

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 April 1, 2026

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

(Address of principal executive offices)

10014

(Zip Code)

(646) 747-7200

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
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	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

As of April 29, 2026, there were 40,350,732 shares of Class A common stock outstanding and 2,430,789 shares of Class B common stock outstanding.

SHAKE SHACK INC.

TABLE OF CONTENTS

<u>Cautionary Note Regarding Forward-Looking Information</u>	<u>1</u>
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<u>Part I — Financial Information</u>	<u>2</u>
--	---------------------------------

<u>Item 1.</u>	<u>Financial Statements (Unaudited)</u>	<u>2</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>23</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>38</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>38</u>

<u>Part II — Other Information</u>	<u>40</u>
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<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>40</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>40</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>40</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	<u>40</u>
<u>Item 5.</u>	<u>Other Information</u>	<u>40</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>41</u>

<u>SIGNATURES</u>	<u>42</u>
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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, 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 our growth, including our long-term growth goals, strategic priorities and initiatives, and liquidity. Forward-looking statements discuss our current expectations, targets 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," "preliminary," "project," "projection," "plan," "seek," "targets," "may," "could," "would," "will," "should," "can," "can have," the negatives thereof and other similar expressions.

Forward-looking statements reflect our current views with respect to future events and are based on certain assumptions and are subject to risks and uncertainties that could cause our actual results to differ materially from trends, plans, or expectations set forth in the forward-looking statements, as set forth in this Form 10-Q. 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 our expectations include our 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 impact of tariffs, the impact of Shack closures, our management of digital capabilities and expansion into delivery, as well as kiosk, drive-thru and multiple format investments, our ability to maintain and grow sales at existing Shacks, and risks relating to the restaurant industry generally. 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 31, 2025 as filed with the U.S. Securities and Exchange Commission ("SEC") and our other filings with the SEC.

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 or revise 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.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited).

	Page
Condensed Consolidated Balance Sheets	3
Condensed Consolidated Statements of Income (Loss)	4
Condensed Consolidated Statements of Comprehensive Income (Loss)	5
Condensed Consolidated Statements of Stockholders' Equity	6
Condensed Consolidated Statements of Cash Flows	7
Notes to Condensed Consolidated Financial Statements	8

SHAKE SHACK INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in thousands, except share and per share amounts)

	April 1 2026	December 31 2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 313,650	\$ 360,123
Accounts receivable, net	29,171	32,962
Inventories	6,610	7,182
Prepaid expenses and other current assets	44,438	30,080
Total current assets	393,869	430,347
Property and equipment, net of accumulated depreciation of \$577,755 and \$551,004, respectively.	649,245	625,851
Operating lease assets	539,238	507,253
Deferred income taxes, net	325,179	322,385
Other assets	10,101	10,373
TOTAL ASSETS	\$ 1,917,632	\$ 1,896,209
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 27,017	\$ 24,747
Accrued expenses	95,488	103,354
Accrued wages and related liabilities	21,151	25,481
Operating lease liabilities, current	65,195	63,553
Other current liabilities	23,761	27,783
Total current liabilities	232,612	244,918
Long-term debt	247,993	247,731
Long-term operating lease liabilities	608,605	575,138
Liabilities under tax receivable agreement, net of current portion	244,613	244,463
Other long-term liabilities	29,220	30,210
Total liabilities	1,363,043	1,342,460
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred stock, no par value—10,000,000 shares authorized; none issued and outstanding as of April 1, 2026 and December 31, 2025.	—	—
Class A common stock, \$0.001 par value—200,000,000 shares authorized; 40,350,155 and 40,254,281 shares issued and outstanding as of April 1, 2026 and December 31, 2025, respectively.	40	40
Class B common stock, \$0.001 par value—35,000,000 shares authorized; 2,430,789 and 2,434,789 shares issued and outstanding as of April 1, 2026 and December 31, 2025, respectively.	2	2
Additional paid-in capital	453,457	452,577
Retained earnings	72,419	72,709
Accumulated other comprehensive loss	(6)	(1)
Total stockholders' equity attributable to Shake Shack Inc.	525,912	525,327
Non-controlling interests	28,677	28,422
Total equity	554,589	553,749
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,917,632	\$ 1,896,209

See accompanying Notes to Condensed Consolidated Financial Statements.

SHAKE SHACK INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)

(UNAUDITED)

(in thousands, except per share amounts)

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Shack sales	\$ 354,047	\$ 309,838
Licensing revenue	12,690	11,060
TOTAL REVENUE	366,737	320,898
Shack-level operating expenses:		
Food and paper costs	100,023	86,037
Labor and related expenses	92,717	86,668
Other operating expenses	57,512	48,262
Occupancy and related expenses	28,654	24,631
General and administrative expenses	53,608	40,640
Depreciation and amortization expense	29,120	26,543
Pre-opening costs	6,870	3,218
Impairments, loss on disposal of assets, and Shack closures	867	2,057
TOTAL EXPENSES	369,371	318,056
INCOME (LOSS) FROM OPERATIONS	(2,634)	2,842
Other income, net	2,743	2,971
Interest expense	(548)	(563)
INCOME (LOSS) BEFORE INCOME TAXES	(439)	5,250
Income tax expense (benefit)	(145)	737
NET INCOME (LOSS)	(294)	4,513
Less: Net income (loss) attributable to non-controlling interests	(4)	268
NET INCOME (LOSS) ATTRIBUTABLE TO SHAKE SHACK INC.	\$ (290)	\$ 4,245
Earnings (Loss) per share of Class A common stock:		
Basic	\$ (0.01)	\$ 0.11
Diluted	\$ (0.01)	\$ 0.10
Weighted-average shares of Class A common stock outstanding:		
Basic	40,289	40,120
Diluted	40,289	41,864

See accompanying Notes to Condensed Consolidated Financial Statements.

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Net income (loss)	\$ (294)	\$ 4,513
Other comprehensive loss, net of tax ⁽¹⁾ :		
Change in foreign currency translation adjustment	(5)	(1)
OTHER COMPREHENSIVE LOSS	(5)	(1)
COMPREHENSIVE INCOME (LOSS)	(299)	4,512
Less: Comprehensive income (loss) attributable to non-controlling interests	(4)	268
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO SHAKE SHACK INC.	\$ (295)	\$ 4,244

(1) Net of tax expense of \$0 for the thirteen weeks ended April 1, 2026 and March 26, 2025.

See accompanying Notes to Condensed Consolidated Financial Statements.

SHAKE SHACK INC.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(UNAUDITED)

(in thousands, except share amounts)

For the Thirteen Weeks Ended April 1, 2026 and March 26, 2025									
	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Non- Controlling Interest	Total Equity
	Shares	Amount	Shares	Amount					
BALANCE, DECEMBER 31, 2025	40,254,281	\$ 40	2,434,789	\$ 2	\$ 452,577	\$ 72,709	\$ (1)	\$ 28,422	\$553,749
Net loss	—	—	—	—	—	(290)	—	(4)	(294)
Other comprehensive loss:									
Net change in foreign currency translation adjustment	—	—	—	—	—	—	(5)	—	(5)
Equity-based compensation	—	—	—	—	5,282	—	—	—	5,282
Activity under stock compensation plans	91,874	—	—	—	(5,472)	—	—	287	(5,185)
Redemption of LLC Interests	4,000	—	(4,000)	—	16	—	—	(16)	—
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	1,054	—	—	—	1,054
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	(12)	(12)
BALANCE, APRIL 1, 2026	40,350,155	\$ 40	2,430,789	\$ 2	\$ 453,457	\$ 72,419	\$ (6)	\$ 28,677	\$554,589
BALANCE, DECEMBER 25, 2024	40,068,068	\$ 40	2,455,713	\$ 2	\$ 442,993	\$ 26,984	\$ (1)	\$ 23,608	\$493,626
Net income	—	—	—	—	—	4,245	—	268	4,513
Other comprehensive loss:									
Net change in foreign currency translation adjustment	—	—	—	—	—	—	(1)	—	(1)
Equity-based compensation	—	—	—	—	4,653	—	—	—	4,653
Activity under stock compensation plans	142,669	—	—	—	(8,342)	—	—	15	(8,327)
Redemption of LLC Interests	10,924	—	(10,924)	—	(319)	—	—	319	—
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	3,062	—	—	—	3,062
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	(21)	(21)
BALANCE, MARCH 26, 2025	40,221,661	\$ 40	2,444,789	\$ 2	\$ 442,047	\$ 31,229	\$ (2)	\$ 24,189	\$497,505

See accompanying Notes to Condensed Consolidated Financial Statements.

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
OPERATING ACTIVITIES		
Net income (loss) (including amounts attributable to non-controlling interests)	\$ (294)	\$ 4,513
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization expense	29,120	26,543
Amortization of debt issuance costs	262	262
Amortization of cloud computing assets	512	606
Non-cash operating lease cost	24,687	20,674
Equity-based compensation	5,160	4,541
Deferred income taxes	(1,590)	(644)
Non-cash interest	26	33
Impairments, loss on disposal of assets, and Shack closures	867	2,057
Changes in operating assets and liabilities:		
Accounts receivable	3,857	1,403
Inventories	572	702
Prepaid expenses and other current assets	(13,677)	(3,786)
Other assets	(2,128)	(2,375)
Accounts payable	3,301	(2,225)
Accrued expenses	(12,516)	5,566
Accrued wages and related liabilities	(4,330)	(4,874)
Other current liabilities	(5,332)	(409)
Operating lease liabilities	(21,536)	(23,128)
Other long-term liabilities	1,528	1,763
NET CASH PROVIDED BY OPERATING ACTIVITIES	8,489	31,222
INVESTING ACTIVITIES		
Purchases of property and equipment	(47,192)	(29,352)
NET CASH USED IN INVESTING ACTIVITIES	(47,192)	(29,352)
FINANCING ACTIVITIES		
Payments on principal of finance leases	(1,591)	(1,290)
Distributions paid to non-controlling interest holders	(12)	(21)
Payments under tax receivable agreement, including interest	(977)	(24)
Net proceeds from stock option exercises	69	123
Employee withholding taxes related to net settled equity awards	(5,254)	(8,450)
NET CASH USED IN FINANCING ACTIVITIES	(7,765)	(9,662)
Effect of exchange rate changes on cash and cash equivalents	(5)	(1)
DECREASE IN CASH AND CASH EQUIVALENTS	(46,473)	(7,793)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	360,123	320,714
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 313,650	\$ 312,921

See accompanying Notes to Condensed Consolidated Financial Statements.

SHAKE SHACK INC. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except share and per share amounts)

	Page
Note 1	Nature of Operations
Note 2	Summary of Significant Accounting Policies
Note 3	Revenue
Note 4	Fair Value Measurements
Note 5	Supplemental Balance Sheet Information
Note 6	Debt
Note 7	Leases
Note 8	Non-Controlling Interests
Note 9	Equity-Based Compensation
Note 10	Income Taxes
Note 11	Earnings (Loss) Per Share
Note 12	Supplemental Cash Flow Information
Note 13	Commitments and Contingencies
Note 14	Related Party Transactions
Note 15	Segment Reporting

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 April 1, 2026 the Company owned 94.3% 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 April 1, 2026, there were 679 Shacks in operation system wide, of which 390 were Company-operated Shacks and 289 were 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 31, 2025 ("2025 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 SEC. These interim Condensed Consolidated Financial Statements should be read in conjunction with the consolidated financial statements and related notes thereto included in the Company's 2025 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 the full fiscal year.

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 April 1, 2026 and December 31, 2025, the net assets of SSE Holdings were \$505,666 and \$500,732, 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 2026 contains 52 weeks and ends on December 30, 2026. Fiscal 2025 contained 53 weeks and ended on December 31, 2025. Unless otherwise stated, references to years in this report relate to fiscal years.

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.

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 disaggregated by type was as follows:

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Shack sales	\$ 354,047	\$ 309,838
Licensing revenue:		
Sales-based royalties	12,153	10,638
Initial territory, opening, and termination fees	537	422
Total revenue	\$ 366,737	\$ 320,898

The aggregate amount of the transaction price allocated to performance obligations that were unsatisfied or partially unsatisfied as of April 1, 2026 was \$26,846. The Company expects to recognize this amount as revenue over a long-term period, as the majority of license terms for each Shack range from ten to twenty 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:

	April 1 2026	December 31 2025
Shack sales receivables	\$ 12,103	\$ 13,397
Licensing receivables, net of allowance for doubtful accounts	6,120	7,507
Gift card liability	2,943	3,711
Deferred revenue, current	2,029	1,928
Deferred revenue, long-term	18,862	19,154

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Gift card liability	\$ 763	\$ 459
Deferred revenue	535	419

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. Refer to Note 6, Debt, for additional information relating to the fair value of the Company's outstanding debt instruments.

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 weeks ended April 1, 2026. During the thirteen weeks ended March 26, 2025, the Company recognized miscellaneous Shack closure expense of \$1,491 and a non-cash impairment charge of \$162 related to the nine Shack closures in fiscal 2024.

NOTE 5: SUPPLEMENTAL BALANCE SHEET INFORMATION

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

		April 1 2026	December 31 2025
Prepaid expenses	\$	25,805	\$ 11,162
Tenant allowance receivables		18,606	17,924
Other		27	994
Prepaid expenses and other current assets	\$	44,438	\$ 30,080

The components of Other current liabilities were as follows:

		April 1 2026	December 31 2025
Sales tax payable	\$	8,156	\$ 10,080
Current portion of financing equipment lease liabilities		6,394	5,959
Gift card liability		2,943	3,711
Other		6,268	8,033
Other current liabilities	\$	23,761	\$ 27,783

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 \$239,125 and \$236,875, respectively, as of April 1, 2026 and December 31, 2025, 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.

		Thirteen Weeks Ended	
		April 1 2026	March 26 2025
Amortization expense on Convertible Notes	Interest expense	\$ 262	\$ 262

		April 1 2026	December 31 2025
Convertible Notes		\$ 250,000	\$ 250,000
Discount and debt issuance costs, net of amortization		(2,007)	(2,269)
Long-term debt		\$ 247,993	\$ 247,731

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.

In July 2025, the Company entered into the sixth amendment to the Revolving Credit Facility ("Sixth Amendment"), which, among other things, extends the maturity date until the earlier of (a) February 28, 2028, or (b) the date that is 91 days prior to the scheduled maturity date of any Convertible Notes outstanding at any time.

Outstanding borrowings under the Revolving Credit Facility bear interest at 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 dependent upon the net lease adjusted leverage ratio. As of April 1, 2026 and December 31, 2025, 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 April 1, 2026, 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 April 1, 2026 and December 31, 2025, the Company had outstanding letters of credit of \$4,853 and \$4,839, respectively, in connection with the Revolving Credit Facility.

		Thirteen Weeks Ended	
		April 1 2026	March 26 2025
Classification			
Interest expense on Revolving Credit Facility	Interest expense	\$ 14	\$ 17

		April 1 2026	December 31 2025
Classification			
Unamortized deferred financing costs on Revolving Credit Facility	Other assets	\$ 16	\$ 19

NOTE 7: LEASES

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

		April 1 2026	December 31 2025
Classification			
Operating leases	Operating lease assets	\$ 539,238	\$ 507,253
Finance leases	Property and equipment, net	14,943	15,056
Total right-of-use assets		\$ 554,181	\$ 522,309

Operating leases:			
	Operating lease liabilities, current	\$ 65,195	\$ 63,553
	Long-term operating lease liabilities	608,605	575,138
Finance leases:			
	Other current liabilities	6,394	5,959
	Other long-term liabilities	9,223	9,745
Total lease liabilities		\$ 689,417	\$ 654,395

The components of lease expense were as follows:

		Thirteen Weeks Ended	
		April 1 2026	March 26 2025
Classification			
Operating lease cost	Occupancy and related expenses Pre-opening costs General and administrative expenses	\$ 24,687	\$ 20,674
Finance lease cost:			
Amortization of right-of-use assets	Depreciation and amortization expense	1,623	1,354
Interest on lease liabilities	Interest expense	222	235
Variable lease cost	Occupancy and related expenses Pre-opening costs General and administrative expenses	6,431	5,603
Short-term lease cost	Occupancy and related expenses	152	147
Total lease cost		\$ 33,115	\$ 28,013

As of April 1, 2026, future minimum lease payments for operating and finance leases consisted of the following:

		Operating Leases	Finance Leases
2026 ⁽¹⁾	\$	59,947	\$ 5,364
2027		107,939	6,658
2028		108,890	3,734
2029		101,896	559
2030		89,477	310
Thereafter		399,213	121
Total minimum payments		867,362	16,746
Less: imputed interest		212,168	1,129
Total lease liabilities	\$	655,194	\$ 15,617

(1) Operating leases are net of certain tenant allowance receivables that were reclassified to Other current assets as of April 1, 2026.

As of April 1, 2026, the Company had additional operating lease commitments of \$197,899 for non-cancelable leases without a possession date, which commence in 2026 or later. The terms of these lease commitments are materially consistent with leases recognized on the Condensed Consolidated Balance Sheets.

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

	April 1 2026	December 31 2025
Weighted average remaining lease term (years):		
Operating leases	8.8	8.6
Finance leases	2.6	2.8
Weighted average discount rate:		
Operating leases	6.2 %	6.3 %
Finance leases	5.7 %	5.8 %

Supplemental cash flow information related to leases was as follows:

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 25,297	\$ 27,531
Operating cash flows from finance leases	222	235
Financing cash flows from finance leases	1,591	1,290
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	47,065	30,636
Finance leases	1,669	4,844

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 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 SSE Holdings, LLC membership interests ("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.

The following table summarizes the ownership interest in SSE Holdings:

	April 1, 2026		December 31, 2025	
	LLC Interests	Ownership %	LLC Interests	Ownership %
Number of LLC Interests held by Shake Shack Inc.	40,350,155	94.3 %	40,254,281	94.3 %
Number of LLC Interests held by non-controlling interest holders	2,430,789	5.7 %	2,434,789	5.7 %
Total LLC Interests outstanding	42,780,944	100.0 %	42,689,070	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	
	April 1 2026	March 26 2025
Non-controlling interest holders' weighted average ownership percentages	5.7 %	5.8 %

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Net income (loss) attributable to Shake Shack Inc.	\$ (290)	\$ 4,245
Other comprehensive loss:		
Unrealized holding loss on foreign currency translation adjustment	(5)	(1)
Transfers (to) from non-controlling interests:		
Increase (decrease) in additional paid-in capital as a result of the redemption of LLC Interests	16	(319)
Decrease in additional paid-in capital as a result of activity under stock compensation plan	(5,472)	(8,342)
Total effect of changes in ownership interest on loss attributable to Shake Shack Inc.	\$ (5,751)	\$ (4,417)

The following table summarizes the LLC Interests activity:

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
LLC Interests activity under the Company's stock compensation plan:		
Number of LLC Interests received by Shake Shack Inc.	91,874	142,669
Redemption and acquisition of LLC Interests:		
Number of LLC Interests redeemed by non-controlling interest holders	4,000	10,924
Number of LLC Interests received by Shake Shack Inc.	4,000	10,924
Issuance of Class A common stock:		
Shares of Class A common stock issued in connection with redemptions of LLC Interests	4,000	10,924
Cancellation of Class B common stock:		
Shares of Class B common stock surrendered and canceled	4,000	10,924

NOTE 9: EQUITY-BASED COMPENSATION

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Performance stock units	\$ 793	\$ 1,148
Restricted stock units	4,367	3,393
Equity-based compensation expense	\$ 5,160	\$ 4,541

Equity-based compensation expense recognized was as follows:

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
General and administrative expenses	\$ 4,588	\$ 4,115
Labor and related expenses	572	426
Equity-based compensation expense	\$ 5,160	\$ 4,541

NOTE 10: INCOME TAXES

Shake Shack is the sole managing member of SSE Holdings, which is classified as a partnership for U.S federal and most applicable state and local income tax purposes. As the managing member, the Company consolidates SSE Holdings financial results. As a partnership, SSE Holdings is not subject to U.S. federal and certain state and local income taxes. Instead, any taxable income or loss generated by SSE Holdings is allocated to its members, including the Company, on a pro rata basis. The Company is subject to U.S. federal, state and local income taxes with respect to its allocable share of taxable income or loss from 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	
	April 1 2026	March 26 2025
Effective income tax rates	33.0 %	14.0 %

The increase in the effective income tax rate for the thirteen weeks ended April 1, 2026 was primarily driven by a decline in the pre-tax income compared to the prior year period, which resulted in discrete tax items having a proportionately greater impact on the effective income tax rate.

The Company's weighted average ownership interest in SSE Holdings was as follows:

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Shake Shack's weighted average ownership percentages	94.3 %	94.2 %

Deferred Tax Assets and Liabilities

The Company acquires LLC Interests in connection with the redemption of LLC Interests and activity relating to its stock compensation plan and recognizes deferred tax assets associated with the basis difference in its investment in SSE Holdings upon acquisition of these LLC Interests.

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
LLC Interests activity under the Company's stock compensation plan	91,874	142,669
LLC Interests activity from redemptions of LLC Interests	4,000	10,924
Total LLC Interests acquired by the Company	95,874	153,593

Deferred tax assets related to the basis difference in the Company's investment in SSE Holdings were as follows:

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Deferred tax assets recognized upon acquisition of LLC Interests	\$ 1,174	\$ 3,358
	April 1 2026	December 31 2025
Total deferred tax assets related to the acquisition of LLC Interests	\$ 92,089	\$ 74,094

The Company also 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	
	April 1 2026	March 26 2025
Deferred tax assets recognized under the Tax Receivable Agreement	\$ 31	\$ 113

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 April 1, 2026, 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) are more likely than not to be realized. As such, no additional valuation allowance was recognized.

One Big Beautiful Bill Act

On July 4, 2025, bill H.R. 1, commonly referred to as the "One Big Beautiful Bill Act" or "OBBBA," was signed into law, with certain provisions effective in 2025 and others in 2026. The Act provides for changes to U.S. federal tax law, including the expensing of U.S. research expenditures and certain eligible capital expenditures, among other provisions. We have recognized the effects of the OBBBA provisions in our financial results to the extent they are applicable to the thirteen weeks ended April 1, 2026.

Tax Receivable Agreement

On February 4, 2015, the Company entered into a tax receivable agreement with certain then-existing non-controlling members of SSE Holdings (the "Tax Receivable Agreement"). This agreement obligates the Company to pay the non-controlling interest holders 85% of any tax benefits that the Company may actually realize, or be deemed to realize, from (i) increases in the Company's share of the tax basis of SSE Holdings due to redemptions or exchanges of LLC Interests, (ii) tax basis increases resulting from payments made under the Tax Receivable Agreement, and (iii) deductions from imputed interest under the agreement (the "TRA Payments"). The Company expects to benefit from the remaining 15% of any realized tax benefits. The TRA Payments are not conditioned upon any continued ownership interest in SSE Holdings or us. Additionally, the rights of each non-controlling interest holder under the Tax Receivable Agreement, are assignable to transferees of its 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.

There were no transactions subject 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 thirteen weeks ended April 1, 2026 and March 26, 2025.

A summary of obligations and payments made under the Tax Receivable Agreement were as follows:

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Amounts paid under the Tax Receivable Agreement, including interest	\$ 977	\$ 24
	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Additional liabilities recognized under the Tax Receivable Agreement	\$ 150	\$ 404
	April 1 2026	December 31 2025
Total obligations under the Tax Receivable Agreement	\$ 246,008	\$ 246,835

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.

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	
	April 1 2026	March 26 2025
Numerator:		
Net income (loss) attributable to Shake Shack Inc.—basic	\$ (290)	\$ 4,245
Net income (loss) attributable to Shake Shack Inc.—diluted	\$ (290)	\$ 4,245
Denominator:		
Weighted average shares of Class A common stock outstanding—basic	40,289	40,120
Effect of dilutive securities:		
Stock options	—	3
Performance stock units	—	82
Restricted stock units	—	192
Convertible Notes	—	1,467
Weighted average shares of Class A common stock outstanding—diluted	40,289	41,864
Earnings per share of Class A common stock—basic	\$ (0.01)	\$ 0.11
Earnings per share of Class A common stock—diluted	\$ (0.01)	\$ 0.10

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	
	April 1 2026	March 26 2025
Stock options	1,108 (1)	—
Performance stock units	261,595 (1)	118,213 (2)
Restricted stock units	467,164 (1)	—
Shares of Class B common stock	2,430,789 (1)	2,444,789 (1)
Convertible notes	1,466,975 (1)	—

- (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 effect would have been anti-dilutive.
- (2) 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.

NOTE 12: SUPPLEMENTAL CASH FLOW INFORMATION

The following table sets forth supplemental cash flow information:

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Cash paid for:		
Income taxes, net of refunds	\$ 881	\$ 878
Interest, net of amounts capitalized	260	187
Non-cash investing activities:		
Accrued purchases of property and equipment	38,341	22,718
Capitalized equity-based compensation	57	68
Non-cash financing activities:		
Establishment of liabilities under Tax Receivable Agreement	150	404

NOTE 13: COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company is obligated under various operating leases for Shacks and Shack Support Centers expiring in various years through 2045. Under certain of these leases, the Company is liable for contingent rent 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.

Certain leases require the Company to obtain letters of credit. As of April 1, 2026, the Company held three letters of credit totaling \$695.

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 April 1, 2026, the amount of the ultimate liability with respect to these matters was not material.

Liabilities under Tax Receivable Agreement

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 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. The Company recognizes liabilities relating to the obligations under the Tax Receivable Agreement if concluding that it is probable that it would have sufficient future taxable income over the term of the Tax Receivable Agreement to utilize the related tax benefits. Refer to Note 10, Income Taxes, for additional information relating to the Tax Receivable Agreement.

NOTE 14: RELATED PARTY TRANSACTIONS

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 April 1, 2026 and December 31, 2025.

		Thirteen Weeks Ended	
		April 1 2026	March 26 2025
Classification			
Amounts paid to MSP Conservancy	Occupancy and related expenses	\$ 320	\$ 233
	Other operating 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.

		Thirteen Weeks Ended	
		April 1 2026	March 26 2025
Classification			
Amounts paid under the Tax Receivable Agreement, including interest	Other current liabilities	\$ 977	\$ 24

		April 1 2026	December 31 2025
Classification			
Amounts due under the Tax Receivable Agreement	Other current liabilities	\$ 246,008	\$ 246,835
	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 April 1, 2026 and December 31, 2025.

Classification		Thirteen Weeks Ended	
		April 1 2026	March 26 2025
Amounts paid to non-controlling interest holders	Non-controlling interests	\$ 12	\$ 21

NOTE 15: SEGMENT REPORTING

Shake Shack operates and licenses Shake Shack restaurants, which serve burgers, chicken, hot dogs, crinkle cut fries, shakes, frozen custard, beer, wine and more. The Company operates Shacks in the United States and has both domestic and international licensed Shacks.

The chief operating decision maker (the "CODM") is the Chief Executive Officer. The Company determined it has one operating segment and one reportable segment, as the CODM regularly reviews Shack operations and financial performance at a consolidated level. The CODM also allocates resources at a consolidated level.

The CODM uses net income to allocate resources (including labor, technology, and capital resources) for the single segment to make decisions regarding annual budget, new Shack openings, entering new geographic markets, landlord and vendor negotiations, marketing decisions, pursuing new business ventures, and driving the Company's mission.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Segment revenue	\$ 366,737	\$ 320,898
Less:		
Food and paper costs	100,023	86,037
Labor and related expenses	92,717	86,668
Other operating expenses ⁽¹⁾	57,512	48,262
Occupancy and related expenses	28,654	24,631
General and administrative expenses	53,608	40,640
Depreciation and amortization expense	29,120	26,543
Pre-opening costs	6,870	3,218
Impairments, loss on disposal of assets, and Shack closures	867	2,057
Interest expense	548	563
Income tax expense (benefit)	(145)	737
Other (income) loss, net ⁽²⁾	(2,743)	(2,971)
Segment income (loss)	(294)	4,513
Reconciliation of profit or loss:		
Adjustments and reconciling items	—	—
Consolidated net income (loss)	\$ (294)	\$ 4,513

	April 1 2026	December 31 2025
Total Assets	\$ 1,917,632	\$ 1,896,209

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

(2) Other (income) loss, net consists primarily of interest income, adjustments to liabilities under the Tax Receivable Agreement, dividend income, and net unrealized and realized gain and losses from marketable securities. Interest income was \$32 and nil, for the thirteen weeks ended April 1, 2026 and March 26, 2025, respectively.

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, 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 our growth, including our long-term growth goals, strategic priorities and initiatives, and liquidity. Forward-looking statements discuss our current expectations, targets 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," "preliminary," "project," "projection," "plan," "seek," "targets," "may," "could," "would," "will," "should," "can," "can have," the negatives thereof and other similar expressions.

Forward-looking statements reflect our current views with respect to future events and are based on certain assumptions and are subject to risks and uncertainties that could cause our actual results to differ materially from trends, plans, or expectations set forth in the forward-looking statement, as set forth in this Form 10-Q. 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 31, 2025 ("2025 Form 10-K") and our other filings with the SEC.

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 or revise 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 2025 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 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. With our fine-dining roots and a commitment to crafting uplifting experiences, Shake Shack has become a cult-brand and created a new category, fine-casual.

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 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 Company-operated Shacks and licensed Shacks. The Company does not recognize the sales from licensed Shacks as revenue. Of these amounts, revenue is limited to licensing revenue based on a percentage of sales from licensed Shacks, as well as certain up-front fees, such as territory fees, opening fees, and termination fees.

Key Operating Metrics

Same-Shack sales for the thirteen weeks ended April 1, 2026 increased 4.6% compared to the same period last year, driven by a 3.2% increase in price mix and a 1.4% increase in guest traffic. For the purpose of calculating same-Shack sales for the thirteen weeks ended April 1, 2026, Shack sales for 287 Shacks were included in the comparable Shack base.

Average weekly sales were \$72,000 for the thirteen weeks ended April 1, 2026, which was flat compared to the same period last year, primarily driven by higher menu prices, partially offset by weather headwinds and menu mix.

System-wide sales for the thirteen weeks ended April 1, 2026 increased 14.1% to \$558.3 million compared to the same period last year.

Digital sales for the thirteen weeks ended April 1, 2026 increased 19.6% to \$141.1 million compared to the same period last year. Digital sales includes orders placed on the Shake Shack app, website and third-party delivery platforms, which represented 39.9% of Shack sales during the thirteen weeks ended April 1, 2026.

Development Highlights

The following tables summarize the Shacks opened and closed during the thirteen weeks ended April 1, 2026.

	Thirteen Weeks Ended		
	April 1 2026		
	Company-operated	Licensed	System Wide
Shack counts at the beginning of period	373	286	659
Openings	17	5	22
Permanent closures	—	(2)	(2)
Shack counts at the end of period	390	289	679

RESULTS OF OPERATIONS

The following table summarizes our results of operations for the thirteen weeks ended April 1, 2026 and March 26, 2025:

	Thirteen Weeks Ended				
			April 1 2026	March 26 2025	
(dollar amounts in thousands)					
Shack sales	\$	354,047	96.5 %	\$	309,838 96.6 %
Licensing revenue		12,690	3.5 %		11,060 3.4 %
TOTAL REVENUE		366,737	100.0 %		320,898 100.0 %
Shack-level operating expenses ⁽¹⁾ :					
Food and paper costs		100,023	28.3 %		86,037 27.8 %
Labor and related expenses		92,717	26.2 %		86,668 28.0 %
Other operating expenses		57,512	16.2 %		48,262 15.6 %
Occupancy and related expenses		28,654	8.1 %		24,631 7.9 %
General and administrative expenses		53,608	14.6 %		40,640 12.7 %
Depreciation and amortization expense		29,120	7.9 %		26,543 8.3 %
Pre-opening costs		6,870	1.9 %		3,218 1.0 %
Impairments, loss on disposal of assets, and Shack closures		867	0.2 %		2,057 0.6 %
TOTAL EXPENSES		369,371	100.7 %		318,056 99.1 %
INCOME (LOSS) FROM OPERATIONS		(2,634)	(0.7)%		2,842 0.9 %
Other income, net		2,743	0.7 %		2,971 0.9 %
Interest expense		(548)	(0.1)%		(563) (0.2)%
INCOME (LOSS) BEFORE INCOME TAXES		(439)	(0.1)%		5,250 1.6 %
Income tax expense (benefit)		(145)	— %		737 0.2 %
NET INCOME (LOSS)		(294)	(0.1)%		4,513 1.4 %
Less: Net income (loss) attributable to non-controlling interests		(4)	— %		268 0.1 %
NET INCOME (LOSS) ATTRIBUTABLE TO SHAKE SHACK INC.	\$	(290)	(0.1)%	\$	4,245 1.3 %

(1) As a percentage of Shack sales.

Shack Sales

Shack sales represent the aggregate sales of food, beverages and Shake Shack branded merchandise at our 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			
	April 1 2026		March 26 2025	
(dollar amounts in thousands)				
Shack sales	\$	354,047	\$	309,838
Percentage of Total revenue		96.5 %		96.6 %
Dollar change compared to prior year	\$	44,209		
Percentage change compared to prior year		14.3 %		

Shack sales for the thirteen weeks ended April 1, 2026 increased 14.3% to \$354.0 million versus the same period last year. The increase was primarily due to the opening of 58 new Company-operated Shacks between March 26, 2025 and April 1, 2026, which contributed \$38.7 million as well as increased menu prices.

Licensing Revenue

Licensing revenue includes initial territory fees, Shack opening fees, termination fees and ongoing sales-based royalty fees from licensed Shacks.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Licensing revenue	\$ 12,690	\$ 11,060
Percentage of Total revenue	3.5 %	3.4 %
Dollar change compared to prior year	\$ 1,630	
Percentage change compared to prior year	14.7 %	

Licensing revenue for the thirteen weeks ended April 1, 2026 increased 14.7% to \$12.7 million versus the same period last year. The increase was primarily due to the opening of 38 new licensed Shacks between March 26, 2025 and April 1, 2026, which contributed \$1.3 million to Licensing revenue.

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, and are impacted by menu mix, channel mix and fluctuations in commodity costs, as well as geographic scale and proximity.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Food and paper costs	\$ 100,023	\$ 86,037
Percentage of Shack sales	28.3 %	27.8 %
Dollar change compared to prior year	\$ 13,986	
Percentage change compared to prior year	16.3 %	

Food and paper costs for the thirteen weeks ended April 1, 2026 increased 16.3% to \$100.0 million versus the same period last year. The increase was primarily due to the opening of 58 new Company-operated Shacks between March 26, 2025 and April 1, 2026, which contributed approximately \$11.3 million.

As a percentage of Shack sales, the increase in Food and paper costs for the thirteen weeks ended April 1, 2026 was primarily driven by unfavorable menu mix and marketing promotions, partially offset by increased menu prices.

Labor and Related Expenses

Labor and related expenses include Company-operated Shack-level hourly and management wages, bonuses, payroll taxes, equity-based compensation, 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 Company-operated Shacks.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Labor and related expenses	\$ 92,717	\$ 86,668
Percentage of Shack sales	26.2 %	28.0 %
Dollar change compared to prior year	\$ 6,049	
Percentage change compared to prior year	7.0 %	

Labor and related expenses for the thirteen weeks ended April 1, 2026 increased 7.0% to \$92.7 million versus the same period last year. The increase was primarily due to the opening of 58 new Company-operated Shacks between March 26, 2025 and April 1, 2026, partially offset by labor efficiencies.

As a percentage of Shack sales, the decrease in Labor and related expenses for the thirteen weeks ended April 1, 2026 was primarily due to labor efficiencies and sales leverage partially offset by increased wages.

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 Company-operated Shacks, such as non-perishable supplies, credit card fees and property insurance.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Other operating expenses	\$ 57,512	\$ 48,262
<i>Percentage of Shack sales</i>	16.2 %	15.6 %
Dollar change compared to prior year	\$ 9,250	
Percentage change compared to prior year	19.2 %	

Other operating expenses for the thirteen weeks ended April 1, 2026 increased 19.2% to \$57.5 million versus the same period last year. The increase was primarily driven by increased facilities costs, mainly the timing of repairs and maintenance, increased transaction costs associated with higher sales and increased marketing spending.

As a percentage of Shack sales, the increase in Other operating expenses for the thirteen weeks ended April 1, 2026 was primarily due to increased facilities costs, mainly the timing of repairs and maintenance, and increased travel expenses related to the 17 new Company-operated Shacks opened in the period.

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.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Occupancy and related expenses	\$ 28,654	\$ 24,631
<i>Percentage of Shack sales</i>	8.1 %	7.9 %
Dollar change compared to prior year	\$ 4,023	
Percentage change compared to prior year	16.3 %	

Occupancy and related expenses for the thirteen weeks ended April 1, 2026 increased 16.3% to \$28.7 million versus the same period last year. The increase was primarily due to the opening of 58 new Company-operated Shacks between March 26, 2025 and April 1, 2026, which contributed approximately \$2.7 million.

As a percentage of Shack sales, the increase in Occupancy and related expenses for the thirteen weeks ended April 1, 2026 was primarily due to higher common area maintenance charges.

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.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
General and administrative expenses	\$ 53,608	\$ 40,640
Percentage of Total revenue	14.6 %	12.7 %
Dollar change compared to prior year	\$ 12,968	
Percentage change compared to prior year	31.9 %	

General and administrative expenses for the thirteen weeks ended April 1, 2026 increased 31.9% to \$53.6 million versus the same period last year. The increase was primarily due to increased investments in marketing and technology initiatives as well as increased wages and other team costs to support our Shack growth, partially offset by a decrease in legal costs.

As a percentage of Total revenue, the increase in General and administrative expenses for the thirteen weeks ended April 1, 2026 was primarily due to the aforementioned items.

Depreciation and Amortization Expense

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Depreciation and amortization expense	\$ 29,120	\$ 26,543
Percentage of Total revenue	7.9 %	8.3 %
Dollar change compared to prior year	\$ 2,577	
Percentage change compared to prior year	9.7 %	

Depreciation and amortization expense for the thirteen weeks ended April 1, 2026 increased 9.7% to \$29.1 million versus the same period last year. The increase was primarily due to incremental depreciation of capital expenditures related to the opening of 58 new Company-operated Shacks between March 26, 2025 and April 1, 2026, partially offset by a reduction in depreciation expense due to fully depreciated assets compared to the prior year period.

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 Company-operated Shack. All such costs incurred prior to the opening of a 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 Company-operated Shack openings, and the mix of formats we open from period to period. Additionally, Company-operated Shack openings in new geographic markets may initially experience higher pre-opening costs than our established geographic markets, such as the New York City metropolitan area and southern California, where we have greater economies of scale and incur lower travel and lodging costs for our training team.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Pre-opening costs	\$ 6,870	\$ 3,218
Percentage of Total revenue	1.9 %	1.0 %
Dollar change compared to prior year	\$ 3,652	
Percentage change compared to prior year	113.5 %	

Pre-opening costs for the thirteen weeks ended April 1, 2026 increased 113.5% to \$6.9 million versus the same period last year. The increase was primarily due to increased wages and team costs, occupancy costs and travel and entertainment expense to

support our larger development pipeline which includes more Shacks opened during the thirteen weeks ended April 1, 2026 and Shacks under construction compared to the same prior year period.

Impairments, loss on disposal of assets, and Shack closures

Impairments, loss on disposal of assets, and Shack closures primarily consists of the net book value of assets that have been retired which mainly includes furniture, equipment and fixtures that were replaced in the normal course of business; impairment charges related to our long-lived assets, which includes property and equipment, as well as operating and finance lease assets; and miscellaneous Shack closure expenses, including employee-related costs, cleaning, and sign removal costs.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Impairments, loss on disposal of assets, and Shack closures	\$ 867	\$ 2,057
<i>Percentage of Total revenue</i>	0.2 %	0.6 %
Dollar change compared to prior year	\$ (1,190)	
Percentage change compared to prior year	(57.9)%	

Impairments, loss on disposal of assets, and Shack closures for the thirteen weeks ended April 1, 2026 decreased to \$0.9 million versus the same period last year. The decrease was primarily due to the absence of expenses related to the closure of nine Company-operated Shacks in fiscal 2024, partially offset by an increase in the cost of abandoned projects.

Other Income, Net

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Other income, net	\$ 2,743	\$ 2,971
<i>Percentage of Total revenue</i>	0.7 %	0.9 %
Dollar change compared to prior year	\$ (228)	
Percentage change compared to prior year	(7.7)%	

Other income, net for the thirteen weeks ended April 1, 2026 decreased from \$3.0 million to \$2.7 million versus the same period last year. The decrease was primarily due to lower dividends.

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.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Interest expense	\$ (548)	\$ (563)
<i>Percentage of Total revenue</i>	(0.1)%	(0.2)%
Dollar change compared to prior year	\$ 15	
Percentage change compared to prior year	(2.7)%	

Interest expense for the thirteen weeks ended April 1, 2026 decreased 2.7% to \$0.5 million versus the same period last year. The decrease was primarily due to a decrease in finance lease charges related to new financing equipment leases with lower lease liability balances.

Income Tax Expense (Benefit)

We are the sole managing member of SSE Holdings, and as a result, consolidate the financial results of SSE Holdings. For U.S. federal and certain state and local tax purposes, SSE Holdings is classified as a partnership. Consequently, 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. As a result, the Company is subject to U.S. federal income taxes, along with applicable state and local taxes on its allocable share of any taxable income or loss of SSE Holdings. Additionally, the Company is taxed on any standalone income or loss generated by Shake Shack, Inc. The Company is also subject to withholding taxes in certain foreign jurisdictions.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Income tax expense (benefit)	\$ (145)	\$ 737
Percentage of Total revenue	— %	0.2 %
Dollar change compared to prior year	\$ (882)	
Percentage change compared to prior year	(119.7)%	

Our effective income tax rates for the thirteen weeks ended April 1, 2026 and March 26, 2025 were 33.0% and 14.0%, respectively. The increase in the effective income tax rate for thirteen weeks ended April 1, 2026 was primarily driven by a decline in the pre-tax income compared to the prior year period, which resulted in discrete tax items having a proportionately greater impact on the effective income tax rate. Additionally, an increase in the Company's ownership interest in SSE Holdings increases its share of the taxable income (loss) of SSE Holdings. Our weighted-average ownership interest in SSE Holdings was 94.3% and 94.2%, respectively, for the thirteen weeks ended April 1, 2026 and March 26, 2025.

Net Income (Loss) Attributable to 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.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Net income (loss) attributable to non-controlling interests	\$ (4)	\$ 268
Percentage of Total revenue	— %	0.1 %

Net income (loss) attributable to non-controlling interests for the thirteen weeks ended April 1, 2026 declined to nil from income of \$0.3 million in the same period last year. The decline was primarily due to a decrease in net results compared to the same period last year, partially offset by a decrease in the non-controlling interest holders' weighted average ownership, which was 5.7% and 5.8%, respectively for the thirteen weeks ended April 1, 2026 and March 26, 2025.

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: Restaurant-level profit, Restaurant-level profit margin, EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted pro forma net income and adjusted pro forma earnings per fully exchanged and diluted share (collectively the "non-GAAP financial measures").

Restaurant-Level Profit

Restaurant-level profit is defined as Shack sales less Shack-level operating expenses 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, Restaurant-level profit and 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, Restaurant-level profit and 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 Restaurant-level profit and 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

Restaurant-level profit and Restaurant-level profit margin may differ from similarly titled measures used by other companies due to different methods of calculation. Presentation of Restaurant-level profit and 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. 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 Restaurant-level profit and Restaurant-level profit margin should be reviewed in conjunction with our GAAP financial results. Reconciliations of Restaurant-level profit to Income (loss) from operations, the most directly comparable GAAP financial measure, were as follows.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Income (loss) from operations	\$ (2,634)	\$ 2,842
Less:		
Licensing revenue	12,690	11,060
Add:		
General and administrative expenses	53,608	40,640
Depreciation and amortization expense	29,120	26,543
Pre-opening costs	6,870	3,218
Impairments, loss on disposal of assets, and Shack closures	867	2,057
Restaurant-level profit	\$ 75,141	\$ 64,240
Total revenue	\$ 366,737	\$ 320,898
Less: Licensing revenue	12,690	11,060
Shack sales	\$ 354,047	\$ 309,838
Restaurant-level profit margin ⁽¹⁾	21.2 %	20.7 %

(1) 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 excluding equity-based compensation expense, Impairments, loss on disposal of assets, and Shack closures, 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.

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.

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. Reconciliations of EBITDA and adjusted EBITDA to Net income (loss), the most directly comparable GAAP measure, were as follows.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(dollar amounts in thousands)</i>		
Net income (loss)	\$ (294)	\$ 4,513
Depreciation and amortization expense	29,120	26,543
Interest expense, net	516	523
Income tax expense (benefit)	(145)	737
EBITDA	\$ 29,197	\$ 32,316
Equity-based compensation	5,160	4,541
Amortization of cloud-based software implementation costs	512	606
Impairments, loss on disposal of assets, and Shack closures	867	2,057
Executive transition costs ⁽¹⁾	1,130	—
Legal settlements ⁽²⁾	—	983
Restatement costs ⁽³⁾	—	254
Other ⁽⁴⁾	99	(12)
Adjusted EBITDA	\$ 36,965	\$ 40,745
Adjusted EBITDA margin⁽⁵⁾	10.1 %	12.7 %

(1) Expenses incurred in connection with the termination, search, and hiring of certain executive positions.

(2) Expenses incurred to establish accruals related to the settlements of legal matters.

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

(4) Amounts related to the conflict in the Middle East and expenses incurred for professional fees related to non-recurring matters.

(5) Calculated as a percentage of Total revenue, which was \$366.7 million and \$320.9 million for the thirteen weeks ended April 1, 2026 and March 26, 2025, respectively.

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

Adjusted pro forma net income 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 per fully exchanged and diluted share is calculated by dividing adjusted pro forma net income 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.

How These Measures Are Useful

When used in conjunction with GAAP financial measures, adjusted pro forma net income and adjusted pro forma earnings 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 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 and adjusted pro forma earnings 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 and adjusted pro forma earnings 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 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 and adjusted pro forma earnings per fully exchanged and diluted share should be evaluated in conjunction with our GAAP financial results. A reconciliation of adjusted pro forma net income to Net income (loss) attributable to Shake Shack Inc., the most directly comparable GAAP measure, and the computation of adjusted pro forma earnings per fully exchanged and diluted share are set forth below.

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(in thousands, except per share amounts)</i>		
Numerator:		
Net income (loss) attributable to Shake Shack Inc.	\$ (290)	\$ 4,245
Adjustments:		
Reallocation of Net income (loss) attributable to non-controlling interests from the assumed exchange of LLC Interests ⁽¹⁾	(4)	268
Impairment charges and Shack closures ⁽²⁾	29	1,653
Executive transition costs ⁽³⁾	1,130	—
Legal settlements ⁽⁴⁾	—	983
Restatement costs ⁽⁵⁾	—	254
Other ⁽⁶⁾	99	(12)
Tax impact of above adjustments ⁽⁷⁾	(876)	(993)
Adjusted pro forma net income	\$ 88	\$ 6,398
Denominator:		
Weighted-average shares of Class A common stock outstanding—diluted	40,289	41,864
Adjustments:		
Assumed exchange of LLC Interests for shares of Class A common stock ⁽¹⁾	2,433	2,449
Dilutive effect of equity awards	124	—
Dilutive effect of convertible notes	1,467	—
Adjusted pro forma fully exchanged weighted-average shares of Class A common stock outstanding—diluted	44,313	44,313
Adjusted pro forma earnings per fully exchanged share—diluted	\$ —	\$ 0.14

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
Earnings (loss) per share of Class A common stock—diluted	\$ (0.01)	\$ 0.10
Non-GAAP adjustments ⁽⁸⁾	0.01	0.04
Adjusted pro forma earnings per fully exchanged share—diluted	\$ —	\$ 0.14

- (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.
- (2) Expenses incurred related to Shack closures during fiscal 2024 and fiscal 2025.
- (3) Expenses incurred in connection with the termination, search, and hiring of certain executive positions.
- (4) Expenses incurred to establish accruals related to the settlements of legal matters.
- (5) Expenses incurred related to the restatement of prior periods in the 2023 Form 10-K.
- (6) Amounts related to the conflict in the Middle East and expenses incurred for professional fees related to non-recurring matters.
- (7) Represents the tax effect of the aforementioned adjustments and pro forma adjustments to reflect corporate income taxes at assumed effective tax rates of 89.3% and 21.3% for the thirteen weeks ended April 1, 2026 and March 26, 2025, 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.
- (8) Represents the per share impact of non-GAAP adjustments for each period. Refer to the reconciliation of Adjusted pro forma net income above for additional information.

LIQUIDITY AND CAPITAL RESOURCES

Sources and Uses of Cash

Our primary sources of liquidity are cash from operations, cash and cash equivalents on hand, and availability under our Revolving Credit Facility. As of April 1, 2026, we maintained a Cash and cash equivalents balance of \$313.7 million. 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 relating to our long-term debt.

On June 6, 2024, 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 Shack Support Centers, 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 April 1, 2026, such obligations totaled \$246.0 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 is 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.

Summary of Cash Flows

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

	Thirteen Weeks Ended	
	April 1 2026	March 26 2025
<i>(in thousands)</i>		
Net cash provided by operating activities	\$ 8,489	\$ 31,222
Net cash used in investing activities	(47,192)	(29,352)
Net cash used in financing activities	(7,765)	(9,662)
Effect of exchange rate changes on cash and cash equivalents	(5)	(1)
Net decrease in Cash and cash equivalents	(46,473)	(7,793)
Cash and cash equivalents at beginning of period	360,123	320,714
Cash and cash equivalents at end of period	\$ 313,650	\$ 312,921

Operating Activities

For the thirteen weeks ended April 1, 2026, net cash provided by operating activities was \$8.5 million compared to \$31.2 million for the thirteen weeks ended March 26, 2025, a decrease of \$22.7 million. The decrease was primarily driven by changes in working capital of \$22.9 million, partially offset by a \$0.2 million improvement in net results after excluding non-cash charges. The changes in working capital primarily included a change in the timing and payments related to general business operations and accruals and an increase in prepaid rent payments due to the shift of our fiscal calendar, partially offset by improved collection of receivables as compared to prior period.

Investing Activities

For the thirteen weeks ended April 1, 2026, net cash used in investing activities was \$47.2 million compared to \$29.4 million for the thirteen weeks ended March 26, 2025. The change was primarily driven by an increase of \$17.8 million of capital expenditures related to our larger development pipeline, compared to the prior year.

Financing Activities

For the thirteen weeks ended April 1, 2026, net cash used in financing activities was \$7.8 million compared to \$9.7 million for the thirteen weeks ended March 26, 2025, a decrease of \$1.9 million. This decrease was primarily due to a decrease in withholding taxes related to net settled equity 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 relating to our long-term debt.

Revolving Credit Facility

In August 2019, we entered into a Revolving Credit Facility, which 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.

In July 2025, the Company entered into the sixth amendment to the Revolving Credit Facility ("Sixth Amendment"), which, among other things, extends the maturity date until the earlier of (a) February 28, 2028, or (b) the date that is 91 days prior to the scheduled maturity date of any Convertible Notes outstanding at any time.

Outstanding borrowings under the Revolving Credit Facility bear interest at 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 April 1, 2026 and December 31, 2025, 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 April 1, 2026, 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,

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

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, in the accompanying Condensed Consolidated Financial Statements, 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. 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.

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 31, 2025.

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 31, 2025.

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 Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this report. 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 the Principal Financial Officer and Corporate Controller, to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes to our internal control over financial reporting that occurred during the quarter ended April 1, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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 31, 2025.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 5. Other Information.

Rule 10b5-1 Trading Plans

No officer or director adopted, terminated, or modified 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 in the thirteen weeks ended April 1, 2026.

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 Shake 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	Employment Agreement, effective as of May 11, 2026, by and among Michelle Hook, Shake Shack Inc., SSE Holdings, LLC, and Shake Shack Enterprises, LLC	8-K	10.1	5/7/2026	
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				*

Furnished herewith.

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: May 7, 2026

By: /s/ Robert Lynch
Robert Lynch
Chief Executive Officer
(Principal Executive Officer and Duly Authorized Officer)

Date: May 7, 2026

By: /s/ Peter Herpich
Peter Herpich
Corporate Controller
(Principal Financial Officer and Duly Authorized Officer)

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

I, Robert Lynch, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended April 1, 2026 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: May 7, 2026

/s/ Robert Lynch

Robert Lynch
Chief Executive Officer

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

I, Peter Herpich, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended April 1, 2026 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: May 7, 2026

/s/ Peter Herpich

Peter Herpich
Principal Financial Officer and Corporate
Controller

**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 April 1, 2026, 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: May 7, 2026

/s/ Robert Lynch

Robert Lynch
Chief Executive Officer

Date: May 7, 2026

/s/ Peter Herpich

Peter Herpich
Principal Financial Officer and Corporate
Controller