



SHAKE SHACK INC.

## RELATED PERSON TRANSACTION POLICY AND PROCEDURES

### Policy

Shake Shack Inc. (the “*Company*”) recognizes that related person transactions present a heightened risk of conflicts of interest (or the perception thereof) and therefore the Company has adopted this policy (the “*Policy*”) pursuant to which all Related Person Transactions (as defined below) shall be subject to approval or ratification in accordance with the procedures set forth in this Policy.

For the purposes of this Policy, a “Related Person Transaction” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000 in any one fiscal year, and in which any Related Person (as defined below) had, has or will have a direct or indirect material interest. Further, if a Related Person enters into transactions, arrangements or relationships in which the Company (including any of its subsidiaries) was, is or will be a participant and the aggregate amount involved in such transactions, arrangements or relationships exceeds \$120,000 in any one fiscal year, and in which any Related Person had, has or will have a direct or indirect material interest, each of such transactions, arrangements or relationships shall be deemed to be Related Person Transactions for purposes of this policy.

### Procedures

#### *Identification of Related Person Transactions*

The Company reviews all known transactions, arrangements and relationships in which the Company and a Related Person are participants to determine whether such transactions, arrangements and relationships constitute Related Person Transactions. The Company’s legal staff, in consultation with the Company’s finance team, is primarily responsible for developing and implementing processes and procedures to obtain information regarding Related Persons with respect to potential Related Person Transactions and then determining, based on the facts and circumstances, whether such potential Related Person Transactions do, in fact, constitute a Related Person Transaction requiring compliance with this Policy. In addition, any potential Related Person Transaction that is proposed to be entered into by the Company must be reported to the Company’s General Counsel by both the Related Person and the person at the Company responsible for such potential Related Person Transaction.

#### *Audit Committee Approval*

If the Company’s legal staff determines that a transaction or relationship is a Related Person Transaction, then the General Counsel shall present to the Audit Committee of the Board of Directors of the Company (the “*Committee*”) each such Related Person Transaction, including

all relevant facts and circumstances relating thereto. The Committee shall review the relevant facts and circumstances of each Related Person Transaction, including if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party and the extent of the Related Person's interest in the transaction, take into account the conflicts of interest and corporate opportunity provisions of the Company's Code of Business Conduct and Ethics (the "**Code**"), and either approve, ratify or disapprove the Related Person Transaction. Any Related Person Transaction shall be consummated and shall continue only if the Committee has approved or ratified such transaction in accordance with the guidelines set forth in this Policy. If advance Committee approval of a Related Person Transaction requiring the Committee's approval is not feasible, then the transaction may be preliminarily entered into by management upon prior approval of the transaction by the Chairperson of the Committee *subject to* ratification of the transaction by the Committee at the Committee's next regularly scheduled meeting; *provided*, that if ratification shall not be forthcoming, management shall make all reasonable efforts to cancel or annul such transaction. If a transaction was not initially recognized as a Related Person Transaction, then upon such recognition the transaction will be presented to the Committee for ratification at the Committee's next regularly scheduled meeting; *provided*, that if ratification shall not be forthcoming, management shall make all reasonable efforts to cancel or annul such transaction.

Management shall update the Committee as to any material changes to any approved or ratified Related Person Transaction and shall provide a status report at least annually at a regularly scheduled meeting of the Committee of all then current Related Person Transactions.

No director may participate in approval of a Related Person Transaction for which he or she is a Related Person.

#### *Pre-Approved Transactions*

The Committee has reviewed and pre-approved each of the following types of Related Person Transactions, which shall be deemed to be approved or ratified, as applicable, under this Policy:

1. Compensation
  - (a) to an executive officer or director of the Company if the compensation is required to be reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K and has been approved by the Board of Directors or the Compensation Committee of the Board of Directors; or
  - (b) to an executive officer of the Company, if such compensation would have been required to be reported under Item 402 as compensation earned for services to the Company if the executive was a "named executive officer" in the proxy statement and such compensation has been approved, or

recommended to the Company's Board of Directors for approval, by the Compensation Committee of the Board of Directors of the Company.<sup>1</sup>

2. Transactions that are in the Company's ordinary course of business and where the interest of the Related Person arises only
  - (a) from the Related Person's position as a director of another corporation or organization that is a party to the transaction; or
  - (b) from the direct or indirect ownership by such Related Person and all other Related Persons, in the aggregate, of less than a 10% equity interest in another person (other than a partnership) which is a party to the transaction; or
  - (c) from both such positions described in (a) and such ownership described in (b); or
  - (d) from the Related Person's position as a limited partner in a partnership in which the Related Person and all other Related Person, in the aggregate, have an interest of less than 10%, the Related Person is not a general partner of and does not have another position in the partnership.
3. Transactions that are in the Company's ordinary course of business and where the interest of the Related Person arises solely from the ownership of a class of equity securities in the Company and all holders of such class of equity securities of the Company will receive the same benefit on a pro rata basis.
4. Transactions where the rates or charges involved in the transactions are determined by competitive bids.

#### *Disclosure*

All Related Person Transactions are to be disclosed in the Company's applicable filings as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules. Furthermore, any Related Person Transaction shall be disclosed to the full Board of Directors.

#### *Other Agreements*

Management shall assure that all Related Person Transactions are not in violation of and are approved in accordance with any requirements of the Company's financing or other material agreements.

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<sup>1</sup> This exclusion is only applicable if the executive officer is not an immediate family member of another Related Person.

### *Interpretation*

This Policy is intended to comply with Item 404 of Regulation S-K. Notwithstanding anything herein to the contrary, this Policy shall be interpreted only in such a manner as to comply with Item 404 of Regulation S-K. In the event that a Related Person Transaction would constitute a conflict of interest or a corporate opportunity under the Code, the provisions of the Code also shall apply to such Related Person Transaction. Any such Related Person Transaction may not be approved hereunder unless it is also approved in accordance with the provisions of the Code and disclosed to the public to the extent required by law or the rules of the New York Stock Exchange.

### **Definitions**

For purposes of this Policy, a “***Related Person***” is:

1. any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
2. any person who is known to be the beneficial owner of more than 5% of any class of the Company’s voting securities;
3. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the same household of such director, executive officer, nominee or more than 5% beneficial owner; and
4. any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

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