



SHAKE SHACK INC.

GLOBAL ANTI-CORRUPTION COMPLIANCE POLICY

1. **Purpose.** Shake Shack Inc. (“*Shake Shack*” or the “*Company*”) is committed to doing business legally, ethically, and professionally worldwide. The purpose of this Policy is to set forth requirements and guidelines designed to ensure that Shake Shack and its directors, officers, and employees, as well as domestic and international licensees, agents, and others conducting business on our behalf, act in an honest and ethical manner and in compliance with relevant laws and regulations, including the U.S. Foreign Corrupt Practices Act (“*FCPA*”), the U.K. Bribery Act 2010 (the “*Bribery Act*”), and other similar legislation that may be applicable to our operations (collectively, the “*Anti-Corruption Laws*”). Shake Shack values integrity and transparency, and has zero tolerance for corrupt activities of any kind.
2. **Scope.** This Policy applies to all “Shake Shack Personnel,” including directors, officers, and employees of the Company and any subsidiary or joint venture owned or controlled by Shake Shack. The Company is committed to making a good faith effort to require licensees and other entities that it does not own or control, but who will act, directly or indirectly, on the Company’s behalf, to adopt this Policy or another adequate anti-corruption policy to detect and prevent corruption related to the Shake Shack business. This Policy also sets forth guidelines and requirements that apply to our dealings with “Representatives,” including agents, customs brokers, freight forwarders, distributors, consultants, and other intermediaries who conduct business on our behalf. Shake Shack expects Shake Shack Personnel, Representatives, and licensees to comply with applicable Anti-Corruption Laws.
3. **Policy.**
 - 3.1. General Prohibition against Bribery and Corruption. This Policy prohibits bribery and corruption in all forms. Shake Shack Personnel, licensees, and Representatives are prohibited from authorizing, conspiring to make, making, offering, or promising anything of value to any person in order to *corruptly or improperly*: obtain or retain business; induce, influence, or reward the recipient for a decision; or otherwise secure a business advantage that is in any way related to Shake Shack’s business.

This Policy also prohibits Shake Shack Personnel, licensees, and Representatives from requesting, agreeing to receive, or accepting anything of value from anyone, including any supplier, vendor or client, *for an improper purpose* related to the Shake Shack business.

Anything of Value

“Anything of value” is defined broadly to include any financial or other advantage that could be used to improperly influence someone, including such things as:

- cash and cash equivalents (such as gift cards or vouchers);
- gifts of any kind;

- hospitality, including entertainment, meals, drinks, refreshments;
- payment or reimbursement for travel expenses or vacations;
- complimentary services, discounts, or rebates; or
- favors of benefit to the recipient (such as payment of tuition or offers of employment opportunities for friends and relatives).

3.2. Dealings with Public Officials. This Policy and many Anti-Corruption Laws, including the FCPA and Bribery Act, specifically prohibit corruptly giving or offering anything of value to a “Public Official.” Public Officials include both government customers and government authorities we interact with in obtaining regulatory approvals (such as licenses, permits, customs clearances, and tax decisions).

Public Official

For purposes of this Policy, “Public Official” means:

- officers and employees of governments and government agencies at all levels (including municipalities);
- officers and employees of entities owned or controlled by a government;
- officers and employees of public international organizations;
- public international organizations;
- representatives or people acting in official capacities for any of the above; and
- political parties and party officials, and candidates for political office.

Shake Shack Personnel, licensees, and Representatives are prohibited from corruptly offering, giving, authorizing, or conspiring to make any payment of anything of value to a Public Official, including payments offered or given to: improperly influence any official act or decision of the Public Official; induce the Public Official to do or not do anything he or she is legally required to do; obtain any improper advantage; improperly induce the Public Official to influence a government act or decision; or assist in improperly obtaining, directing, or retaining business, including regulatory approvals, related to Shake Shack’s business.

3.3. Employment or Retention of Public Officials. Shake Shack prohibits offering or giving employment to an individual for the purpose of improperly influencing a Public Official or commercial business partner. Shake Shack is committed to complying with laws and regulations that apply to the hiring of current or former Public Officials, or their family members.

3.4. Gifts and Hospitality. Shake Shack is committed to engaging in ethical business development practices, including in our practices related to offering, giving, and accepting gifts and hospitality. In engaging in such activities, you must exercise common sense and moderation. You must also comply with Shake Shack’s established policies, procedures, the ***Code of Business Conduct and Ethics***, and the following guidelines, which apply to any gift or hospitality offered, given, or accepted in connection with Shake Shack’s business:

- Gifts of cash or cash equivalents (including gift cards, stock options, gift certificates, and travelers checks), and payment of *per diems*, are prohibited.

- Gifts and hospitality must be intended to serve legitimate business development goals, such as the demonstration of the Company’s products or services or execution of a contract.
- Gifts and hospitality must comply with applicable laws and codes of conducts to which the recipient may be subject.
- Gifts and hospitality must not be offered or given in consideration or expectation of any action by the recipient.
- Gifts and hospitality must not damage Shake Shack’s reputation.
- Gifts and hospitality must be non-lavish, infrequent, and appropriate with respect to time, place, and local custom.

3.5. Facilitation and Health & Safety Payments. Shake Shack Personnel, licensees, and Representatives are generally prohibited from making “Facilitation Payments” in connection with the Shake Shack business.

Facilitation Payments
Facilitation Payments are small, customary payments to low-level Public Officials to expedite or secure certain non-discretionary, routine governmental administrative actions, such as small payments to expedite customs clearance of materials, permit processing, and other similar regulatory approvals.

Shake Shack recognizes that, on rare occasions, making payments for health and safety purposes may be unavoidable. Such occasions include where an individual reasonably believes that there is an imminent threat to the health, safety, or welfare of an employee, family member, or co-worker. In such circumstances, Shake Shack Personnel must notify the General Counsel as soon as possible.

All payments made under this provision must be documented and accurately recorded in the corporate books and records.

3.6. Political Contributions and Charitable Donations. No political contribution or charitable donation may be made for the improper purpose of obtaining or retaining business or otherwise securing a business advantage related to the Shake Shack business. Shake Shack Personnel must obtain preapproval from the Chief Executive Officer before making any political contribution or charitable donation related to the Shake Shack business to ensure compliance with applicable laws and Shake Shack policies. Any financial contribution must be accounted for properly and reported pursuant to approved financial procedures.

3.7. Dealings with Licensees and Third Party Representatives. Just as Shake Shack prohibits Personnel from engaging in corrupt or improper activities, Shake Shack prohibits licensees, as well as Representatives acting on Shake Shack’s behalf, from engaging in such activities. Shake Shack may be liable for corrupt or improper offers, promises, or payments made while knowing that all or a portion of the payment will go directly or indirectly to a Public Official. The term “knowing” includes conscious disregard of suspicious actions or circumstances, as well as deliberate ignorance of facts. Shake Shack also may face reputational harm for corrupt activities by licensees and

Representatives.

- 3.7.1.** Shake Shack is committed to engaging licensees and Representatives that are appropriate and qualified for the contemplated role, that do not have improper or suspicious connections or ownership interests (*i.e.*, connections to customers or Public Officials), and that are not likely to engage in improper, unethical, or corrupt activities. Prior to engaging a licensee or Representative, appropriate anti-corruption due diligence must be performed.
- 3.7.2.** Agreements with licensees and Representatives must be written and must contain adequate provisions to mitigate anti-corruption compliance risks.
- 3.7.3.** In relationships with Representatives and licensees, Shake Shack Personnel must monitor licensee and Representative activities, and not ignore circumstances that suggest that the licensee or Representative may be engaging in corrupt activities. Personnel must report suspicious activity or concerns related to licensees or Representatives to the General Counsel.
- 3.8. Mergers & Acquisitions.** Shake Shack can be liable for ongoing activities - and in some circumstances, for past conduct - of entities that it acquires. To mitigate these risks, Shake Shack Personnel must coordinate with the General Counsel prior to entering into any merger, acquisition, or joint venture relationship.
- 3.9. Accounting & Recordkeeping.** All Company books, records, accounts, and payment arrangements must be kept to accurately reflect the transactions of the Company and maintained in accordance with all applicable laws and with the relevant Shake Shack accounting policies and procedures. No payment on behalf of Shake Shack may be approved without adequate supporting documentation or made with the intention or understanding that all or part of any such payment is to be used for any purpose other than that described by the documents supporting the payment. No undisclosed or unrecorded account or fund shall be established for any purposes. Furthermore, Shake Shack will not tolerate misrepresentations, falsification, concealment or other unlawful acts related to the recording of financial transactions resulting in inaccurate books and records.
- 4. Compliance Training and Periodic Certification.** The General Counsel, in coordination with the Chief Executive Officer, shall designate Personnel, Representatives, and licensees required to complete periodic anti-corruption training and to certify periodically to comply with this Policy and the Anti-Corruption Laws. Shake Shack management will ensure that required individuals satisfy the training requirements.
- 5. Monitoring and Auditing.** The General Counsel will ensure that Shake Shack's operations are periodically audited for compliance with this Policy by qualified auditors. The General Counsel also will ensure that Shake Shack conducts an assessment of its anti-corruption risks on a periodic basis. The General Counsel will oversee the update of this Policy to address findings from audits and assessments, as required.
- 6. Consequences of Violation.** Shake Shack could face serious criminal and civil penalties for violating the Anti-Corruption Laws, as well as reputational damage for association with

corrupt activities, significant costs associated with investigations of allegations of corrupt activities, debarment from government contracting, as well as civil suits by shareholders, clients, and competitors.

Shake Shack Personnel who violate this Policy will be subject to disciplinary measures including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, restitution, and termination of employment. Licensees and Representatives who violate this Policy and/or agreement provisions related to compliance with Anti-Corruption Laws will be subject to remedial actions under governing agreements, which could include termination of applicable agreements, without advance notice or pay in lieu of notice. Violations may require Shake Shack to refer the matter to the appropriate government authorities for investigation or prosecution. Shake Shack will fully cooperate with any appropriate government or other investigation.

- 7. Reporting Requirements.** Any Shake Shack Personnel, licensee, or Representative who knows or believes that anyone, including Shake Shack Personnel, licensees, or Representatives, has engaged in or is engaging in conduct that violates this Policy or the Anti-Corruption Laws must report this information to his or her supervisor, the General Counsel, or Shake Shack’s Compliance Hotline or Compliance Website.

Shake Shack will not discipline, discriminate against, or retaliate against anyone who reports a suspected or actual violation of this Policy or the Anti-Corruption Laws unless it is determined that the report was made with knowledge that it was false. Shake Shack will also not discipline anyone who provides good faith assistance to an investigation of any such report.

While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish. The Company has established a number of ways for you to report violations of this Policy or the Anti-Corruption Laws. These include:

SHAKE SHACK REPORTING	
By calling the Shake Shack Compliance Hotline:	<ul style="list-style-type: none"> • USA: 800-916-7037 • Canada: 800-916-7037 • United Kingdom: 800-652-3673 • Sweden: 020-793-030 • Germany: 800-180-2137 • France: 080-091-4677 • Brazil: 800-891-6705 • China: 400-120-0690 • Japan: 053-112-2792
By accessing the Shake Shack Compliance Website:	<ul style="list-style-type: none"> • https://irdirect.net/SHAK/whistleblower_iframe
By calling the General Counsel:	<ul style="list-style-type: none"> • 646-747-7241
By emailing the General Counsel:	<ul style="list-style-type: none"> • rpalmese@shakeshack.com

8. Questions and Concerns. No policy can anticipate every situation that may arise. Accordingly, this Policy is not meant to be all-inclusive, but rather is intended to serve as source of guiding principles and to encourage communication and dialogue concerning standards of conduct addressed in the Policy. Contact your supervisor or the General Counsel at 646-747-7241 with any questions or concerns.