also permits the issuance of letters of credit upon our request of up to \$15,000. As of **September 27, 2023** **March 27, 2024** and **December 27, 2023**, the Company had outstanding letters of credit of **\$3,348** **\$3,310** and **\$3,147**, respectively, in connection with the Revolving Credit Facility. The Company had outstanding letters of credit

of \$1,863 in connection with the Revolving Credit Facility as of December 28, 2022.

Classification	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27 2023	September 28 2022	September 27 2023	September 28 2022
Interest expense on Revolving Credit Facility	Interest expense	\$ 14	\$ 28	\$ 60 101

Classification	Thirteen Weeks Ended	
	March 27 2024	March 29 2023
Interest expense on Revolving Credit Facility	Interest expense	\$ 17

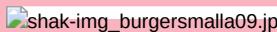
Classification	September 27		December 28	
	2023	2022	2023	2022
Unamortized deferred financing costs on Revolving Credit Facility	Other assets	\$ 47	\$ 62	

Classification	March 27		December 27	
	2024	2023	2024	2023
Unamortized deferred financing costs on Revolving Credit Facility	Other assets	\$ 38	\$ 42	

NOTE 7: LEASES

Nature of Leases

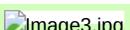
Shake Shack currently leases all of its **domestic** Company-operated Shacks, the home office and certain equipment under various non-cancelable lease agreements that expire on various dates through **2044, 2045**. The Company evaluates contracts entered into to determine whether the contract involves the use of property or equipment, which is either explicitly or implicitly identified in

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the contract. The Company evaluates whether it controls the use of the asset, which is determined by assessing whether substantially all economic benefit from the use of the asset is obtained, and whether the Company has the right to direct the use of the asset. If these criteria are met, the Company has identified a lease within the contract, and therefore a right of use asset and lease liability are recorded on the Condensed Consolidated Balance Sheet. Upon possession of a leased asset, the Company determines whether the lease is an operating or finance lease. All of the Company's real estate leases are classified as operating leases and most equipment leases are classified as finance leases.

Generally, real estate leases have initial terms ranging from 10 to 15 years and typically include two five-year renewal options. Renewal options are generally not recognized as part of the right-of-use assets and lease liabilities as it is not reasonably certain at commencement date that the Company would exercise the renewal options. Real estate leases typically contain fixed minimum rent payments and/or contingent rent payments which are based upon sales in excess of specified thresholds. When the achievement of such sales thresholds are deemed to be probable, contingent rent is accrued in proportion to the sales recognized during the period.

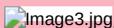
For operating leases, fixed lease payments are recognized as operating lease costs on a straight-line basis over the lease term within the Condensed Consolidated Statements of Income (Loss) in the following line items. Lease expense incurred before a Shack opens is recorded in Pre-opening costs. Once a **domestic** Company-operated Shack opens, the straight-line lease expense and contingent rent, if applicable, are recorded in Occupancy and related expenses. Many of these leases also require the Company to pay real estate taxes, common area maintenance costs and other occupancy costs which are included in Occupancy and related expenses. Finance leases are recognized in depreciation expense on a straight-line basis over the remaining lease term, along with recognition of interest expense associated with accretion of the lease liability.

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For both operating and finance leases that contain lease and non-lease components, the components are combined and accounted for as a single lease component. Variable lease costs for both operating and finance leases, if any, are recognized as incurred. Leases with a term of 12 months or less are deemed short-term and are not recognized on the Condensed Consolidated Balance Sheets. Fixed lease payments for short-term leases are recognized on a straight-line basis over the lease term.

The Company calculates operating lease assets and lease liabilities as the present value of fixed lease payments over the reasonably certain lease term beginning at the commencement date. The Company uses its incremental borrowing rate ("IBR") in determining the present value of future lease payments as there are no explicit rates provided in the leases. The IBR used to measure the lease liability is derived from the average of the yield curves obtained from using the notching method and the recovery rate method. The most significant assumption in calculating the IBR is the Company's credit rating and is subject to judgment. The credit rating used to develop the IBR is determined by utilizing the credit ratings of other public companies with similar financial information as SSE Holdings.

The Company expends cash for leasehold improvements to build out and equip leased properties. Generally, a portion of the leasehold improvements and building costs are reimbursed by the landlords through landlord incentives pursuant to agreed-upon terms in the lease agreements. Landlord incentives usually take the form of cash, full or partial credits against future minimum or contingent rents otherwise payable by the Company, or a combination thereof. In most cases, landlord incentives are received after the Company takes possession of the property and as milestones are met during the construction of the property. The Company includes these amounts in the measurement of the initial operating lease liability, and lease asset.

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A summary of operating and finance lease right-of-use assets and lease liabilities were as follows:

Classification	September 27		December 28		Classification	March 27 2024	December 27 2023
	2023	2022					
Operating leases	Operating leases	Operating leases	\$ 397,870	\$ 367,488			
Finance leases	Finance leases	Property and equipment,					
		net	11,155	6,152			
Total right-of-use assets	Total right-of-use assets		\$ 409,025	\$ 373,640			
Operating leases:	Operating leases:						
		Operating lease liabilities, current	\$ 47,610	\$ 42,238			
		Long-term operating lease liabilities	463,370	427,227			
Finance leases:							
Operating leases:	Operating leases:						
		Other current liabilities	3,235	2,546			
		Other long-term liabilities	8,215	3,909			
Operating leases:							
		Operating lease liabilities, current					

Operating lease liabilities, current	
Operating lease liabilities, current	
Long-term operating lease liabilities	
Finance leases:	
Other current liabilities	
Other current liabilities	
Other current liabilities	
Other long-term liabilities	
Total lease liabilities	\$ 522,430
Total lease liabilities	\$ 475,920

The components of lease expense were as follows:

		Classification	Thirteen Weeks Ended		Thirty-Nine Weeks Ended			
			September 27	September 28	September 27	September 28		
			2023	2022	2023	2022		
Operating lease cost								
Operating lease cost								
Operating lease cost	Operating lease cost	Occupancy and related expenses	\$ 17,177	\$ 15,178	\$ 49,775	\$ 43,188		
		Pre-opening costs						
		General and administrative expenses						
Finance lease cost:	Finance lease cost:							
	Amortization of right-of-use assets	Depreciation and amortization expense	936	750	2,376	2,275		
	Interest on lease liabilities	Interest expense	163	55	305	162		
Finance lease cost:								
Finance lease cost:								
	Amortization of right-of-use assets							

Amortization of right-of-use assets						
Amortization of right-of-use assets						
Interest on lease liabilities						
Interest on lease liabilities						
Interest on lease liabilities						
Variable lease cost						
Variable lease cost	Variable lease cost	Occupancy and related expenses	4,488	3,887	12,940	10,994
		Pre-opening costs				
		General and administrative expenses				
Short-term lease cost	Short-term lease cost	Occupancy and related expenses	206	264	719	395
Short-term lease cost						
Short-term lease cost						
Total lease cost	Total lease cost		\$ 22,970	\$ 20,134	\$ 66,115	\$ 57,014
Total lease cost						
Total lease cost						

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As of **September 27, 2023** **March 27, 2024**, future minimum lease payments for operating and finance leases consisted of the following:

	Operating Leases	Finance Leases				
2023 ⁽¹⁾	\$ 7,463	\$ 1,014				
2024	76,359	3,654				
	Operating Leases		Operating Leases		Finance Leases	
2024 ⁽¹⁾						
2025	2025	80,780	3,010			
2026	2026	77,336	2,240			
2027	2027	73,003	1,893			
2028						
Thereafter	Thereafter	342,416	1,106			
Total minimum payments	Total minimum payments	657,357	12,917			

Less:	Less:	
imputed	imputed	
interest	interest	158,505 1,467
Total	Total	
lease	lease	
liabilities	liabilities	\$ 498,852 \$ 11,450

(1) Operating leases are net of certain tenant allowance receivables that were reclassified to Other current assets as of **September 27, 2023** **March 27, 2024**.

As of **September 27, 2023** **March 27, 2024**, the Company had additional operating lease commitments of **\$129,245** **\$148,440** for non-cancelable leases without a possession date, which commence in **2023** **2024** or later. These lease commitments are materially consistent with the leases that have been executed thus far.

A summary of lease terms and discount rates for operating and finance leases were as follows:

		September 27 2023		December 28 2022	
Weighted average remaining lease term (years):	Weighted average remaining lease term (years):				
	Operating leases	8.9		8.9	
	Finance leases	4.9		5.1	
Weighted average remaining lease term (years):					
Weighted average remaining lease term (years):	Operating leases				
	Operating leases				
	Operating leases				
	Finance leases				
	Finance leases				
	Finance leases				
Weighted average discount rate:	Weighted average discount rate:				
	Operating leases	6.0	%	5.7	%
	Finance leases	5.4	%	4.0	%
Weighted average discount rate:					
Weighted average discount rate:	Operating leases				
	Operating leases				
	Operating leases				
	Finance leases				
	Finance leases				
	Finance leases				

Supplemental cash flow information related to leases was as follows:

Thirty-Nine Weeks Ended		September	28	
September 27	2023			
Thirteen Weeks Ended		March 27	2024	March 29
March 27	2024			

Cash paid for amounts included in the measurement of lease liabilities:	Cash paid for amounts included in the measurement of lease liabilities:
	Operating cash flows from operating leases \$ 52,913 \$ 45,398
	Operating cash flows from finance leases 305 162
	Financing cash flows from finance leases 2,383 2,260
	Operating cash flows from operating leases
	Operating cash flows from operating leases
	Operating cash flows from operating leases
	Operating cash flows from finance leases
	Financing cash flows from finance leases
Right-of-use assets obtained in exchange for lease obligations:	Right-of-use assets obtained in exchange for lease obligations:
	Operating leases 60,560 45,927
	Finance leases 7,379 1,376
	Operating leases

Operating leases
Operating leases
Finance leases

NOTE 8: NON-CONTROLLING INTERESTS

Shake Shack is the primary beneficiary and sole managing member of SSE Holdings and, as a result, consolidates the financial results of SSE Holdings. The Company reports a non-controlling interest representing the economic interest in SSE Holdings held by the other members of SSE Holdings. The Third Amended and Restated Limited Liability Company Agreement, as further amended, (the "LLC Agreement") of SSE Holdings provides that holders of LLC Interests may, from time to time, require SSE Holdings to redeem all or a portion of their LLC Interests for newly-issued shares of Class A common stock on a one-for-one basis. In connection with any redemption or exchange, the Company will receive a corresponding number of LLC Interests, increasing the total ownership interest in SSE Holdings. Changes in the ownership interest in SSE Holdings while the Company retains its controlling interest in SSE Holdings will be accounted for as equity transactions. As such, future redemptions or direct exchanges of LLC Interests in SSE Holdings by the other members of SSE Holdings will result in a change in ownership and reduce the amount recorded as non-controlling interest and increase additional paid-in capital.

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Holdings to redeem all or a portion of their LLC Interests for newly-issued shares of Class A common stock on a one-for-one basis. In connection with any redemption or exchange, the Company will receive a corresponding number of LLC Interests, increasing the total ownership interest in SSE Holdings. Changes in the ownership interest in SSE Holdings while the Company retains its controlling interest in SSE Holdings will be accounted for as equity transactions. As such, future redemptions or direct exchanges of LLC Interests in SSE Holdings by the other members of SSE Holdings will result in a change in ownership and reduce the amount recorded as non-controlling interest and increase additional paid-in capital.

The following table summarizes the ownership interest in SSE Holdings:

	September 27, 2023		December 28, 2022		March 27, 2024		March 27, 2024		December 27, 2023	
	LLC Ownership		LLC Ownership		LLC Interests		LLC Ownership		LLC Interests	
	Interests	%	Interests	%	Interests	%	Interests	%	Interests	%
Number of LLC Interests held by Shake Shack Inc.	Shake Shack Inc.	39,466,268	93.3 %	39,284,998	93.2 %	Number of LLC Interests held by Shake Shack Inc.	39,635,382	93.4 %	39,474,315	93.3 %
Number of LLC Interests held by non-controlling interest holders	holders	2,834,513	6.7 %	2,869,513	6.8 %	Number of LLC Interests held by non-controlling interest holders	2,801,013	6.6 %	2,834,513	6.7 %
Total LLC Interests outstanding	Total LLC Interests outstanding	42,300,781	100.0 %	42,154,511	100.0 %	Total LLC Interests outstanding	42,436,395	100.0 %	42,308,828	100.0 %

The weighted average ownership percentages for the applicable reporting periods are used to attribute Net income (loss) and Other comprehensive income (loss) to the non-controlling interest holders and were as follows:

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended			
	September 27		September 28		September 27		September 28	
	2023	2022	2023	2022	2023	2022	2023	2022
Non-controlling interest holders' weighted average ownership percentages		6.7 %		6.8 %		6.7 %		6.9 %

Thirteen Weeks Ended

	March 27 2024	March 29 2023
Non-controlling interest holders' weighted average ownership percentages	6.7 %	6.8 %

The following table summarizes the effects of changes in ownership of SSE Holdings on the Company's equity:

	Thirteen Weeks Ended March 27 2024	Thirteen Weeks Ended March 27 2024	Thirteen Weeks Ended March 27 2024
Net income (loss) attributable to Shake Shack Inc.			
Net income (loss) attributable to Shake Shack Inc.			
Net income (loss) attributable to Shake Shack Inc.			
Other comprehensive loss:			
Other comprehensive loss:			
Other comprehensive loss:			
Unrealized holding loss on foreign currency translation adjustment			
Unrealized holding loss on foreign currency translation adjustment			
Unrealized holding loss on foreign currency translation adjustment			
Transfers (to) from non-controlling interests:			
Transfers (to) from non-controlling interests:			
Transfers (to) from non-controlling interests:			
Increase in additional paid-in capital as a result of the redemption of LLC Interests			
Increase in additional paid-in capital as a result of the redemption of LLC Interests			

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27 2023	September 28 2022	September 27 2023	September 28 2022
Net income (loss) attributable to Shake Shack Inc.	\$ 7,627	\$ (2,024)	\$ 13,041	\$ (13,374)
Other comprehensive income (loss):				
Unrealized gain (loss) on foreign currency translation adjustment	1	—	(3)	(2)
Transfers (to) from non-controlling interests:				
Decrease in additional paid-in capital as a result of activity under stock compensation plan				
Increase in additional paid-in capital as a result of the redemption of LLC Interests	71	7	265	313
Decrease in additional paid-in capital as a result of activity under stock compensation plan				
Decrease in additional paid-in capital as a result of activity under stock compensation plan				
Decrease in additional paid-in capital as a result of activity under its stock compensation plan and the related income tax effects	(469)	(182)	(3,023)	(2,790)
Total effect of changes in ownership interest on loss attributable to Shake Shack Inc.				
Total effect of changes in ownership interest on equity (loss) attributable to Shake Shack Inc.	\$ 7,230	\$ (2,199)	\$ 10,280	\$ (15,853)
Total effect of changes in ownership interest on loss attributable to Shake Shack Inc.				
Total effect of changes in ownership interest on equity (loss) attributable to Shake Shack Inc.				

The following table summarizes the LLC Interests activity:

	Thirteen Weeks Ended	
	March 27 2024	March 29 2023
LLC Interests activity under the Company's stock compensation plan		
Number of LLC Interests received by Shake Shack Inc.	127,567	94,907
Redemption and acquisition of LLC Interests		
Number of LLC Interests redeemed by non-controlling interest holders	33,500	25,000
Number of LLC Interests received by Shake Shack Inc.	33,500	25,000
Issuance of Class A common stock		
Shares of Class A common stock issued in connection with redemptions of LLC Interests	33,500	25,000
Cancellation of Class B common stock		
Shares of Class B common stock surrendered and canceled	33,500	25,000

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The following table summarizes the LLC Interests activity:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27 2023	September 28 2022	September 27 2023	September 28 2022
LLC Interests activity under the Company's stock compensation plan				
Number of LLC Interests received by Shake Shack Inc.	7,022	11,029	146,270	85,228
Redemption and acquisition of LLC Interests				
Number of LLC Interests redeemed by non-controlling interest holders	10,000	2,000	35,000	52,074
Number of LLC Interests received by Shake Shack Inc.	10,000	2,000	35,000	52,074
Issuance of Class A common stock				
Shares of Class A common stock issued in connection with redemptions of LLC Interests	10,000	2,000	35,000	52,074
Cancellation of Class B common stock				
Shares of Class B common stock surrendered and canceled	10,000	2,000	35,000	52,074

NOTE 9: EQUITY-BASED COMPENSATION

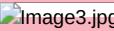
A summary of equity-based compensation expense by award type was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	March 27 2024		March 27 2024	
	March 27 2024		March 27 2024	
	March 27 2024		March 27 2024	
Performance stock units		Thirteen Weeks Ended	Thirty-Nine Weeks Ended	
		September 27 2023	September 28 2022	September 27 2023
Performance stock units		September 27 2023	September 28 2022	September 28 2022

Performance stock units	Performance stock units	\$ 391	\$ 1,053	\$ 2,450	\$ 3,476
Restricted stock units	Restricted stock units	3,095	2,462	8,770	6,679
Restricted stock units					
Restricted stock units					
Equity-based compensation expense					
Equity-based compensation expense					
Equity-based compensation	Equity-based compensation expense	\$ 3,486	\$ 3,515	\$ 11,220	\$ 10,155
Total income tax benefit recognized related to equity-based compensation	Total income tax benefit recognized related to equity-based compensation	\$ 105	\$ 107	\$ 305	\$ 224
Total income tax benefit recognized related to equity-based compensation					
Total income tax benefit recognized related to equity-based compensation					

Equity-based compensation expense recognized was as follows:

		September 27 2023	September 28 2022	September 27 2023	September 28 2022
		Thirteen Weeks Ended	Thirteen Weeks Ended	Thirteen Weeks Ended	Thirteen Weeks Ended
		March 27 2024	March 27 2024	March 27 2024	March 27 2024
		General and administrative expenses			
General and administrative expenses	General and administrative expenses	\$ 3,163	\$ 3,245	\$ 10,254	\$ 9,390
Labor and related expenses	Labor and related expenses	323	270	966	765
Labor and related expenses					
Labor and related expenses					
Equity-based compensation	Equity-based compensation expense	\$ 3,486	\$ 3,515	\$ 11,220	\$ 10,155
Equity-based compensation expense					
Equity-based compensation expense					

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NOTE 10: INCOME TAXES

Shake Shack is the sole managing member of SSE Holdings and, as a result, consolidates the financial results of SSE Holdings. SSE Holdings is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, SSE Holdings is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by SSE Holdings is passed through to and included in the taxable income or loss of its members, including the Company, on a pro rata basis. The Company is subject to U.S. federal income taxes, in addition to state and local income taxes with respect to its allocable share of any taxable income or loss of SSE Holdings, as well as any stand-alone income or loss generated by Shake Shack Inc. The Company is also subject to withholding taxes in foreign jurisdictions.

Effective Income Tax Rates

The following table presents the Company's effective income tax rates:

	Thirteen Weeks Ended	
	March 27	March 29
	2024	2023
Effective income tax rates	19.0 %	(114.8)%

The increase in the effective income tax rate for the thirteen weeks ended September 27, 2023 and September 28, 2022 were 6.1% and 39.5%, respectively. The decrease March 27, 2024 was primarily driven by the change in pre-tax income and the impact of permanent differences and discrete expense on pre-tax income for the period compared to pre-tax loss for the same period last year. The Company's ownership interest in SSE Holdings is directly related to its share of the taxable income (loss) of SSE Holdings. The weighted-average ownership interest in SSE Holdings was 93.3% and 93.2% for the thirteen weeks ended September 27, 2023 and September 28, 2022, respectively.

The effective income tax rates for the thirty-nine weeks ended September 27, 2023 and September 28, 2022 were 11.3% and 25.5%, respectively. The decrease was primarily driven by the change in pre-tax income and the effect of permanent differences, primarily tax credits, on pre-tax income for the period compared to a pre-tax loss for the same period last year as well as and the impact of discrete items which had a decrease disproportionate effect on the minimal pre-tax loss in expense due to tax benefits related to certain windfalls in equity-based compensation. The decrease was partially offset by the prior year. Additionally, an increase in the Company's ownership interest in SSE Holdings which increased its share of the taxable income (loss) of SSE Holdings.

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The Company's weighted-average ownership interest in SSE Holdings was 93.3% and 93.1% for the thirty-nine weeks ended September 27, 2023 and September 28, 2022, respectively, as follows:

	Thirteen Weeks Ended	
	March 27	March 29
	2024	2023
Shake Shack's weighted average ownership percentages	93.3 %	93.2 %

Deferred Tax Assets and Liabilities

During the thirty-nine weeks ended September 27, 2023, the Company acquired an aggregate of 181,270 LLC Interests in connection with the redemption of LLC Interests and activity relating to its stock compensation plan. The Company recognized a plan and recognizes deferred tax asset in the amount of \$48 assets associated with the basis difference in its investment in SSE Holdings upon acquisition of these LLC Interests. As of September 27, 2023.

The following table summarizes the total deferred LLC Interests acquired by the Company:

	Thirteen Weeks Ended	
	March 27	March 29
	2024	2023
LLC Interests activity under the Company's stock compensation plan	127,567	94,907
LLC Interests activity from redemptions of LLC Interests	33,500	25,000
Total LLC Interests acquired by the Company	161,067	119,907

Deferred tax assets related to the basis difference in the Company's investment in SSE Holdings was \$83,023, were as follows:

During the thirty-nine weeks ended September 27, 2023, the

	Thirteen Weeks Ended	
	March 27	March 29
	2024	2023
Deferred tax assets recognized upon acquisition of LLC Interests	\$ 3,314	\$ 824

	March 27 2024	December 27 2023
Total deferred tax assets related to the acquisition of LLC Interests	\$ 95,228	\$ 90,419

The Company also **recognized \$200 of recognizes** deferred tax assets related to additional tax basis increases generated from expected future payments under the Tax Receivable Agreement and related deductions for imputed interest on such payments. Refer to "Tax Receivable Agreement," herein for additional information.

	Thirteen Weeks Ended	
	March 27 2024	March 29 2023
Deferred tax assets recognized under the Tax Receivable Agreement	\$ 303	\$ 129

The Company evaluates the realizability of its deferred tax assets on a quarterly basis and establishes valuation allowances when it is more likely than not that all or a portion of a deferred tax asset may not be realized. As of **September 27, 2023** March 27, 2024, the Company concluded, based on the weight of all available positive and negative evidence, that all of its deferred tax assets (except for those deferred tax assets relating to certain state tax credits and net operating **losses and certain foreign tax credits**) **losses**) are more likely than not to be realized. As such, no additional valuation allowance was recognized.

Tax Receivable Agreement

On February 4, 2015, the Company entered into a tax receivable agreement with certain of the then-existing members of SSE Holdings (the "Tax Receivable Agreement") that provides for the payment by the Company of 85% of the amount of any tax benefits that are actually realized, or in some cases are deemed to realize, as a result of (i) increases in the Company's share of the tax basis in the net assets of SSE Holdings resulting from any redemptions or exchanges of LLC Interests, (ii) tax basis

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increases attributable to payments made under the Tax Receivable Agreement, and (iii) deductions attributable to imputed interest pursuant to the Tax Receivable Agreement (the "TRA Payments"). The Company expects to benefit from the remaining 15% of any tax benefits that may actually realize. The TRA Payments are not conditioned upon any continued ownership interest in SSE Holdings or the Company. The rights of each member of SSE Holdings that is a party to the Tax Receivable Agreement, are assignable to transferees of their respective LLC Interests.

Pursuant to the Company's election under Section 754 of the Internal Revenue Code (the "Code"), the Company expects to obtain an increase in its share of the tax basis in the net assets of SSE Holdings when LLC Interests are redeemed or exchanged by the other members of SSE Holdings. The Company plans to make an election under Section 754 of the Code for each taxable year in which a redemption or exchange of LLC Interest occurs. The Company intends to treat any redemptions and exchanges of LLC Interests as direct purchases of LLC Interests for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that would otherwise be paid in the future to various tax authorities. They may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets.

On February 4, 2015, There were no transactions subject to the Tax Receivable Agreement for which the Company **entered into a tax receivable agreement with certain** did not recognize the related liability, as the Company concluded that it would have sufficient future taxable income to utilize all of the **then-existing members** related tax benefits generated by all transactions that occurred during the thirteen weeks ended March 27, 2024 and March 29, 2023.

A summary of SSE Holdings (the "Tax Receivable Agreement") that provides for the payment by the Company of 85% of the amount of any tax

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benefits that are actually realized, or in some cases are deemed to realize, as a result of (i) increases in the Company's share of the tax basis in the net assets of SSE Holdings resulting from any redemptions or exchanges of LLC Interests, (ii) tax basis increases attributable to payments made **obligations** under the Tax Receivable Agreement and (iii) deductions attributable to imputed interest pursuant to the Tax Receivable Agreement (the "TRA Payments"). The Company expects to benefit from the remaining 15% of any tax benefits that may actually realize. The TRA Payments are not conditioned upon any continued ownership interest in SSE Holdings or the Company. The rights of each member of SSE Holdings that is a party to the Tax Receivable Agreement, are assignable to transferees of their respective LLC Interests. were as follows:

	Thirteen Weeks Ended	
	March 27 2024	March 29 2023

Additional liabilities recognized under the Tax Receivable Agreement	\$ 1,115	\$ 472
	March 27 2024	December 27 2023
Total obligations under the Tax Receivable Agreement	\$ 236,728	\$ 235,613

During the **thirty-nine** **thirteen** weeks ended **September 27, 2023**, the Company acquired an aggregate of 35,000 LLC Interests in connection with the redemption of LLC Interests, which resulted in an increase in the tax basis of its investment in SSE Holdings subject to the provisions of the Tax Receivable Agreement. The Company recognized an additional liability in the amount of \$721 for the TRA Payments due to the redeeming members, representing 85% of the aggregate tax benefits the Company expects to realize from the tax basis increases related to the redemption of LLC Interests, after concluding it was probable that such TRA Payments would be paid based on estimates of future taxable income. During the **thirty-nine** weeks ended **September 27, 2023** **March 27, 2024** and **September 28, 2022** **March 29, 2023**, inclusive of interest, no payments were made to the parties to the Tax Receivable Agreement. As of **September 27, 2023**, the total amount of TRA Payments due under the Tax Receivable Agreement, was \$235,614. Refer to Note 13, **Commitments and Contingencies**, for additional information relating to the liabilities under the Tax Receivable Agreement.

NOTE 11: EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share of Class A common stock is computed by dividing Net income (loss) attributable to Shake Shack Inc. by the weighted average number of shares of Class A common stock outstanding during the period. Diluted earnings (loss) per share of Class A common stock is computed by dividing Net income (loss) attributable to Shake Shack Inc. by the weighted average number of shares of Class A common stock outstanding, adjusted to give effect to potentially dilutive securities.

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The following table sets forth reconciliations of the numerators and denominators used to compute basic and diluted earnings (loss) per share of Class A common stock (in thousands, except per share amounts):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27 2023	September 28 2022	September 27 2023	September 28 2022
Numerator:				
Net income (loss) attributable to Shake Shack Inc.—basic	\$ 7,627	\$ (2,024)	\$ 13,041	\$ (13,374)
Reallocation of net income attributable to non-controlling interests from the assumed conversion of Class B shares	509	—	696	—
Net income (loss) attributable to Shake Shack Inc.—diluted	\$ 8,136	\$ (2,024)	\$ 13,737	\$ (13,374)
Denominator:				
Weighted average shares of Class A common stock outstanding—basic	39,460	39,274	39,402	39,221
Effect of dilutive securities:				
Stock options	74	—	77	—
Performance stock units	11	—	11	—
Restricted stock units	129	—	82	—
Convertible Notes	1,467	—	1,467	—
Shares of Class B common stock	2,837	—	2,845	—
Weighted average shares of Class A common stock outstanding—diluted	43,978	39,274	43,884	39,221
Earnings (loss) per share of Class A common stock—basic	\$ 0.19	\$ (0.05)	\$ 0.33	\$ (0.34)
Earnings (loss) per share of Class A common stock—diluted	\$ 0.19	\$ (0.05)	\$ 0.31	\$ (0.34)

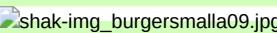
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	Thirteen Weeks Ended	
	March 27 2024	March 29 2023

Numerator:							
Net income (loss) attributable to Shake Shack Inc.—basic			\$ 2,040	\$ (1,534)			
Net income (loss) attributable to Shake Shack Inc.—diluted			\$ 2,040	\$ (1,534)			
Denominator:							
Weighted average shares of Class A common stock outstanding—basic			39,515	39,332			
Effect of dilutive securities:							
Stock options			70	—			
Performance stock units			15	—			
Restricted stock units			192	—			
Convertible Notes			1,467	—			
Weighted average shares of Class A common stock outstanding—diluted			41,259	39,332			
Earnings (loss) per share of Class A common stock—basic							
			\$ 0.05	\$ (0.04)			
Earnings (loss) per share of Class A common stock—diluted							
			\$ 0.05	\$ (0.04)			
The effect of potential share settlement of the Convertible Notes outstanding for the period is included as potentially dilutive shares of Class A common stock under application of the if-converted method in the computation of diluted earnings (loss) per share, except when the effect would be anti-dilutive. Refer to Note 6, Debt, for additional information.							
Shares of Class B common stock do not share in the earnings or losses of Shake Shack and are therefore not participating securities. As such, separate presentation of basic and diluted earnings (loss) per share of Class B common stock under the two-class method has not been presented. However, shares of Class B common stock outstanding for the period are considered potentially dilutive shares of Class A common stock under application of the if-converted method and are included in the computation of diluted earnings (loss) per share, except when the effect would be anti-dilutive.							
The following table presents potentially dilutive securities excluded from the computations of diluted earnings (loss) per share of Class A common stock:							
	Thirteen Weeks Ended			Thirty-Nine Weeks Ended			
	September 27	September 28	2023	September 27	September 28	2023	September 28
			2022			2022	
Thirteen Weeks Ended							
Thirteen Weeks Ended							
Thirteen Weeks Ended							
March 27							
2024							
March 27							
2024							
March 27							
2024							
Stock options							
Stock options							
Stock options	Stock options	—	138,306	(2)	—	138,306	(2)
Performance stock units	Performance stock units	100,898	(1)	160,064	(2)	100,898	(1)
Performance stock units	Performance stock units						
Restricted stock units	Restricted stock units	—	398,269	(2)	—	398,269	(2)
Shares of Class B common stock	Shares of Class B common stock	—	2,869,513	(2)	—	2,869,513	(2)
Shares of Class B common stock	Shares of Class B common stock						
Convertible notes	Convertible notes	—	1,466,975	(2)	—	1,466,975	(2)
Convertible notes	Convertible notes						

(1) Number of securities outstanding at the end of the period that were excluded from the computation of diluted earnings (loss) per share of Class A common stock because the performance conditions associated with these awards were not met assuming the end of the reporting period was the end of the performance period.

(2) Number of securities outstanding at the end of the period that were excluded from the computation of diluted loss earnings (loss) per share of Class A common stock because the effect would have been anti-dilutive.

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NOTE 12: SUPPLEMENTAL CASH FLOW INFORMATION

The following table sets forth supplemental cash flow information:

	Thirty-Nine Weeks Ended	
	September 27	September 28
	2023	2022
Cash paid for:		
Income taxes, net of refunds	\$ 3,147	\$ 2,904
Interest, net of amounts capitalized	343	179
Non-cash investing activities:		
Accrued purchases of property and equipment	30,096	31,593
Capitalized equity-based compensation	147	93
Non-cash financing activities:		
Establishment of liabilities under tax receivable agreement	721	847

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	Thirteen Weeks Ended	
	March 27	March 29
	2024	2023
Cash paid for:		
Income taxes, net of refunds	\$ 1,214	\$ 782
Interest, net of amounts capitalized	350	83
Non-cash investing activities:		
Accrued purchases of property and equipment	22,415	25,752
Capitalized equity-based compensation	49	43
Non-cash financing activities:		

NOTE 13: COMMITMENTS AND CONTINGENCIES

Non-cash investing activities:

Accrued purchases of property and equipment	22,415	25,752
Capitalized equity-based compensation	49	43

Lease Commitments
The Company is obligated under various operating leases for Shacks and the home office space, expiring in various years through 2044. Under certain of these leases, the Company is liable for contingent lease payments based on a percentage of sales in excess of specified thresholds and typically responsible for its proportionate share of real estate taxes, common area maintenance costs and other occupancy costs. Refer to Note 7, Leases, for additional information.

Certain leases require the Company to obtain letters of credit. As of September 27, 2023 March 27, 2024, the Company held two three letters of credit, one for \$130 which expires in February 2026 and the second for \$603, \$402, which expires in August 2023 2024 and renews automatically for one-year periods through January 2034, 2034, one for \$163, which expires in December 2024 and renews automatically for one-year periods through December 2029 and one for \$130 which expires in February 2026.

Purchase Commitments

Purchase obligations include legally binding contracts, including commitments for the purchase, construction or remodeling of real estate and facilities, firm minimum commitments for inventory purchases, equipment purchases, marketing-related contracts, software acquisition/license commitments and service contracts. These obligations are generally short-term in nature and are recorded as liabilities when the related goods are received or services rendered. The Company also enters into long-term, exclusive contracts with certain vendors to supply food, beverages and paper goods, obligating the Company to purchase specified quantities.

Legal Contingencies

The Company is subject to various legal proceedings, claims and liabilities, involving employees and guests alike, which arise in the ordinary course of business and are generally covered by insurance. As of September 27, 2023 March 27, 2024, the amount of the ultimate liability with respect to these matters was not material.

Liabilities under Tax Receivable Agreement

As described in Note 10, Income Taxes, the Company is a party to the Tax Receivable Agreement under which it is contractually committed to pay certain of the members of SSE Holdings 85% of the amount of any tax benefits that are actually realized, or in some cases are deemed to realize, as a result of certain transactions.

The Company is not obligated to make any payments under the Tax Receivable Agreement until the tax benefits associated with the transactions that gave rise to the payments are realized. Amounts payable under the Tax Receivable Agreement are

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contingent upon, among other things, (i) generation of future taxable income over the term of the Tax Receivable Agreement and (ii) future changes in tax laws. If the Company does not generate sufficient taxable income in the aggregate over the term of the Tax Receivable Agreement to utilize the tax benefits, then it would not be required to make the related TRA Payments. During the thirty-nine weeks ended September 27, 2023 and September 28, 2022, the

The Company ~~recognized~~ recognizes liabilities totaling \$721 and \$847, respectively, relating to the obligations under the Tax Receivable Agreement ~~after~~ if concluding that it ~~was~~ is probable that it would have sufficient future taxable income over the term of the Tax Receivable Agreement to utilize the related tax benefits. As of September 27, 2023 and December 28, 2022, the total obligations under the Tax Receivable Agreement were \$235,614 and \$234,893, respectively. There were no transactions subject ~~Refer to Note 10, Income Taxes, for additional information relating to the Tax Receivable Agreement for which the Company did not recognize the related liability, as the Company concluded that it would have sufficient future taxable income to utilize all of the related tax benefits generated by all transactions that occurred during the thirty-nine weeks ended September 27, 2023, Agreement.~~

NOTE 14: RELATED PARTY TRANSACTIONS

Union Square Hospitality Group

The Chairman of the Board of Directors serves as the Executive Chairman of Union Square Hospitality Group, LLC. As a result, Union Square Hospitality Group, LLC and its subsidiary, set forth below, are considered related parties.

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Hudson Yards Sports and Entertainment

In fiscal 2011, Shake Shack entered into a Master License Agreement (as amended, "MLA") with Hudson Yards Sports and Entertainment LLC ("HYSE") to operate Shake Shack branded limited menu concession stands in sports and entertainment venues within the United States. In February 2019, the agreement was assigned to Hudson Yards Catering ("HYC"), the parent of HYSE. The agreement expires in January 2027 and includes five consecutive five-year renewal options at HYC's option. As consideration for these rights, HYC pays the Company a license fee based on a percentage of net food sales, as defined in the MLA. HYC also pays a percentage of profits on sales of branded beverages, as defined in the MLA.

Classification	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27 2023	September 28 2022	September 27 2023	September 28 2022
Amounts received from HYC	Licensing revenue \$ 419	\$ 180	\$ 728	\$ 402

Classification	Thirteen Weeks Ended	
	March 27 2024	March 29 2023
Amounts received from HYC	Licensing revenue \$ 98	\$ 146

Classification		September 27	December 28
		2023	2022
Amounts due from HYC	Accounts receivable, net	\$ 143	\$ 69

Classification		March 27	December 27
		2024	2023
Amounts due from HYC	Accounts receivable, net	\$ 61	\$ 57

Madison Square Park Conservancy

The Chairman of the Board of Directors serves as a director of the Madison Square Park Conservancy ("MSP Conservancy"), with which Shake Shack has a license agreement and pays license fees to operate the Madison Square Park Shack. No amounts were due to MSP Conservancy as of **September 27, 2023** **March 27, 2024** and **December 28, 2022** **December 27, 2023**.

Classification		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		September 27	September 28	September 27	September 28
Amounts paid to MSP Conservancy	Occupancy and related expenses	\$ 224	\$ 383	\$ 672	\$ 859

Classification		Thirteen Weeks Ended	
		March 27	March 29
Amounts paid to MSP Conservancy	Occupancy and related expenses	\$ 229	\$ 224

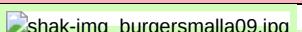
Olo, Inc.

The Chairman of the Board of Directors serves as a director of Olo, Inc. (formerly known as "Mobo Systems, Inc."), a platform the Company uses in connection with its mobile ordering application.

Classification		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		September 27	September 28	September 27	September 28
Amounts paid to Olo, Inc.	Other operating expenses	\$ 156	\$ 110	\$ 423	\$ 316

Classification		Thirteen Weeks Ended	
		March 27	March 29
Amounts paid to Olo, Inc.	Other operating expenses	\$ 181	\$ 124

Classification		September 27	December 28
		2023	2022
Amounts due to Olo, Inc.	Accounts payable	\$ 112	\$ 39
	Accrued expenses		

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Classification		March 27	December 27
		2024	2023
Amounts due to Olo, Inc.	Accounts payable	\$ 178	\$ 116
	Accrued expenses		

Block, Inc.

The Company's Chief Executive Officer is a member of the board of directors of Block, Inc. (formerly known as "Square, Inc."). The Company currently uses certain point-of-sale applications, payment processing services, hardware and other enterprise platform services in connection with its kiosk technology, sales for certain off-site events and the processing of a limited amount of sales at certain locations.

Classification	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27	September 28	September 27	September 28
	2023	2022	2023	2022
Amounts paid to Block, Inc.	Other operating expenses	\$ 2,520	\$ 1,092	\$ 6,105 \$ 2,952

Classification	Thirteen Weeks Ended	
	March 27	March 29
	2024	2023
Amounts paid to Block, Inc.	Other operating expenses	\$ 2,705 \$ 1,571

Classification	September 27		December 28	
	2023	2022	2023	2022
Amounts due to Block, Inc.	Accounts payable	\$ 40	\$ 55	
	Accrued expenses			

Classification	March 27		December 27	
	2024	2023	2024	2023
Amounts due to Block, Inc.	Accounts payable	\$ 14	\$ 59	
	Accrued expenses			

Tax Receivable Agreement

The Company entered into a Tax Receivable Agreement that provides for the payment by the Company of 85% of the amount of any tax benefits that are actually realized, or in some cases are deemed to realize, as a result of certain transactions. Refer to Note 10, Income Taxes, for additional information. No payments were made to the members of SSE Holdings pursuant to the Tax Receivable Agreement during the thirty-nine thirteen weeks ended September 27, 2023 March 27, 2024 and September 28, 2022 March 29, 2023.

Classification	September 27		December 28	
	2023	2022	2023	2022
Amounts due under the Tax Receivable Agreement	Other current liabilities	\$ 235,614	\$ 234,893	
	Liabilities under Tax Receivable Agreement, net of current portion			

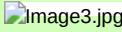
Classification	March 27		December 27	
	2024	2023	2024	2023
Amounts due under the Tax Receivable Agreement	Other current liabilities	\$ 236,728	\$ 235,613	
	Liabilities under Tax Receivable Agreement, net of current portion			

Distributions to Members of SSE Holdings

Under the terms of the SSE Holdings LLC Agreement, SSE Holdings is obligated to make tax distributions to its members. No tax distributions were payable to non-controlling interest holders as of September 27, 2023 March 27, 2024 and December 28, 2022 December 27, 2023, respectively.

Classification	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27	September 28	September 27	September 28
	2023	2022	2023	2022
Amounts paid to non-controlling interest holders	Non-controlling interests	\$ 79	\$ 65	\$ 131 \$ 389

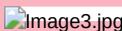
Classification	Thirteen Weeks Ended		
			March 29
	March 27	2024	2023
Amounts paid to non-controlling interest holders	Non-controlling interests	\$ 145	\$ 49

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This section and other parts of this Quarterly Report on Form 10-Q ("Form 10-Q") contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), which are subject to known and unknown risks, uncertainties and other important factors that may cause actual results to be materially different from the statements made herein. All statements other than statements of historical fact are forward-looking statements including, but not limited to, statements about the Company's growth, strategic plan, and liquidity. Forward-looking statements discuss our current expectations and projections relating to our financial position, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "future," "intend," "likely," "outlook," "potential," "project," "projection," "plan," "seek," "may," "could," "would," "will," "should," "can," "can have," "likely," the negatives thereof and other similar expressions.

All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this Form 10-Q in the context of the risks and uncertainties disclosed in our Annual Report on Form 10-K for the fiscal year ended December 28, 2022 December 27, 2023 ("2022 2023 Form 10-K").

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The forward-looking statements included in this Form 10-Q are made only as of the date hereof. We undertake no obligation to publicly update any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

The following discussion should be read in conjunction with our 2022 2023 Form 10-K and the Condensed Consolidated Financial Statements and notes thereto included in Part I, Item 1 of this Form 10-Q. All information presented herein is based on our fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to our fiscal years and the associated quarters, months and periods of those fiscal years.

OVERVIEW

Shake Shack serves modern, fun and elevated versions of American classics using only the best premium ingredients. We are known for our made-to-order 100% Angus beef burgers, crispy chicken, hand-spun milkshakes, house-made lemonades, beer, wine, and more. Our fine dining With our fine-dining roots and a commitment to community building, hospitality crafting uplifting experiences, Shake Shack has become a cult-brand and the sourcing of premium ingredients is what we call "fine casual." Fine casual couples the ease, value and convenience of fast casual concepts with the high standards of excellence grounded in our fine dining roots — thoughtful ingredient sourcing and preparation, hospitality and quality created a new category, fine-casual.

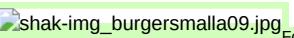
Our mission is to *Stand For Something Good* in all aspects of our business, including the exceptional talented team we hire and train, the premium ingredients making up our menu, our community engagement and the design of our Shacks. *Stand For Something Good* is a call to action for all of our stakeholders — our team, guests, communities, suppliers and investors — and we actively invite them all to share in this philosophy with us. This commitment drives our integration into the local communities in which we operate and fosters a deep and lasting connection with our guests.

The following definitions apply to these terms as used herein:

"Average weekly sales" is calculated by dividing total Shack sales by the number of operating weeks for all Shacks in operation during the period. For Shacks that are not open for the entire period, fractional adjustments are made to the number of operating weeks open such that it corresponds to the period of associated sales.

"Same-Shack sales" represents Shack sales for the comparable Shack base, which is defined as the number of **domestic** Company-operated Shacks open for 24 full fiscal months or longer. For consecutive days that Shacks were temporarily closed, the comparative period was also adjusted.

"System-wide sales" is an operating measure and consists of sales from **the Company's domestic** Company-operated Shacks **domestic licensed Shacks** and **international licensed Shacks**. The Company does not recognize the sales from licensed Shacks as revenue. Of these amounts, revenue is limited to licensing

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revenue based on a percentage of sales from **domestic** and **international** licensed Shacks, as well as certain up-front fees, such as territory fees and opening fees.

As of September 27, 2023, there were 495 Shacks in operation system-wide, of which 280 were domestic Company-operated Shacks, 39 were domestic licensed Shacks and 176 were international licensed Shacks.

Recent Business Trends Key Operating Metrics

Same-Shack sales for the thirteen weeks ended **September 27, 2023** **March 27, 2024** increased **2.3%** **1.6%** compared to the same period last year, driven by a **6.5%** **3.7%** increase in price mix partially offset by a **4.2%** **2.1%** decrease in guest traffic. Compared to the same period last year, same-Shack sales at suburban Shacks increased 3.7% while urban Shacks increased 1.0%. Same-Shack sales during the thirteen weeks ended September 27, 2023 slowed when compared to the thirteen weeks ended June 28, 2023, driven by decreased guest traffic across urban and suburban Shacks partially offset by price mix. For the purpose of calculating same-Shack sales for the thirteen weeks ended **September 27, 2023** **March 27, 2024**, Shack sales for **20224** Shacks were included in the comparable Shack base.

Average weekly sales were **\$74,000** **\$73,000** for the thirteen weeks ended **September 27, 2023** **March 27, 2024**, which was flat compared to **\$73,000** in the same period last year, primarily driven by higher menu prices, partially offset by a decline in guest traffic. Average weekly sales decreased 3.9%, compared to the thirteen weeks ended June 28, 2023, driven by a decline in guest traffic across all domestic Company-operated Shacks partially offset by price mix.

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System-wide sales for the thirteen weeks ended **September 27, 2023** **March 27, 2024** increased **24.3%** **12.3%** to **\$438.9 million** **\$443.3 million** compared to the same period last year and increased 2.9% compared to the thirteen weeks ended June 28, 2023, year.

Digital sales for the thirteen weeks ended **September 27, 2023** **March 27, 2024** increased **5.4%** **15.3%** to **\$83.2 million** **\$103.2 million** compared to the same period last year and decreased 4.3% compared to the thirteen weeks ended June 28, 2023. Total digital year. Digital sales includes orders placed on the Shake Shack app, website and third-party delivery platforms, which represented **31.4%** **36.8%** of Shack sales during the thirteen weeks ended **September 27, 2023** **March 27, 2024**.

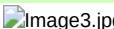
Development Highlights

During the **third quarter of 2023**, **thirteen weeks ended March 27, 2024**, we opened **10** **four** new **domestic** Company-operated Shacks and **four** new **domestic** licensed Shacks and **11** new **international** licensed Shacks. There was one permanent **international** licensed Shack closure in the **third** **first** quarter of **2023**, **2024**.

The following table presents the Shacks opened during the thirteen weeks ended March 27, 2024:

Location	Type	Opening Date
New Baltimore, NY Nanjing, China — New Baltimore Travel Plaza Nanjing IFC	Domestic Licensed	6/29/2023
Culver City, CA — Downtown Culver City	Domestic Company-operated	7/5/2023 1/3/2024
North Wales, PA Brunswick Township, NJ — Montgomeryville North Brunswick	Domestic Company-operated	7/6/2023 1/10/2024
Los Angeles, CA Seoul, Korea — Koreatown Yeouido	Domestic Company-operated Licensed	7/1/12/2023 2024
Guangzhou, China Vienna, VA — Taikoo Hui Pike 7	International Licensed Company-operated	7/15/2023 2/20/2024
Al Ahmadi, Kuwait Tel Aviv, Israel — Ahmadi Park Dizengoff	International Licensed	7/16/2023 2/27/2024
Paradise Island, Bahamas Santa Rosa, CA — Atlantis Montgomery Village	International Licensed Company-operated	7/20/2023 2/28/2024
Hong Kong, China Bloomingdale, IL — Metroplaza Bloomingdale	International Licensed Company-operated	3/7/22/2023 2024
Houston, TX Muharraq, Bahrain — Katy Freeway Marassi Galleria Mall	Domestic Company-operated Licensed	7/25/2023 3/14/2024

As of March 27, 2024, there were 525 Shacks in operation system-wide, of which 299 were Company-operated Shacks and 226 were licensed Shacks.

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RESULTS OF OPERATIONS

The following table summarizes our results of operations for the thirteen and thirty-nine weeks ended September 27, 2023 March 27, 2024 and September 28, 2022 March 29, 2023:

		Thirteen Weeks Ended				Thirty-Nine Weeks Ended								
		Thirteen Weeks Ended		Thirty-Nine Weeks Ended										
		(dollar amounts in thousands)	(dollar amounts in thousands)	September 27 2023	September 28 2022	September 27 2023	September 28 2022	(dollar amounts in thousands)	(dollar amounts in thousands)	March 27 2024	March 29 2023	March 27 2024	March 29 2023	
Shack sales	Shack sales	\$264,980	95.9 %	\$219,501	96.4 %	\$771,044	96.2 %	\$639,346	96.6 %	Shack sales	\$280,552	96.6 %	96.6 %	
Licensing revenue	Licensing revenue	11,227	4.1 %	8,313	3.6 %	30,246	3.8 %	22,611	3.4 %	Licensing revenue	9,952	3.4 %	3.4 %	
TOTAL REVENUE	TOTAL REVENUE	276,207	100.0 %	227,814	100.0 %	801,290	100.0 %	661,957	100.0 %	TOTAL REVENUE	290,504	100.0 %	100.0 %	
Shack-level operating expenses ⁽¹⁾ :	Shack-level operating expenses ⁽¹⁾ :									General and administrative expenses ⁽²⁾	30,939	11.2 %	26,931	11.8 %
Food and paper costs	Food and paper costs	77,180	29.1 %	67,774	30.9 %	224,752	29.1 %	193,645	30.3 %	Food and paper costs	26,931	11.8 %	26,931	11.8 %
Labor and related expenses ⁽²⁾	Labor and related expenses ⁽²⁾	76,233	28.8 %	64,638	29.4 %	225,655	29.3 %	190,954	29.9 %	Food and paper costs	26,931	11.8 %	26,931	11.8 %
Other operating expenses	Other operating expenses	37,307	14.1 %	33,680	15.3 %	108,352	14.1 %	96,002	15.0 %	Food and paper costs	26,931	11.8 %	26,931	11.8 %
Occupancy and related expenses	Occupancy and related expenses	20,300	7.7 %	17,337	7.9 %	58,684	7.6 %	50,270	7.9 %	Food and paper costs	26,931	11.8 %	26,931	11.8 %
General and administrative expenses ⁽²⁾	General and administrative expenses ⁽²⁾	30,939	11.2 %	26,931	11.8 %	93,726	11.7 %	87,804	13.3 %	Food and paper costs	26,931	11.8 %	26,931	11.8 %
										Food and paper costs	80,253	28.6 %	71,772	29.4 %

(1) As a percentage of Shack sales.

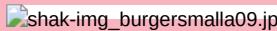
(2) The Company elected to reclassify certain marketing expenses for prior periods to conform with the presentation for the thirteen and thirty-nine weeks ended September 27, 2023. These reclassifications had no effect on previously reported Net Loss. For the thirteen and thirty-nine weeks ended September 28, 2022, the Company reclassified \$286 and \$764, respectively, from Other operating expenses to General and administrative expenses in the accompanying Condensed Consolidated Financial Statements.

Shack Sales

Shack sales represent the aggregate sales of food, beverages and Shake Shack branded merchandise at our **domestic** Company-operated Shacks and gift card breakage income. Shack sales in any period are directly influenced by the number of operating weeks in such period and the total number of open Shacks.

Thirteen Weeks Ended _____ Thirty-Nine Weeks Ended _____

(dollar amounts in thousands)	September 27 2023	September 28 2022	September 27 2023	September 28 2022
Shack sales	\$ 264,980	\$ 219,501	\$ 771,044	\$ 639,346
Percentage of Total revenue	95.9 %	96.4 %	96.2 %	96.6 %
Dollar change compared to prior year	\$ 45,479		\$ 131,698	
Percentage change compared to prior year	20.7 %		20.6 %	

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(dollar amounts in thousands)	Thirteen Weeks Ended	
	March 27 2024	March 29 2023
Shack sales	\$ 280,552	\$ 244,254
Percentage of Total revenue	96.6 %	96.4 %
Dollar change compared to prior year	\$ 36,298	
Percentage change compared to prior year	14.9 %	

Shack sales for the thirteen weeks ended September 27, 2023 March 27, 2024 increased 20.7% 14.9% to \$265.0 million \$280.6 million versus the same period last year. The increase was primarily due to the opening of 48 new domestic Company-operated Shacks between September 28, 2022 March 29, 2023 and September 27, 2023, March 27, 2024 which contributed \$40.7 million, as well as increased \$34.5 million and an increase in menu prices which contributed \$20.0 million, partially offset by a decline in guest traffic.

Shake Shack sales for the thirty-nine weeks ended September 27, 2023 increased 20.6% to \$771.0 million versus the same period last year. The increase was primarily due to the opening of 48 new domestic Company-operated Shacks between September 28, 2022 and September 27, 2023, which contributed \$86.7 million, as well as increased menu prices, which contributed \$55.0 million, partially offset by a decrease in items per check. Inc.  Form 10-Q | 27

Licensing Revenue

Licensing revenue is comprised of license fees and opening and territory fees for certain licensed Shacks and territory fees. Shacks. License fees are calculated as a percentage of sales and territory fees are payments for the exclusive right to develop Shacks in a specific geographic area.

(dollar amounts in thousands)	Thirty-Nine Weeks				Thirteen Weeks Ended	
	Thirteen Weeks Ended		Ended			
	Weeks Ended	September 27 2023	September 28 2022	September 27 2023	September 28 2022	
Licensing revenue	\$ 11,227	\$ 8,313	\$ 30,246	\$ 22,611	March 27 2024	March 29 2023
Percentage of Total revenue	4.1 %	3.6 %	3.8 %	3.4 %		
Dollar change compared to prior year	\$ 2,914		\$ 7,635			
Percentage change compared to prior year	35.1 %		33.8 %			
Percentage of Total revenue				Percentage of Total revenue	3.4 %	3.6 %

Dollar
change
compared
to prior
year
Percentage
change
compared to
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Percentage
change
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prior year

Percentage
change
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prior year

Licensing revenue for the thirteen weeks ended **September 27, 2023** **March 27, 2024** increased **35.1%** **10.3%** to **\$11.2 million** versus the same period last year. Licensing revenue for the thirty-nine weeks ended **September 27, 2023** increased **33.8%** to **\$30.2 million** **\$10.0 million** versus the same period last year. The **increases in Licensing revenue for the thirteen and thirty-nine weeks ended September 27, 2023 were increase was** primarily due to the opening of **45** **37** net new licensed Shacks between **September 28, 2022** **March 29, 2023** and **September 27, 2023**, **March 27, 2024** which contributed **\$1.9 million** and **\$4.1 million**, respectively, as well as higher **\$1.6 million** to Licensing revenue, partially offset by a decline in sales at existing licensed Shacks, particularly domestic airports, primarily in China and the Middle East.

Food and Paper Costs

Food and paper costs include the direct costs associated with food, beverage and packaging of our menu items. The components of Food and paper costs are variable by nature, change with sales volume, **are** impacted by menu mix, channel mix and fluctuations in commodity costs, as well as geographic scale and proximity.

		Thirty-Nine Weeks					
		Thirteen Weeks Ended		Ended			
		Thirteen Weeks Ended				Thirteen Weeks Ended	
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27, 2023	September 28, 2022	September 27, 2023	September 28, 2022	March 27, 2024	March 29, 2023
Food and paper costs	Food and paper costs	\$ 77,180	\$ 67,774	\$ 224,752	\$ 193,645		
Percentage of Shack sales		29.1 %	30.9 %	29.1 %	30.3 %		
Dollar change compared to prior year		\$ 9,406		\$ 31,107			
Percentage change compared to prior year		13.9 %		16.1 %			
Percentage of Shack sales				Percentage of Shack sales		28.6 %	29.4 %
Dollar change compared to prior year							

Percentage change compared to prior year	
Percentage change compared to prior year	
Percentage change compared to prior year	

Food and paper costs for the thirteen weeks ended **September 27, 2023** **March 27, 2024** increased **13.9%** **11.8%** to **\$77.2 million** versus the same period last year. Food and paper costs for the thirty-nine weeks ended **September 27, 2023** increased **16.1%** to **\$224.8 million** **\$80.3 million** versus the same period last year. The increases for the thirteen and thirty-nine weeks ended **September 27, 2023** were increase was primarily due to the opening of **48** **39** new domestic Company-operated Shacks between **September 28, 2022** **March 29, 2023** and **September 27, 2023** **March 27, 2024**, which contributed approximately **\$12.2 million** and **\$28.0 million**, respectively, **\$9.0 million**.

As a percentage of Shack sales, the decreases decrease in Food and paper costs for the thirteen and thirty-nine weeks ended **September 27, 2023** were **March 27, 2024** was primarily driven by menu price increases partially offset by increased commodity the increases in commodities costs, particularly in mainly beef and fries.

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fries and increases in marketing promotions.

Labor and Related Expenses

Labor and related expenses include domestic Company-operated Shack-level hourly and management wage rates, wages, bonuses, payroll taxes, equity-based compensation, workers' workers' compensation expense and medical benefits. As we expect with other variable expense items, labor costs should grow as our Shack sales grow. Factors that influence labor costs include minimum wage and payroll tax legislation, health care costs, size and location of the Shack and the performance of our domestic Company-operated Shacks.

(dollar amounts in thousands)	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27		September 28	
	2023	2022	2023	2022
Labor and related expenses	\$ 76,233	\$ 64,638	\$ 225,655	\$ 190,954
Percentage of Shack sales	28.8 %	29.4 %	29.3 %	29.9 %
Dollar change compared to prior year	\$ 11,595		\$ 34,701	
Percentage change compared to prior year		17.9 %		18.2 %
				Thirteen Weeks Ended
				March 27
				2024
				March 29
				2023
Labor and related expenses		\$ 81,509	\$ 74,264	
Percentage of Shack sales		29.1 %	30.4 %	
Dollar change compared to prior year		\$ 7,245		
Percentage change compared to prior year		9.8 %		

Labor and related expenses for the thirteen weeks ended **September 27, 2023** **March 27, 2024** increased **17.9%** **9.8%** to **\$76.2 million** versus the same period last year. Labor and related expenses for the thirty-nine weeks ended **September 27, 2023** increased **18.2%** to **\$225.7 million** **\$81.5 million** versus the same period last year. The increases for the thirteen and thirty-nine weeks ended **September 27, 2023** were increase was primarily due to the opening of **48** **39** new domestic Company-operated Shacks between **September 28, 2022** **March 29, 2023** and **September 27, 2023** **March 27, 2024**.

As a percentage of Shack sales, the decreases decrease in Labor and related expenses for the thirteen and thirty-nine weeks ended **September 27, 2023** were **March 27, 2024** was primarily due to labor efficiencies and sales leverage partially offset by increased wages. additional expenses from the opening of 39 new Company-operated Shacks between March 29, 2023 and March 27, 2024.

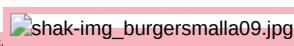
Other Operating Expenses

Other operating expenses consist of delivery commissions, Shack-level marketing expenses, repairs and maintenance, utilities and other operating expenses incidental to operating our domestic Company-operated Shacks, such as non-perishable supplies, credit card fees and property insurance.

		Thirty-Nine Weeks Ended					
		Thirteen Weeks Ended		Thirteen Weeks Ended			
		Thirteen Weeks Ended		Thirteen Weeks Ended		Thirteen Weeks Ended	
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27, 2023	September 28, 2022	September 27, 2023	September 28, 2022	March 27, 2024	March 29, 2023
		(dollar amounts in thousands)					
Other operating expenses	Other operating expenses	\$ 37,307	\$ 33,680	\$ 108,352	\$ 96,002		
Percentage of Shack sales	Percentage of Shack sales	14.1 %	15.3 %	14.1 %	15.0 %		
Dollar change compared to prior year	Dollar change compared to prior year	\$ 3,627		\$ 12,350			
Percentage change compared to prior year	Percentage change compared to prior year	10.8 %		12.9 %			
Percentage of Shack sales	Percentage of Shack sales					14.9 %	14.3 %
Dollar change compared to prior year	Dollar change compared to prior year						
Percentage change compared to prior year	Percentage change compared to prior year						
Percentage change compared to prior year	Percentage change compared to prior year						
Percentage change compared to prior year	Percentage change compared to prior year						

Other operating expenses for the thirteen weeks ended September 27, 2023 March 27, 2024 increased 10.8% 19.8% to \$37.3 million versus the same period last year. Other operating expenses for the thirty-nine weeks ended September 27, 2023 increased 12.9% to \$108.4 million \$41.9 million versus the same period last year. The increases for the thirteen and thirty-nine weeks ended September 27, 2023 were increase was primarily driven by higher facilities costs, mainly utilities, professional services, due to the opening of 4839 new domestic Company-operated Shacks between September 28, 2022 March 29, 2023 and September 27, 2023 March 27, 2024, as well as increased increases in transaction costs fees associated with higher sales, sales and marketing costs.

As a percentage of Shack sales, the decrease increase in Other operating expenses for the thirteen weeks ended September 27, 2023 March 27, 2024 was primarily driven by decreased repair and maintenance expenses, lower due to increases in delivery commissions due to a shift in channel mix associated with higher delivery sales and sales leverage. As a percentage of Shack sales, the decrease in Other operating expenses for the thirty-nine weeks ended September 27, 2023 was primarily driven marketing spend, partially offset by lower delivery commissions as a result of a shift in channel mix, lower repair and maintenance expenses and sales leverage.

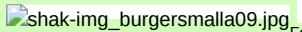
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utility costs.

Occupancy and Related Expenses

Occupancy and related expenses consist of Shack-level occupancy expenses (including rent, common area expenses and certain local taxes), and exclude occupancy expenses associated with unopened Shacks, which are recorded separately in Pre-opening costs.

		Thirty-Nine Weeks					
		Thirteen Weeks Ended		Ended			
		Thirteen Weeks Ended					
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27, 2023	September 28, 2022	September 27, 2023	September 28, 2022	(dollar amounts in thousands)	
Occupancy and related expenses	Occupancy and related expenses	\$ 20,300	\$ 17,337	\$ 58,684	\$ 50,270		
Percentage of Shack sales		7.7 %	7.9 %	7.6 %	7.9 %		
Dollar change compared to prior year		\$ 2,963		\$ 8,414			
Percentage change compared to prior year		17.1 %		16.7 %			
Percentage of Shack sales				Percentage of Shack sales		7.9 %	7.6 %
Dollar change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							

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Occupancy and related expenses for the thirteen weeks ended September 27, 2023 March 27, 2024 increased 17.1% 19.4% to \$20.3 million versus the same period last year. Occupancy and related expenses for the thirty-nine weeks ended September 27, 2023 increased 16.7% to \$58.7 million \$22.2 million versus the same period last year. The increases for the thirteen and thirty-nine weeks ended September 27, 2023 were increase was primarily due to the opening of 48 new domestic Company-operated Shacks between September 28, 2022 March 29, 2023 and September 27, 2023, which contributed \$2.4 million and \$5.4 million, respectively. March 27, 2024.

As a percentage of Shack sales, the decrease increase in Occupancy and related expenses for the thirteen weeks ended September 27, 2023 was primarily driven by a decrease in base rent and sales leverage. As a percentage of Shack sales, the decrease in Occupancy and related expenses for the thirty-nine weeks ended September 27, 2023 was March 27, 2024 were primarily due to sales leverage higher variable rent and lower base rent, partially offset by an increase in common area maintenance charges. occupancy taxes.

General and Administrative Expenses

General and administrative expenses consist of costs associated with corporate and administrative functions that support Shack development and operations, as well as equity-based compensation expense.

		Thirty-Nine Weeks							
		Thirteen Weeks Ended		Ended					
		Thirteen Weeks Ended							
		September 27, 2023							
(dollar amounts in thousands)	(dollar amounts in thousands)	27	28	27	28	March 27, 2024	March 29, 2023		
General and administrative expenses	expenses	\$ 30,939	\$ 26,931	\$ 93,726	\$ 87,804				
Percentage of Total revenue		11.2 %	11.8 %	11.7 %	13.3 %				
Dollar change compared to prior year		\$ 4,008		\$ 5,922					
Percentage change compared to prior year		14.9 %		6.7 %					
Percentage of Total revenue					Percentage of Total revenue	12.4 %	12.4 %		
Dollar change compared to prior year									
Percentage change compared to prior year									
Percentage change compared to prior year									

General and administrative expenses for the thirteen weeks ended September 27, 2023 March 27, 2024 increased 14.9% 14.8% to \$30.9 million versus the same period last year. General and administrative expenses for the thirty-nine weeks ended September 27, 2023 increased 6.7% to \$93.7 million \$35.9 million versus the same period last year. The increase in General and administrative expenses for the thirteen weeks ended September 27, 2023 was primarily due to increased increases in wages and other team costs as well as investments to support our Shack growth, costs related to the restatement of prior periods included in marketing and technology initiatives. The increase in General and administrative expenses for the thirty-nine weeks ended September 27, 2023 was primarily due to increased wages and other team costs, fiscal 2023 Form 10-K, professional fees related to a non-recurring matter of \$2.3 million matters, as well as investments in marketing and technology initiatives, partially offset by lower the absence of one-time legal expenses settlements compared to the prior year period.

As a percentage of Total revenue, the decreases in General and administrative expenses was flat at 12.4% for the thirteen and thirty-nine weeks ended September 27, 2023 were March 27, 2024 and March 29, 2023, which was primarily due to sales leverage partially offset by the aforementioned items.

Depreciation and Amortization Expense

Depreciation and amortization expense primarily consists of the depreciation of fixed assets, including leasehold improvements and equipment.

		Thirty-Nine Weeks					
		Thirteen Weeks Ended		Ended			
		Thirteen Weeks Ended				Thirteen Weeks Ended	
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27, 2023	September 28, 2022	September 27, 2023	September 28, 2022	(dollar amounts in thousands)	
Depreciation and amortization expense	Depreciation and amortization expense	\$ 23,130	\$ 18,647	\$ 66,704	\$ 53,589	March 27, 2024	March 29, 2023
Percentage of Total revenue	8.4 %	8.2 %	8.3 %	8.1 %			
Dollar change compared to prior year	\$ 4,483		\$ 13,115				
Percentage change compared to prior year	24.0 %		24.5 %				
Percentage of Total revenue					Percentage of Total revenue	8.8 %	8.4 %
Dollar change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							

Depreciation and amortization expense for the thirteen weeks ended **September 27, 2023** **March 27, 2024** increased **24.0%** **19.3%** to **\$23.1** million versus the same period last year. Depreciation and amortization expense for the thirty-nine weeks ended **September 27, 2023** increased **24.5%** to **\$66.7** million **\$25.4** million versus the same period last year. The increases in Depreciation and amortization expense for the thirteen and thirty-nine weeks ended **September 27, 2023** were increase was predominantly due to incremental depreciation of capital expenditures related to the opening of **4839** new **domestic** Company-operated Shacks and technology projects placed into service between **September 28, 2022** **March 29, 2023** and **September 27, 2023** **March 27, 2024**.

As a percentage of Total revenue, the increases in Depreciation and amortization expense for the thirteen and thirty-nine weeks ended **September 27, 2023** were primarily due to the aforementioned items.

Pre-Opening Costs

Pre-opening costs consist primarily of occupancy, manager and team member wages, cookware, travel and lodging costs for our opening training team and other supporting team members, marketing expenses, legal fees and inventory costs incurred prior to the opening of a Shack. All such costs incurred prior to the opening of a **domestic** Company-operated

Shack are expensed in the period in which the expense was incurred. Pre-opening costs can fluctuate significantly from period to period, based on the number and timing of **domestic** Company-operated Shack openings and the specific pre-opening costs incurred for each **domestic** Company-operated Shack. Additionally, **domestic** Company-operated Shack openings in new geographic markets may initially experience higher pre-opening costs

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than our established geographic markets, such as the New York City metropolitan area, where we have greater economies of scale and incur lower travel and lodging costs for our training team.

		Thirty-Nine Weeks					
		Thirteen Weeks Ended		Ended			
		Thirteen Weeks Ended				Thirteen Weeks Ended	
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27, 2023	September 28, 2022	September 27, 2023	September 28, 2022	March 27, 2024	March 29, 2023
Pre-opening costs	Pre-opening costs	\$ 4,969	\$ 3,041	\$ 14,103	\$ 8,576		
	Percentage of Total revenue	1.8 %	1.3 %	1.8 %	1.3 %		
	Dollar change compared to prior year	\$ 1,928		\$ 5,527			
	Percentage change compared to prior year	63.4 %		64.4 %			
	Percentage of Total revenue			Percentage of Total revenue		0.9 %	1.4 %
	Dollar change compared to prior year						
	Percentage change compared to prior year						
	Percentage change compared to prior year						

Pre-opening costs for the thirteen weeks ended **September 27, 2023 increased 63.4%** **March 27, 2024 decreased 22.6%** to **\$5.0 million** versus the same period last year. Pre-opening costs for the thirty-nine weeks ended **September 27, 2023 increased 64.4%** to **\$14.1 million** **\$2.8 million** versus the same period last year. The increase in Pre-opening costs for the thirteen weeks ended **September 27, 2023 decrease** was primarily due to **increased a reduction in wages and benefits team costs as we standardize the training process for our Shack teams related to the timing of Shack openings throughout the year, legal costs and travel costs, unopened Shacks** partially offset by a **decrease in occupancy expense**

related to the timing of Shack openings throughout the year, compared to the prior-year period. The **an** increase in Pre-opening costs for the thirty-nine weeks ended September 27, 2023 was primarily due to increases in wages and benefits for our Shack teams and occupancy expense related to the timing of Shack openings throughout the year, legal costs and smallwares compared to the prior-year period. **costs.**

Impairment and Loss on Disposal of Assets

Impairment and loss on disposal of assets **consist primarily** **consists** of impairment charges related to our long-lived assets, which includes property and equipment, as well as operating and finance lease assets. Additionally, Impairment and loss on disposal of assets includes

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the net book value of assets that have been retired which primarily consists of furniture, equipment and fixtures that were replaced in the normal course of business.

		Thirty-Nine Weeks					
		Thirteen Weeks Ended		Ended			
		Thirteen Weeks Ended					
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27 2023	September 28 2022	September 27 2023	September 28 2022	March 27 2024	March 29 2023
Impairment and loss on disposal of assets	Impairment and loss on disposal of assets	\$ 492	\$ 592	\$ 2,098	\$ 1,697		
Percentage of Total revenue	0.2 %	0.3 %	0.3 %	0.3 %			
Dollar change compared to prior year	\$ (100)		\$ 401				
Percentage change compared to prior year	(16.9) %		23.6 %				
Percentage of Total revenue					0.2 %	0.3 %	
Dollar change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							

Impairment and loss on disposal of assets for the thirteen weeks ended **September 27, 2023** **March 27, 2024** decreased **16.9% 27.1%** to \$0.5 million versus the same period last year. **Impairment and loss on disposal of assets for the thirty-nine weeks ended September 27, 2023 increased 23.6% to \$2.1 million versus the same period last year.** The decrease in **Impairment and loss on disposal of assets for the thirteen weeks ended September 27, 2023** was primarily due to a reduction **decrease** in abandoned construction projects in the current year compared to the prior year. The partially offset by an increase in **Impairment and loss on disposal of assets for the thirty-nine weeks ended September 27, 2023** was primarily due to costs to the number of Shacks maturing in our base as well as disposal of home office assets, **replace** certain equipment.

Other Income, Net

Other income, net consists primarily of interest income, adjustments to liabilities under **our tax receivable agreement**, **the Tax Receivable Agreement**, dividend income, and net unrealized and realized gains and losses from marketable securities.

		Thirty-Nine Weeks					
		Thirteen Weeks Ended		Ended			
		Thirteen Weeks Ended				Thirteen Weeks Ended	
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27, 2023	September 28, 2022	September 27, 2023	September 28, 2022	(dollar amounts in thousands)	
Other income, net	Other income, net	\$ 3,441	\$ 1,482	\$ 9,505	\$ 1,731	March 27, 2024	March 29, 2023
Percentage of Total revenue	1.2 %	0.7 %	1.2 %	0.3 %			
Dollar change compared to prior year	\$ 1,959		\$ 7,774				
Percentage change compared to prior year	132.2 %		449.1 %				
Percentage of Total revenue					Percentage of Total revenue	1.1 %	1.1 %
Dollar change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							

Other income, net for the thirteen weeks ended **September 27, 2023** **March 27, 2024** increased from \$2.8 million to \$3.4 million from \$1.5 million. Other income, net for \$3.2 million versus the **thirty-nine weeks ended September 27, 2023 increased to \$9.5 million from \$1.7 million same period last year.** The **increases in Other income, net for the thirteen and thirty-nine weeks ended September 27, 2023 were increase was primarily due to an increase in interest income from cash equivalents of \$1.2 million and \$6.2 million, respectively, from increased interest rates related to investments in marketable securities.**

Interest Expense

Interest expense generally consists of interest on the current portion of our liabilities under the Tax Receivable Agreement, imputed interest related to our financing equipment leases, amortization of deferred financing costs, interest and fees on our Revolving Credit Facility and amortization of debt issuance costs.

		Thirty-Nine Weeks					
		Thirteen Weeks Ended		Ended			
		Thirteen Weeks Ended					
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27, 2023	September 28, 2022	September 27, 2023	September 28, 2022	(dollar amounts in thousands)	
Interest expense	Interest expense	\$ (433)	\$ (475)	\$ (1,241)	\$ (1,145)	March 27, 2024	March 29, 2023
Percentage of Total revenue		(0.2) %	(0.2) %	(0.2) %	(0.2) %		
Dollar change compared to prior year	\$ 42		\$ (96)				
Percentage change compared to prior year	(8.8) %		8.4 %				
Percentage of Total revenue				Percentage of Total revenue		(0.2) %	(0.2) %
Dollar change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							

Interest expense for the thirteen weeks ended September 27, 2023 decreased 8.8% to \$0.4 million versus the same period last year. Interest expense for the thirty-nine weeks ended September 27, 2023 increased 8.4% to \$1.2 million versus the same period last year. The decrease in Interest expense for the thirteen weeks ended September 27, 2023 was primarily due to decreased various sales tax audit assessment charges, partially offset by increased finance lease charges. The increase in Interest expense for the thirty-nine weeks ended September 27, 2023 was primarily due to increased finance lease charges.

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charges from the opening of 39 new Company-operated Shacks between March 29, 2023 and March 27, 2024.

Income Tax Expense (Benefit)

We are the sole managing member of SSE Holdings, and as a result, consolidate the financial results of SSE Holdings. SSE Holdings is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, SSE Holdings is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by SSE Holdings is passed through to and included in the taxable income or loss of its members, including us, on a pro rata basis. We are subject to U.S. federal income taxes, in addition to state and local income taxes with respect to our allocable share of any taxable income or loss of SSE Holdings, as well as any stand-alone income or loss generated by us. We are also subject to withholding taxes in foreign jurisdictions.

		Thirty-Nine Weeks					
		Thirteen Weeks Ended		Ended			
		Thirteen Weeks Ended				Thirteen Weeks Ended	
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27, 2023	September 28, 2022	September 27, 2023	September 28, 2022	(dollar amounts in thousands)	
Income tax expense (benefit)		\$ 529	\$ (1,508)	\$ 1,743	\$ (5,098)		
Percentage of Total revenue		0.2 %	(0.7) %	0.2 %	(0.8) %		
Dollar change compared to prior year		\$ 2,037		\$ 6,841			
Percentage change compared to prior year		(135.1) %		(134.2) %			
Income tax expense							
Percentage of Total revenue						0.2 %	0.3 %
Dollar change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							
Percentage change compared to prior year							

Our effective income tax rates for the thirteen weeks ended September 27, 2023 March 27, 2024 and September 28, 2022 March 29, 2023 were 6.1% 19.0% and 39.5% (114.8%), respectively. The decrease increase was primarily driven by the change in pre-tax income and the impact of permanent differences and discrete expense on pre-tax income for the period compared to a pre-tax loss for the same period last year and the impact of discrete items which had a disproportionate effect on the minimal pre-tax loss in the prior year. Additionally, an increase in the Company's ownership interest in SSE Holdings is directly related to increases its share of the taxable income (loss) of SSE Holdings. Our weighted average ownership interest in SSE Holdings was 93.3% and 93.2%, respectively, for the thirteen weeks ended September 27, 2023 March 27, 2024 and September 28, 2022, respectively, March 29, 2023.

Our effective income tax rates for the thirty-nine weeks ended September 27, 2023 and September 28, 2022 were 11.3% and 25.5%, respectively. The decrease was primarily driven by the change in pre-tax income and the effect of permanent differences, primarily tax

credits, on pre-tax income for the period compared to pre-tax loss for the same period last year, as well as a decrease in expense due to tax benefits related to certain windfalls in equity-based compensation. The decrease was partially offset by an increase in the Company's ownership interest in SSE Holdings which increased its share of the taxable income (loss) of SSE Holdings. Our weighted average ownership interest in SSE Holdings was 93.3% and 93.1% for the thirty-nine weeks ended September 27, 2023 and September 28, 2022, respectively.

Net Income (Loss) Attributable to Non-Controlling Non-controlling Interests

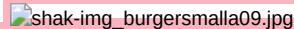
We are the sole managing member of SSE Holdings and have the sole voting power in, and control the management of, SSE Holdings. Accordingly, we consolidate the financial results of SSE Holdings and report a non-controlling interest on our Condensed Consolidated Statements of Income (Loss), representing the portion of net income (loss) attributable to the other members of SSE Holdings. The Third Amended and Restated Limited Liability Company Agreement of SSE Holdings provides that holders of LLC Interests may, from time to time, require SSE Holdings to redeem all or a portion of their LLC Interests for newly-issued shares of Class A common stock on a one-for-one basis. In connection with any redemption or exchange, we will receive a corresponding number of LLC Interests, increasing our total ownership interest in SSE Holdings. The weighted average ownership percentages for the applicable reporting periods are used to attribute net income (loss) and other comprehensive income (loss) to Shake Shack Inc. and the non-controlling interest holders.

(dollar amounts in thousands)	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27		September 28	
	2023	2022	September 27	September 28
Net income (loss) attributable to non-controlling interests	\$ 509	\$ (287)	\$ 696	\$ (1,522)
Percentage of Total revenue	0.2 %	(0.1)%	0.1 %	(0.2)%

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(dollar amounts in thousands)	Thirteen Weeks Ended	
	March 27	
	2024	March 29
Net income (loss) attributable to non-controlling interests	\$ 174	\$ (88)
Percentage of Total revenue	0.1 %	— %

Net income (loss) attributable to non-controlling interests for the thirteen weeks ended September 27, 2023 March 27, 2024 improved to income of \$0.5 million \$0.2 million from a loss of \$0.3 million in the same period last year. Net income (loss) attributable to non-controlling interests for the thirty-nine weeks ended September 27, 2023 improved to income of \$0.7 million from a loss of \$1.5 million \$0.1 million in the same period last year. The improvements in Net income (loss) attributable to non-controlling interests improvement for the thirteen and thirty-nine weeks ended September 27, 2023 were March 27, 2024 was primarily due to an increase in improved net results compared to the same periods period last year, partially offset by a decrease in the non-controlling interest holders' weighted average ownership, which was 6.7% for the thirteen

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and thirty-nine weeks ended September 27, 2023 and 6.8% and 6.9%, respectively for the thirteen and thirty-nine weeks ended September 28, 2022 March 27, 2024 and March 29, 2023.

NON-GAAP FINANCIAL MEASURES

To supplement the Condensed Consolidated Financial Statements, which are prepared and presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"), we use the following non-GAAP financial measures: **Shack-level operating Restaurant-level** profit, **Shack-level operating Restaurant-level** profit margin, EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted pro forma net income (loss) and adjusted pro forma earnings (loss) per fully exchanged and diluted share (collectively the "non-GAAP financial measures").

Shack-Level Operating Restaurant-Level Profit

Shack-level operating Restaurant-level profit, also formerly referred to as restaurant Shack-level operating profit, is defined as Shack sales less Shack-level operating expenses including which include Food and paper costs, Labor and related expenses, Other operating expenses and Occupancy and related expenses.

How This Measure Is Useful

When used in conjunction with GAAP financial measures, **Shack-level operating Restaurant-level** profit and **Shack-level operating Restaurant-level** profit margin are supplemental measures of operating performance that we believe are useful measures to evaluate the performance and profitability of our Shacks. Additionally, **Shack-level operating Restaurant-level** profit and **Shack-level operating Restaurant-level** profit margin are key metrics used internally by our management to develop internal budgets and forecasts, as well as assess the performance of our Shacks relative to budget and against prior periods. It is also used to evaluate team member compensation as it serves as a metric in certain of our performance-based team member bonus arrangements. We believe the presentation of **Shack-level operating Restaurant-level** profit and **Shack-level operating Restaurant-level** profit margin provides investors with a supplemental view of our operating performance that can provide meaningful insights to the underlying operating performance of our Shacks, as these measures depict the operating results that are directly impacted by our Shacks and exclude items that may not be indicative of, or are unrelated to, the ongoing operations

of our Shacks. It may also assist investors to evaluate our performance relative to peers of various sizes and maturities and provides greater transparency with respect to how our management evaluates our business, as well as our financial and operational decision-making.

Limitations of the Usefulness of this Measure

Shack-level operating Restaurant-level profit and Shack-level operating Restaurant-level profit margin may differ from similarly titled measures used by other companies due to different methods of calculation. Presentation of Shack-level operating Restaurant-level profit and Shack-level operating Restaurant-level profit margin is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. Shack-level operating Restaurant-level profit excludes certain costs, such as General and administrative expenses and Pre-opening costs, which are considered normal, recurring cash operating expenses and are essential to support the operation and development of our Shacks. Therefore, this measure may not provide a complete understanding of the operating results of our Company as a whole and Shack-level operating Restaurant-level profit and Shack-level operating Restaurant-level profit margin should be reviewed in conjunction with our GAAP financial results. A reconciliation of Shack-level operating Restaurant-level profit to Income (loss) from Operations, operations, the most directly comparable GAAP financial measure, is as follows.

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		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		Thirteen Weeks Ended	Thirteen Weeks Ended	Thirteen Weeks Ended	Thirteen Weeks Ended
<i>(dollar amounts in thousands)</i>					
<i>(dollar amounts in thousands)</i>					
(dollar amounts in thousands)	(dollar amounts in thousands)	September 27 2023	September 28 2022	September 27 2023	September 28 2022
Income (loss) from operations	Income (loss) from operations	\$ 5,657	\$ (4,826)	\$ 7,216	\$ (20,580)
Income (loss) from operations					
Income (loss) from operations					
Less:	Less:				
Less:					
Less:					
	Licensing revenue				
	Licensing revenue				
	Licensing revenue				
Add:					
Add:					
Add:					
	General and administrative expenses				
	General and administrative expenses				
	General and administrative expenses				
	Depreciation and amortization expense				
	Depreciation and amortization expense				
	Depreciation and amortization expense				

Pre-opening costs						
Pre-opening costs						
Pre-opening costs						
Impairment and loss on disposal of assets						
<u>Impairment and loss on disposal of assets</u>						
Impairment and loss on disposal of assets						
<u>Impairment and loss on disposal of assets</u>						
Restaurant-level profit						
Restaurant-level profit						
Restaurant-level profit						
	Licensing revenue	11,227		8,313		30,246
Add:						
Total revenue						
	General and administrative expenses ⁽¹⁾	30,939		26,931		93,726
	Depreciation and amortization expense	23,130		18,647		66,704
	Pre-opening costs	4,969		3,041		14,103
	Impairment and loss on disposal of assets	492		592		2,098
						1,697
Shack-level operating profit	\$	53,960	\$	36,072	\$	153,601
Total revenue	\$	276,207	\$	227,814	\$	801,290
Total revenue	Total revenue	\$	\$	\$	\$	\$
Less: Licensing revenue	Less: Licensing revenue					
		11,227		8,313		30,246
						22,611
Less: Licensing revenue						
Less: Licensing revenue						
Shack sales						
Shack sales						
Shack sales	Shack sales	\$	264,980	\$	219,501	\$
Shack-level operating profit margin^(2,3)		20.4	%	16.4	%	19.9
						%
Restaurant-level profit margin⁽¹⁾						
Restaurant-level profit margin⁽¹⁾						
Restaurant-level profit margin⁽¹⁾						

(1) The Company has elected to reclassify certain marketing expenses from Other operating expenses to General and administrative expenses in the accompanying Condensed Consolidated Financial Statements for prior periods to be comparable with the classification for the thirteen and thirty-nine weeks ended September 27, 2023.

(2) For the thirty-nine weeks ended September 28, 2022, Shack-level operating profit margin includes a \$1,281 cumulative catch-up adjustment for gift card breakage income, recognized in Shack sales.

(3) As a percentage of Shack sales.

EBITDA and Adjusted EBITDA

EBITDA is defined as Net income (loss) before Interest expense (net of interest income), Income tax expense (benefit) and Depreciation and amortization expense. Adjusted EBITDA is defined as EBITDA (as defined above) excluding equity-based compensation expense, Impairment and loss on disposal of assets, amortization of cloud-based software implementation costs, as well as certain non-recurring items that we do not believe directly reflect our core operations and may not be indicative of our recurring business operations.

In the first quarter of 2023, the Company revised its definition of Adjusted EBITDA to exclude deferred lease costs and executive transition costs as adjustments to the measure. The Company believes excluding both of these items improves the usefulness of Adjusted EBITDA as these items are characteristic of the Company's ongoing operations and such

presentation is consistent with other companies in the restaurant industry. Previously reported periods have been revised to conform to the current period presentation.

How These Measures Are Useful

When used in conjunction with GAAP financial measures, EBITDA and adjusted EBITDA are supplemental measures of operating performance that we believe are useful measures to facilitate comparisons to historical performance and competitors' operating results. Adjusted EBITDA is a key metric used internally by our management to develop internal budgets and forecasts and also serves as a metric in our performance-based equity incentive programs and certain of our bonus arrangements. We believe presentation of EBITDA and adjusted EBITDA provides investors with a supplemental view of our operating performance that facilitates analysis and comparisons of our ongoing business operations because they exclude items that may not be indicative of our ongoing operating performance.

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Limitations of the Usefulness of These Measures

EBITDA and adjusted EBITDA may differ from similarly titled measures used by other companies due to different methods of calculation. Presentation of EBITDA and adjusted EBITDA is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. EBITDA and adjusted EBITDA exclude certain normal recurring expenses. Therefore, these measures may not provide a complete understanding of our performance and should be reviewed in conjunction with our GAAP financial measures. A reconciliation of EBITDA and adjusted EBITDA to Net income (loss), the most directly comparable GAAP measure, is as follows.

(dollar amounts in thousands)	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27		September 27	
	2023	2022	2023	2022
Net income (loss)	\$ 8,136	\$ (2,311)	\$ 13,737	\$ (14,896)
Depreciation and amortization expense	23,130	18,647	66,704	53,589
Interest expense, net	(845)	475	(164)	1,145
Income tax expense (benefit)	529	(1,508)	1,743	(5,098)
EBITDA	30,950	15,303	82,020	34,740
EBITDA <small>Less equity-based compensation</small>	3,691	3,515	11,202	10,202
Non-recurring (loss) cloud-based software implementation costs	440	397	2,820	(1,000)
Depreciation and amortization of assets	492	592	25,098	21,002
Interest expense, net	—	—	1,004	6,400
Income tax expense	211	—	518	867
EBITDA <small>Less breakage cumulative catch-up adjustment</small>	—	—	\$ 28,146	\$ (20,870)
Other ⁽¹⁾	—	—	2,321	—
Adjusted EBITDA	\$ 35,784	\$ 19,807	\$ 100,399	\$ 53,141
Amortization of cloud-based software implementation costs	—	—	518	439
Adjusted EBITDA <small>Less impairment and disposal of assets</small>	13.0 %	8.7 %	12.5 %	8.0 %
Legal settlements ⁽²⁾	—	—	—	1,004
34 Shake Shack Inc.  Form 10-Q	CEO transition costs	—	479	—
Restatement costs ⁽²⁾	—	—	1,391	—
Other ⁽³⁾	—	—	1,183	628
Adjusted EBITDA	\$ 35,885	\$ 35,885	\$ 27,565	\$ 27,565
Adjusted EBITDA margin⁽⁴⁾	12.4 %	10.9 %	10.9 %	10.9 %

(1) *Related Expenses incurred to establish accruals related to the settlements of legal matters.*

(2) *Expenses incurred related to the restatement of prior periods in the 2023 Form 10-K.*

(3) *Expenses incurred for professional fees for a related to non-recurring matter, matters.*

(2) (4) *Calculated as a percentage of Total revenue, which was \$276.2 million \$290.5 million and \$801.3 million \$253.3 million for the thirteen and thirty-nine weeks ended September 27, 2023, respectively, March 27, 2024 and \$227.8 million and \$662.0 million for the thirteen and thirty-nine weeks ended September 28, 2022 March 29, 2023, respectively.*

Adjusted Pro Forma Net Income (Loss) and Adjusted Pro Forma Earnings (Loss) Per Fully Exchanged and Diluted Share

Adjusted pro forma net income (loss) represents Net income (loss) attributable to Shake Shack Inc. assuming the full exchange of all outstanding SSE Holdings, LLC membership interests ("LLC Interests") for shares of Class A common stock, adjusted for certain non-recurring items that we do not believe are directly related to our core operations and may not be indicative of our recurring business operations. Adjusted pro forma earnings (loss) per fully exchanged and diluted share is calculated by dividing adjusted pro forma net income (loss) by the weighted average shares of Class A common stock outstanding, assuming the full exchange of all outstanding LLC Interests, after giving effect to the dilutive effect of outstanding equity-based awards.

In the first quarter of 2023, the Company revised its definition of Adjusted Pro Forma Net Income to exclude executive transition costs as an adjustment to the measure. Previously reported periods have been revised to conform to the current period presentation. See "EBITDA and Adjusted EBITDA" above for additional information.

How These Measures Are Useful

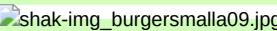
When used in conjunction with GAAP financial measures, adjusted pro forma net income (loss) and adjusted pro forma earnings (loss) per fully exchanged and diluted share are supplemental measures of operating performance that we believe are useful measures to evaluate our performance period over period and relative to our competitors. By assuming the full exchange of all outstanding LLC Interests, we believe these measures facilitate comparisons with other companies that have different organizational and tax structures, as well as comparisons period over period because it eliminates the effect of any changes in Net income (loss) attributable to Shake Shack Inc. driven by increases in our ownership of SSE Holdings, which are unrelated to

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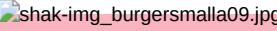
our operating performance, and excludes items that are non-recurring or may not be indicative of our ongoing operating performance.

Limitations of the Usefulness of These Measures

Adjusted pro forma net income (loss) and adjusted pro forma earnings (loss) per fully exchanged and diluted share may differ from similarly titled measures used by other companies due to different methods of calculation. Presentation of adjusted pro forma net income (loss) and adjusted pro forma earnings (loss) per fully exchanged and diluted share should not be considered alternatives to Net income (loss) and earnings (loss) per share, as determined under GAAP. While these measures are useful in

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evaluating our performance, they do not account for the earnings attributable to the non-controlling interest holders and therefore do not provide a complete understanding of the Net income (loss) attributable to Shake Shack Inc. Adjusted pro forma net income (loss) and adjusted pro forma earnings (loss) per fully exchanged and diluted share should be evaluated in conjunction with our GAAP financial results. A reconciliation of adjusted pro forma net income (loss) to Net income (loss) attributable to Shake Shack Inc., the most directly comparable GAAP measure, and the computation of adjusted pro forma earnings (loss) per fully exchanged and diluted share are set forth below.

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	Thirteen Weeks Ended	Thirteen Weeks Ended	Thirteen Weeks Ended
(in thousands, except per share amounts)			
(in thousands, except per share amounts)			
(in thousands, except per share amounts)			
Numerator:			
Numerator:			
Numerator:			
Net income (loss)			
attributable to Shake			
Shack Inc			
Net income (loss)			
attributable to Shake			
Shack Inc			
Net income (loss)			
attributable to Shake			
Shack Inc			
Adjustments:			
Adjustments:			

Adjustments:

Reallocation of Net income (loss) attributable to non-controlling interests from the assumed exchange of LLC Interests⁽¹⁾

Reallocation of Net income (loss) attributable to non-controlling interests from the assumed exchange of LLC Interests⁽¹⁾

Reallocation of Net income (loss) attributable to non-controlling interests from the assumed exchange of LLC Interests⁽¹⁾

(in thousands, except per share amounts)	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 27 2023	September 28 2022	September 27 2023	September 28 2022
	Numerator:			
Legal settlements				
Legal settlements				
Legal settlements				
Net income (loss) attributable to Shake Shack Inc.	\$ 7,627	\$ (2,024)	\$ 13,041	\$ (13,374)
Adjustments:				
Reallocation of Net income (loss) attributable to non-controlling interests from the assumed exchange of LLC Interests ⁽¹⁾	509	(287)	696	(1,522)
Legal settlements	—	—	1,004	6,750
Gift card breakage cumulative catch-up adjustment	—	—	—	(1,281)
Severance	211	—	211	—
Restatement costs ⁽²⁾				
Other ⁽²⁾	—	—	2,321	—
Tax impact of above adjustments ⁽³⁾	(810)	(11)	(2,146)	(922)
Adjusted pro forma net income (loss)	\$ 7,537	\$ (2,322)	\$ 15,127	\$ (10,349)
Denominator:				
Restatement costs ⁽²⁾				

	Weighted average shares of Class A common stock outstanding—diluted	43,978	39,274	43,884	39,221
	Adjustments:				
	Assumed exchange of LLC Interests for shares of Class A common stock ⁽¹⁾	—	2,871	—	2,899
	Adjusted pro forma fully exchanged weighted average shares of Class A common stock outstanding —diluted	43,978	42,145	43,884	42,120
	Restatement costs ⁽²⁾				
	CEO transition costs				
	CEO transition costs				
	CEO transition costs				
	Other ⁽³⁾				
	Other ⁽³⁾				
	Other ⁽³⁾				
	Tax impact of above adjustments ⁽⁴⁾				
	Tax impact of above adjustments ⁽⁴⁾				
	Tax impact of above adjustments ⁽⁴⁾				
Adjusted pro forma net income (loss)					
Adjusted pro forma net income (loss)					
Adjusted pro forma net income (loss)					
Denominator:					
Denominator:					
Denominator:					
	Weighted-average shares of Class A common stock outstanding—diluted				
	Weighted-average shares of Class A common stock outstanding—diluted				
	Weighted-average shares of Class A common stock outstanding—diluted				
	Adjustments:				
	Adjustments:				
	Adjustments:				
	Assumed exchange of LLC Interests for shares of Class A common stock ⁽¹⁾				

Assumed exchange of LLC Interests for shares of Class A common stock ⁽¹⁾								
Assumed exchange of LLC Interests for shares of Class A common stock ⁽¹⁾								
Adjusted pro forma fully exchanged weighted-average shares of Class A common stock outstanding—diluted								
Adjusted pro forma fully exchanged weighted-average shares of Class A common stock outstanding—diluted								
Adjusted pro forma fully exchanged weighted-average shares of Class A common stock outstanding—diluted								
Adjusted pro forma earnings (loss) per fully exchanged share—diluted	Adjusted pro forma earnings (loss) per fully exchanged share—diluted	\$ 0.17	\$ (0.06)	\$ 0.34	\$ (0.25)			
Adjusted pro forma earnings (loss) per fully exchanged share—diluted								
Adjusted pro forma earnings (loss) per fully exchanged share—diluted								
			Thirteen Weeks Ended			Thirty-Nine Weeks Ended		
			September 27 2023	September 28 2022		September 27 2023	September 28 2022	
					Thirteen Weeks Ended			
					Thirteen Weeks Ended			
					Thirteen Weeks Ended			
			March 27 2024					
			March 27 2024					
			March 27 2024					
Earnings (loss) per share of Class A common stock—diluted								
Earnings (loss) per share of Class A common stock—diluted								
Earnings (loss) per share of Class A common stock—diluted	Earnings (loss) per share of Class A common stock—diluted	\$ 0.19	\$ (0.05)	\$ 0.31	\$ (0.34)			
Assumed exchange of LLC Interests for shares of Class A common stock ⁽¹⁾								

	Non-GAAP adjustments ⁽⁵⁾							
	Non-GAAP adjustments ⁽⁴⁾	(0.02)	(0.01)	0.03	0.10			
	Non-GAAP adjustments ⁽⁵⁾							
	Non-GAAP adjustments ⁽⁵⁾							
Adjusted pro forma earnings								
(loss) per fully exchanged share	Adjusted pro forma earnings							
—diluted	—diluted	\$ 0.17	\$ (0.06)	\$ 0.34	\$ (0.25)			
Adjusted pro forma earnings (loss) per fully exchanged share—diluted								
Adjusted pro forma earnings (loss) per fully exchanged share—diluted								

(1) Assumes the exchange of all outstanding LLC Interests for shares of Class A common stock, resulting in the elimination of the non-controlling interest and recognition of the net income (loss) attributable to non-controlling interests. Refer to Note 11, Earnings (Loss) per Share, in the accompanying Condensed Consolidated Financial Statements, for additional information.

(2) Related Expenses incurred related to the restatement of prior periods in the 2023 Form 10-K.

(3) Expenses incurred for professional fees for a related to non-recurring matter, matters.

(4) Represents the tax effect of the aforementioned adjustments and pro forma adjustments to reflect corporate income taxes at assumed effective tax rates of 15.1% 2.8% and 20.5% 133.1% for the thirteen and thirty-nine weeks ended September 27, 2023, respectively, March 27, 2024 and 39.2% and 28.8% for the thirteen and thirty-nine weeks ended September 28, 2022 March 29, 2023, respectively. Amounts include provisions for U.S. federal income taxes, certain LLC entity-level taxes and foreign withholding taxes, assuming the highest statutory rates apportioned to each applicable state, local and foreign jurisdiction.

(5) Represents the per share impact of non-GAAP adjustments for each period. Refer to the reconciliation of Adjusted Pro Forma Net Income (Loss) pro forma net income (loss) above for additional information.

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LIQUIDITY AND CAPITAL RESOURCES

Sources and Uses of Cash

Our primary sources of liquidity are cash from operations, cash and cash equivalents on hand, short-term investments and availability under our Revolving Credit Facility. As of September 27, 2023 March 27, 2024, we maintained a Cash and cash equivalents balance of \$190.0 million, \$260.2 million and a short-term investments balance of \$24.6 million within Marketable securities. In March 2021, we issued 0% Convertible Senior Notes ("Convertible Notes"), and received \$243.8 million of proceeds, net of discounts. Refer to Note 6, Debt, in the accompanying Condensed Consolidated Financial Statements, for additional information.

On June 7, 2021, we filed a Registration Statement on Form S-3 with the SEC which permits us to issue a combination of securities described in the prospectus in one or more offerings from time to time. To date, we have not experienced difficulty accessing the capital markets; however, future volatility in the capital markets may affect our ability to access those markets or increase the costs associated with issuing debt or equity instruments.

Our primary requirements for liquidity are to fund our working capital needs, operating and finance lease obligations, capital expenditures and general corporate needs. Our requirements for working capital are generally not significant because our guests pay for their food and beverage purchases in cash or on debit or credit cards at the time of the sale and we are able to sell many of our inventory items before payment is due to the supplier of such items. Our ongoing capital expenditures are principally related to opening new Shacks, existing Shack capital investments (both for remodels and maintenance), as well as investments in our corporate technology infrastructure to support our home office, Shake Shack locations, and digital strategy.

In addition, we are obligated to make payments to certain members of SSE Holdings under the Tax Receivable Agreement. As of September 27, 2023 March 27, 2024, such obligations totaled \$235.6 million \$236.7 million. Amounts payable under the Tax Receivable Agreement are contingent upon, among other things, (i) generation of future taxable income over the term of the Tax Receivable Agreement and (ii) future changes in tax laws. If we do not generate sufficient taxable income in the aggregate over the term of the Tax Receivable Agreement to utilize the tax benefits, then we would not be required to make the related payments under the Tax Receivable Agreement. Although the amount of any payments that must be made under the Tax Receivable Agreement may be significant, the timing of these payments will vary and will generally be limited to one payment per member per year. The amount of such payments are also limited to the extent we utilize the related deferred tax assets. The payments that we are required to make will generally reduce the amount of overall cash flow that might have otherwise been available to us or to SSE Holdings, but we expect the cash tax savings we will realize from the utilization of the related deferred tax assets to fund the required payments.

We believe our existing cash and cash equivalents balances and cash from operations will be sufficient to fund our operating and finance lease obligations, capital expenditures, Tax Receivable Agreement obligations and working capital needs for at least the next 12 months and the foreseeable future.

Summary of Cash Flows

The following table presents a summary of our cash flows from operating, investing and financing activities.

		Thirty-Nine Weeks Ended		Thirteen Weeks Ended	
		September 27 2023		September 28 2022 (in thousands)	
(in thousands)	(in thousands)	March 27 2024		March 27 2024	March 29 2023
Net cash provided by operating activities	Net cash provided by operating activities	\$ 90,591	\$ 54,335		
Net cash used in investing activities	Net cash used in investing activities	(126,264)	(95,212)		
Net cash provided by investing activities	Net cash provided by investing activities				
Net cash used in financing activities	Net cash used in financing activities	(4,825)	(4,529)		
Effect of exchange rate changes on cash and cash equivalents	Effect of exchange rate changes on cash and cash equivalents	(3)	(2)		
Net decrease in Cash and cash equivalents	Net decrease in Cash and cash equivalents	(40,501)	(45,408)		
Net increase in Cash and cash equivalents	Net increase in Cash and cash equivalents				
Cash and cash equivalents at beginning of period	Cash and cash equivalents at beginning of period	230,521	302,406		
Cash and cash equivalents at end of period	Cash and cash equivalents at end of period	\$ 190,020	\$ 256,998		

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Operating Activities

For the thirty-nine thirteen weeks ended **September 27, 2023** **March 27, 2024**, net cash provided by operating activities was **\$90.6 million** **\$30.7 million** compared to **\$54.3 million** **\$19.8 million** for the thirty-nine thirteen weeks ended **September 28, 2022** **March 29, 2023**, an increase of **\$36.3 million** **\$10.8 million**. The increase was primarily driven by a **\$43.4 million** **\$7.5 million** improvement in net results after excluding non-cash charges partially offset by as well as changes in working capital of **\$7.2 million** **\$3.3 million**. The changes in working capital included an increase in payments on lease liabilities net of tenant improvement receipts and related to general business operations as well as the timing and payments of related to accruals and legal settlements, partially offset by a decrease in the construction in progress accruals due to liabilities related to the timing of shack openings this period compared to the same period last year. bonus arrangements.

Investing Activities

For the thirty-nine thirteen weeks ended **September 27, 2023** **March 27, 2024**, net cash used in provided by investing activities was **\$126.3 million** **\$11.3 million** compared to **\$95.2 million** **\$46.5 million** for the thirty-nine thirteen weeks ended **September 28, 2022** **March 29, 2023**, an increase decrease of **\$31.1 million** **\$35.2 million**. This increase decrease was primarily due to a net increase decrease in marketable securities activity as a result of the purchase of held-to-maturity debt securities of **\$94.0 million** partially offset by the sale of equity securities of **\$81.5 million**, and an increase in the prior year, partially offset by maturities of **\$18.2 million** held-to-maturity marketable securities in capital expenditures to support our real estate development, the current year of **\$44.4 million**.

Financing Activities

For the thirty-nine thirteen weeks ended **September 27, 2023** **March 27, 2024**, net cash used in financing activities was **\$4.8 million** **\$6.4 million** compared to **\$4.5 million** **\$3.4 million** for the thirty-nine thirteen weeks ended **September 28, 2022** **March 29, 2023**, an increase of **\$0.3 million** **\$3.0 million**. This increase was primarily due to an increase in withholding taxes related to the vesting of net settled equity awards, partially offset by an increase in proceeds from stock option exercises and a decrease in distributions paid to non-controlling interest holders. awards.

Convertible Notes

In March 2021, we issued \$250.0 million aggregate principal amount of 0% Convertible Senior Notes due 2028 in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933. The Convertible Notes will mature on March 1, 2028, unless earlier converted, redeemed or repurchased in certain circumstances. Upon conversion, we pay or deliver, as the case may be, cash, shares of Class A common stock or a combination of cash and shares of Class A common stock, at our election. Refer to Note 6, Debt, in the accompanying Condensed Consolidated Financial Statements, for additional information.

Revolving Credit Facility

In August 2019, we entered into a Revolving Credit Facility, which matures in March 2026 and permits borrowings up to \$50.0 million, with the ability to increase available borrowings up to an additional \$100.0 million, subject to satisfaction of certain conditions. The Revolving Credit Facility also permits the issuance of letters of credit upon our request of up to \$15.0 million.

During the thirteen weeks ended **September 27, 2023**, In June 2023, the Company entered into the fourth amendment to the Revolving Credit Facility ("Fourth Amendment"), which, among other things, modified the benchmark interest rate to either: (i) the base rate plus applicable margin ranging from 0.0% to 1.5% or (ii) the Secured Overnight Financing Rate ("SOFR") plus applicable margin ranging from 1.0% to 2.5%, in each case depending on the net lease adjusted leverage ratio. As of **September 27, 2023** **March 27, 2024** and **December 28, 2022** **December 27, 2023**, no amounts were outstanding under the Revolving Credit Facility.

The obligations under the Revolving Credit Facility are secured by a first-priority security interest in substantially all of the assets of SSE Holdings and the guarantors. The obligations under the Revolving Credit Facility are guaranteed by each of SSE Holdings' direct and indirect subsidiaries, with certain exceptions.

The Revolving Credit Facility requires us to comply with maximum net lease adjusted leverage and minimum fixed charge coverage ratios, as well as other customary affirmative and negative covenants. As of **September 27, 2023** **March 27, 2024**, we were in compliance with all covenants.

Contractual Obligations

Material contractual obligations arising in the normal course of business primarily consist of operating and finance lease obligations, long-term debt, liabilities under the Tax Receivable Agreement and purchase obligations. The timing and nature of these commitments are expected to have an impact on our liquidity and capital requirements in future periods. Refer to Note 6,

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Debt and Note 7, Leases, in the accompanying Condensed Consolidated Financial Statements included in Part I, Item 1 for additional information relating to our long-term debt and operating and financing leases.

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Liabilities under the Tax Receivable Agreement include amounts to be paid to the non-controlling interest holders, assuming we will have sufficient taxable income over the term of the Tax Receivable Agreement to utilize the related tax benefits. Refer to Note 10, Income Taxes, and Note 13, Commitments and Contingencies, in the accompanying Condensed Consolidated Financial Statements included in Part I, Item 1, for additional information relating to our Tax Receivable Agreement and related liabilities.

Purchase obligations include all legally binding contracts, including commitments for the purchase, construction or remodeling of real estate and facilities, firm minimum commitments for inventory purchases, equipment purchases, marketing-related contracts, software acquisition/license commitments and service contracts. The majority of our purchase obligations are due within the next 12 months.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our consolidated financial condition and results of operations is based upon the accompanying Condensed Consolidated Financial Statements and notes thereto, which have been prepared in accordance with GAAP. The preparation of the Condensed Consolidated Financial Statements requires us to make estimates, judgments and assumptions, which we believe to be reasonable, based on the information available. These estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. Variances in the estimates or assumptions used to actual experience could yield materially different accounting results. On an ongoing basis, we evaluate the continued appropriateness of our accounting policies and resulting estimates to make adjustments we consider appropriate under the facts and circumstances. There have been no significant changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the fiscal year ended **December 28, 2022** December 27, 2023.

Recently Issued Accounting Pronouncements

Refer to Note 2, Summary of Significant Accounting Policies under Part I, Item 1 of this Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to our exposure to market risks as described in Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended **December 28, 2022** December 27, 2023.

Item 4. Controls and Procedures.

DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the **the Securities Exchange Act** of 1934 (the "Exchange Act")) as of the end of the period covered by this report. **Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of such date.** Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Based upon the evaluation of our disclosure controls and procedures as of March 27, 2024, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective due to the existence of the material weakness in our internal control over financial reporting identified in fiscal 2023, as described below.

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PREVIOUSLY REPORTED MATERIAL WEAKNESS

As previously disclosed in Item 9A. "Controls and Procedures" on Form 10-K for the year ended December 27, 2023, management identified a material weakness in our internal control over financial reporting related to the calculation of state deferred taxes and the related income tax expense (benefit). Specifically, the internal controls in place with respect to the calculation of state deferred taxes and the related income tax expense (benefit) were not designed appropriately. The material weakness existed as of December 27, 2023 and prior periods.

Management identified and reported this weakness to both our audit committee and Ernst & Young LLP, our independent registered public accounting firm, immediately upon identification. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under potential future conditions, regardless of how remote.

REMEDIATION STATUS OF MATERIAL WEAKNESS

We are designing and implementing measures to remediate the material weakness noted above and to enhance our internal control over financial reporting. As of the filing of this Quarterly Report on Form 10-Q, we have established a Steering Committee with representatives from key departments within our Finance organization as well as representatives from IT and Securities Counsel and began remediation activities. We have hired a Head of Tax with over 20 years of tax leadership experience including working with Up-C structures, enhancing controls, processes, and tax technology. Additionally, we are currently supplementing our tax resources through the use of third-party tax consultants and intend to utilize the third-party tax consultants, under the supervision of management, throughout the remediation process. In addition, we are in the process of developing enhanced management review control procedures over the calculation of state deferred taxes and the related income tax expense (benefit).

The actions that we are taking are subject to ongoing senior management review, as well as oversight of the audit committee of our board of directors. The material weakness cannot be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We will continue to monitor the design and effectiveness of these and other processes, procedures and controls and make any further changes management deems appropriate.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There Except as described above, there were no changes to our internal control over financial reporting that occurred during the quarter ended **September 27, 2023** **March 27, 2024** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

The information required by this Item is incorporated by reference to Part I, Item 1, Note 13, Commitments and Contingencies.

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended **December 28, 2022** **December 27, 2023**.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 5. Other Information.

Pursuant to Item 408(a) of Regulation S-K, our directors and officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated a "Rule 10b5-1 trading arrangement" during the thirteen weeks ended **September 27, 2023** **March 27, 2024** as follows:

Name	Position	Action	Adoption Date	Expiration Date	Aggregate Numbers of Class
					A Common Stock to be Purchased/Sold
Daniel Meyer	Chairman of the Board of Directors	Adoption	8/8/2023 3/4/2024	4/30/11/29/2024	100,000 shares to be sold
Randall Garutti	Chief Executive Officer	Adoption	3/4/2024	8/9/2024	293,523 shares to be sold
Katherine Fogertey	Chief Financial Officer	Adoption	3/13/2024	12/12/2024	9,000 shares to be sold

Other than as disclosed above, no other officer or director adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

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Item 6. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Shake Shack Inc., effective February 4, 2015	8-K	3.1	2/10/2015	
3.2	Second Amended and Restated Bylaws of Shack Shack Inc., dated October 1, 2019	8-K	3.1	10/4/2019	
4.1	Form of Class A Common Stock Certificate	S-1/A	4.1	1/28/2015	
10.5	Letter Agreement by and between Charles J. Chapman III and Shake Shack Inc., executed July 1, 2023	8-K	10.1	7/10/2023	
10.6	Separation Agreement by and between Zachary Koff and Shake Shack Enterprises, LLC., executed August 2, 2023	8-K	10.1	8/3/2023	
10.7	Fourth Amendment to Credit Agreement, dated as of June 29, 2023, by and among SSE Holdings, LLC, the Guarantors party hereto, the Lenders party hereto, and JPMorgan Chase Bank, National Association, as Administrative agent	10-Q	10.7	8/4/2023	
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				*
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				*
32	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				#
101.INS	XBRL Instance Document - the instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document				*
101.SCH	XBRL Taxonomy Extension Schema Document				*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				*
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document				*

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
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3.2	Second Amended and Restated Bylaws of Shack Shack Inc., dated October 1, 2019	8-K	3.1	10/4/2019	
4.1	Form of Class A Common Stock Certificate	S-1/A	4.1	1/28/2015	
10.1	Transition and Advisory Agreement, dated January 26, 2024, by and among Randall Garutti, Shake Shack Inc. and SSE Holdings, LLC	8-K	10.1	1/26/2024	

10.2	Employment Agreement, dated March 18, 2024, effective May 20, 2024, by and among Robert Lynch, Shake Shack Inc., SSE Holdings, LLC, and Shake Shack Enterprises, LLC	8-K	10.1	3/21/2024
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*		
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*		
32	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	#		
101.INS	XBRL Instance Document - the instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document	*		
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101.LAB	XBRL Taxonomy Extension Label Linkbase Document	*		
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	*		
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document	*		

Furnished herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Shake Shack Inc.

(Registrant)

Date: November 3, 2023 May 3, 2024

By: /s/ Randy Garutti

Randy Garutti

Chief Executive Officer

(Principal Executive Officer and Duly Authorized Officer)

Date: November 3, 2023 May 3, 2024

By: /s/ Katherine I. Fogerty

Katherine I. Fogerty

Chief Financial Officer

(Principal Financial Officer and Duly Authorized Officer)

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Shake Shack Inc.

Exhibit 31.1

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Randy Garutti, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended **September 27, 2023** **March 27, 2024** of Shake Shack Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 3, 2023** **May 3, 2024**

/s/ Randy Garutti
Randy Garutti
Chief Executive Officer

Exhibit 31.2

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Katherine I. Fogertey, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended **September 27, 2023** **March 27, 2024** of Shake Shack Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 3, 2023** **May 3, 2024**

/s/ Katherine I. Fogertey

Katherine I. Fogertey

Chief Financial Officer

Exhibit 32

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Shake Shack Inc. (the "Company"), for the quarterly period ended **September 27, 2023** **March 27, 2024**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **November 3, 2023** **May 3, 2024**

/s/ Randy Garutti

Randy Garutti

Chief Executive Officer

Date: **November 3, 2023** **May 3, 2024**

/s/ Katherine I. Fogertey

Katherine I. Fogertey
Chief Financial Officer

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