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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Cracker Barrel Old Country Store, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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| (1) | Title of each class of securities to which transaction applies: | _____ |
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| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): | _____ |
| (4) | Proposed maximum aggregate value of transaction: | _____ |
| (5) | Total fee paid: | _____ |

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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| (1) | Amount Previously Paid: | _____ |
| (2) | Form, Schedule or Registration Statement No.: | _____ |
| (3) | Filing Party: | _____ |
| (4) | Date Filed: | _____ |
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INVESTOR UPDATE

October 2020

Forward Looking Statements

Certain statements in this communication may constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Any forward-looking statements contained herein are subject to a number of risks, trends and uncertainties that could cause actual results or company actions to differ materially from what is expressed or implied by these statements. Economic, competitive, strategic, governmental, technological and other factors and risks that may affect Cracker Barrel's operations or financial results are discussed in our Annual Report on Form 10-K for the fiscal year ended July 31, 2020, and in subsequent filings with the U.S. Securities and Exchange Commission (the "SEC"). Another factor that may impact the company's business, financial condition and results of operations and of operational improvement initiatives is the impact of the novel coronavirus ("COVID-19") pandemic, including the duration of the COVID-19 pandemic and its ultimate impact on our business, levels of consumer confidence in the safety of dine-in restaurants, restrictions (including occupancy restrictions) imposed by governmental authorities, the effectiveness of cost saving measures undertaken throughout our operations, disruptions to our operations as a result of the spread of COVID-19 in our workforce, and our increased level of indebtedness brought on by additional borrowing necessitated by the COVID-19 pandemic. This communication speaks only as of the date hereof, and we disclaim any obligation to update these forward-looking statements other than as required by law.

Important Additional Information

On October 1, 2020, Cracker Barrel filed a definitive proxy statement (the "Proxy Statement") and accompanying WHITE proxy card in connection with the solicitation of proxies for the 2020 Annual Meeting of Cracker Barrel shareholders (the "Annual Meeting"). Cracker Barrel, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Cracker Barrel shareholders in connection with the matters to be considered at the Annual Meeting. Information regarding the names of Cracker Barrel's directors and executive officers and certain other individuals and their respective interests in Cracker Barrel by security holdings or otherwise is set forth in the Annual Report on Form 10-K of Cracker Barrel for the fiscal year ended July 31, 2020, and the Proxy Statement. To the extent holdings of such participants in Cracker Barrel's securities have changed since the amounts described in the Proxy Statement, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Details regarding the nominees of Cracker Barrel's Board of Directors for election at the Annual Meeting are included in the Proxy Statement. INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY AS THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders may obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by Cracker Barrel with the SEC for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge in the Investors section of Cracker Barrel's corporate website at www.crackerbarrel.com.



Introduction

- Cracker Barrel has 660+ locations across 45 states and provides scratch-cooked breakfast, lunch and dinner, coupled with a unique “old country store” retail experience
- The Company has a long track record of consistently delivering value for our shareholders, and we believe we have the right Board and management team in place to continue executing on our proven strategy
- We have a highly qualified, engaged and diverse board that has the right mix of skills and experience relevant to the Company’s experiential focus and is committed to the long-term success of your investment
- We take shareholder engagement seriously and have regular, constructive dialogue with shareholders
- This is Mr. Biglari’s fifth proxy contest against Cracker Barrel, following his previous four contests that were repeatedly rejected by shareholders by increasingly wide margins
- The following presentation will review our business, value creation strategy, Board and governance, and why we believe Mr. Biglari’s ideas are not credible and his nominee would not enhance our Board



Executive Summary

Strong Track Record

of Financial & Operational
Outperformance & Consistent
Capital Returns

- Meaningful TSR¹ outperformance versus the Casual Dining Peer² median over the long-term and in-line over the near-term
- Consistent and strong capital returns, including returning over \$1.3B to shareholders since FY 2011

Well-Positioned

to Continue Delivering
Shareholder Value

- Continued performance through steady investment in our strategic initiatives and execution of the core pillars of our strategy
- Decisive actions to protect our business and employees during COVID-19

Highly Qualified

Engaged and Diverse Board &
Strong Corporate Governance

- Ten qualified, experienced and diverse directors, nine of whom are independent, with long track records of delivering shareholder value
- Four new independent directors appointed in the past three years
- Corporate governance practices that align with shareholders' interests

We Believe

Mr. Biglari's Nominee, Raymond
Barbrick, Would Not Enhance
Our Board and Mr. Biglari's
Ideas are Not Credible

- We believe Mr. Biglari's nominee, Raymond Barbrick, has a poor track record in the casual dining space and will not enhance our Board
- This is now Mr. Biglari's fifth costly proxy contest in ten years – all four previous campaigns were rejected by shareholders by increasingly wide margins
- We believe Mr. Biglari's criticisms of our strategy, performance and Board are ill-founded and misleading
- We believe Mr. Biglari has a track record of value destruction and problematic corporate governance



1. Total shareholder returns ("TSR"), which includes share price performance assuming dividends are reinvested. See page 4 for additional detail.
2. Evercore ISI Casual Dining Peers include Brinker, BJ's Restaurants, Bloomin' Brands, Cheesecake Factory, Darden, Dave & Buster's, Denny's, Dine Brands and Texas Roadhouse

Cracker Barrel's Unique Value Proposition

Our Brand Promise

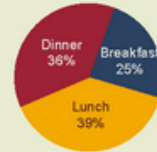
Cracker Barrel provides a friendly home-away-from-home in our old country store and restaurant.

Our guests are cared for like family while relaxing and enjoying real home-style food and shopping that's surprisingly unique, genuinely fun and reminiscent of America's country heritage...

All at a fair price.

- Cracker Barrel was founded in 1969
- 663 locations across 45 states¹
- Daypart diversification: Our stores serve breakfast, lunch, and dinner

Sales by Daypart



Sales by Segment



Cracker Barrel is Highly Differentiated and Complex

All Company Owned – Not Franchised

- Company solely responsible for all strategies and systems (e.g., training, sourcing, culinary, technology and marketing)

Extensive Workforce

- Extensive HR strategies
- Employee recruitment and retention strategies
- Focus on culture critical

20% Complex Retail

- High, seasonal SKU count
- Global sourcing and distribution
- Differentiated management profiles (restaurant and retail)

Highly Experiential

- Design/Décor
- High touch hospitality requires training and emphasis
- Multipronged marketing without discounting

Complex Operating Model / Scratch Cooking

- Extensive training to achieve consistency
- Complex sourcing and management of food / ingredients
- Culinary innovation

National Footprint & Scale

- Large-scale procurement and distribution
- Different employee and guest markets and dynamics
- Multiple revenue channels (dine-in; off-premise; catering; retail; e-comm)



¹. As of September 2020; excludes 35 Maple Street Biscuit Company locations

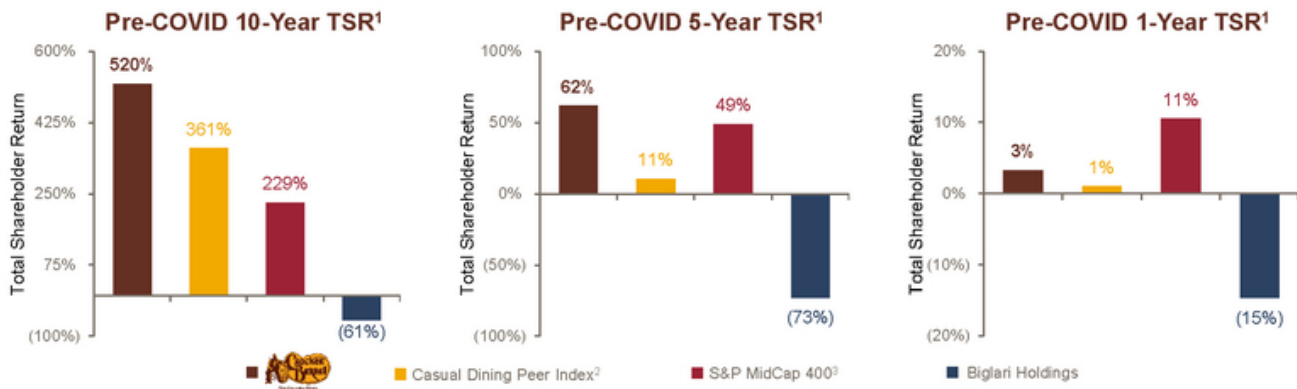
Strong Track Record of Financial and Operational Outperformance & Consistent Capital Returns



SINCE 1850

Cracker Barrel Has Delivered TSR Outperformance

Meaningful TSR outperformance versus the Casual Dining Peer Index² and Biglari Holdings



On a post-COVID basis, CBRL also outperforms the Casual Dining Peer Index² over the long-term and is in-line with the Casual Dining Peer Index YTD⁴

Source: FactSet

Note: Casual Dining Peers include Brinker, B.J's Restaurants, Bloomin' Brands, Cheesecake Factory, Darden, Dave & Buster's, Denny's, Dine Brands and Texas Roadhouse as defined by Evercore ISI's Restaurant Sector Comp Sheet. We would compare even more favorably on a long-term TSR basis to Wells Fargo's Casual Dining / Midscale peer set, which includes Red Robin and Chuy's incremental to Evercore ISI's set

1. TSR includes reinvested dividends as is calculated from 2/21/2010 to 2/21/2020 on a 10-year basis, from 2/21/2015 to 2/21/2020 for 5-year basis, and from 2/21/2019 to 2/21/2020 for 1-year basis. 2/21/20 represents the unaffected date prior to the WHO warning of a potential global pandemic and a corresponding market sell-off

2. Evercore ISI Casual Dining peers include Brinker, B.J's Restaurants, Bloomin' Brands, Cheesecake Factory, Darden, Dave & Buster's, Denny's, Dine Brands and Texas Roadhouse; Dave & Buster's and Bloomin' Brands excluded from 10-Year median as they had not yet begun trading publicly

3. The S&P MidCap 400 is an index for mid-sized companies, covering approximately 7% of the US equities market, the 7 restaurants captured in this index include Cracker Barrel, Papa John's, Texas Roadhouse, Wendy's, Jack in the Box, Wingstop and Dunkin'

4. TSR includes reinvested dividends as is calculated from 1/1/2020 to 10/23/2020



Our Board and Management Took Decisive Actions to Protect Our Employees, Guests and Shareholders During COVID-19

Employees

- Offered short-term pay support, benefit continuation and free daily meals
- Allowed employees to purchase household supplies and food items from our stores at cost
- Worked with other large employers to provide supplemental employment opportunities
- Through the Cracker Barrel Cares Foundation provided over \$1 million in hardship grants to employees

Guests

- Instituted health and safety measures above and beyond jurisdictional requirements
- Continued optimization of floor plans in reopened dining rooms, including the successful launch of front porch dining at select locations, in response to reduced capacity regulations
- Enhanced off-premise dining experience and rolled out curbside delivery virtually overnight

Shareholders

- Bolstered liquidity and strengthened our business model through a number of actions, including:
 - Making sustainable business model changes with expected annual savings of ~\$50 million
 - Fully drew down revolver and increased liquidity by \$145 million through sale leaseback
 - Dedicating resources to our core Cracker Barrel and Maple Street Biscuit Company

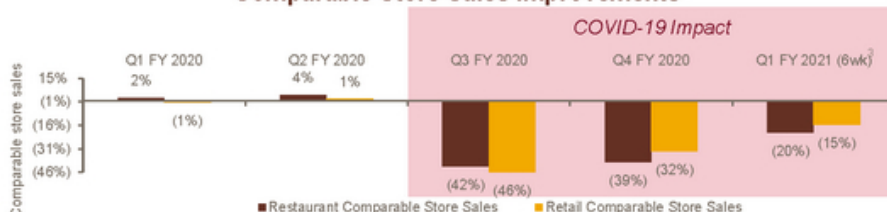


Cracker Barrel Has Delivered Strong Results through COVID

Delivered TSR performance in-line with the Casual Dining Peer median¹ YTD

- Through the execution of our off-premise offerings, prudent investments in the business and optimization of our dining room floor plans under varying capacity restrictions, the company has delivered strong sales recovery during the COVID-19 pandemic
 - Delivered **145% YoY off-premise growth in Q4'20**
 - Implemented front porch and tent dining in select locations
 - Launched a new lunch and dinner menu
- Through our **brand strength, everyday value offerings and the trust that our guests have in us**, we have been able to offer a comfortable, safe and hospitable experience during challenging times
- Additionally, Maple Street Biscuit Company has continued to deliver resilient top line results even amid COVID-19

Comparable Store Sales Improvements



+22 percentage point ("p.p.")
Improvement in Restaurant⁴

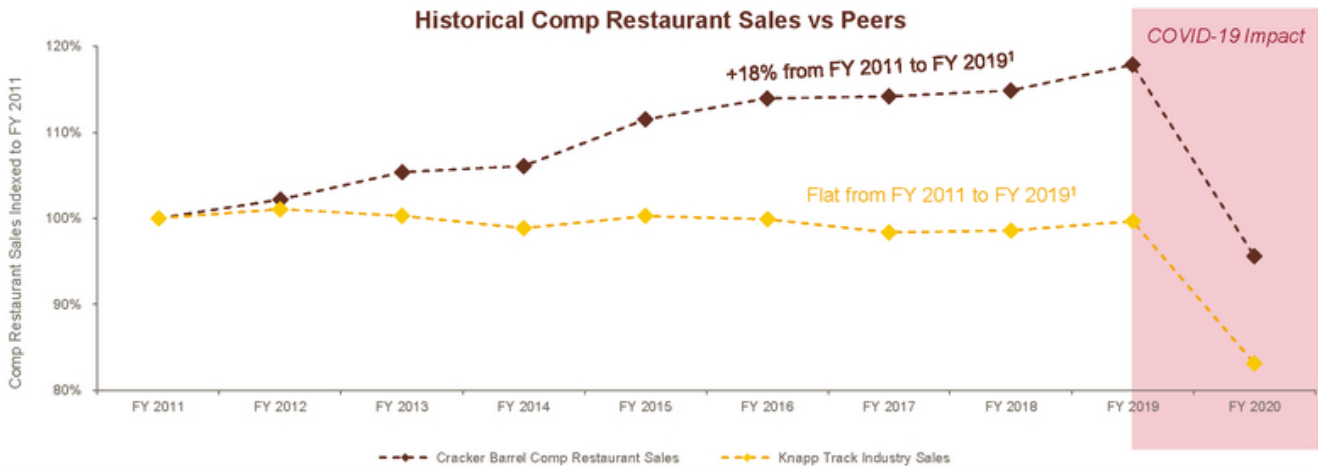
+31 p.p.
Improvement in Retail⁴



1. Evercore ISI Casual Dining Peers include Brinker, BJ's Restaurants, Bloomin' Brands, Cheesecake Factory, Darden, Dave & Buster's, Denny's, Dine Brands and Texas Roadhouse
 2. As of FY 2020 earnings call on 8/15/20
 3. Reflects first six weeks of Q1 FY 2021
 4. Reflects improvement in comparable store sales from Q3 FY 2020 to Q1 FY 2021 (first 6 weeks)

Our Comparable Store Sales Have Outperformed the Casual Dining Industry Over the Last 10 Years

CBRL's differentiated brand, strong value proposition, unique restaurant and retail offerings and superior execution have led to consistent outperformance of the casual dining index

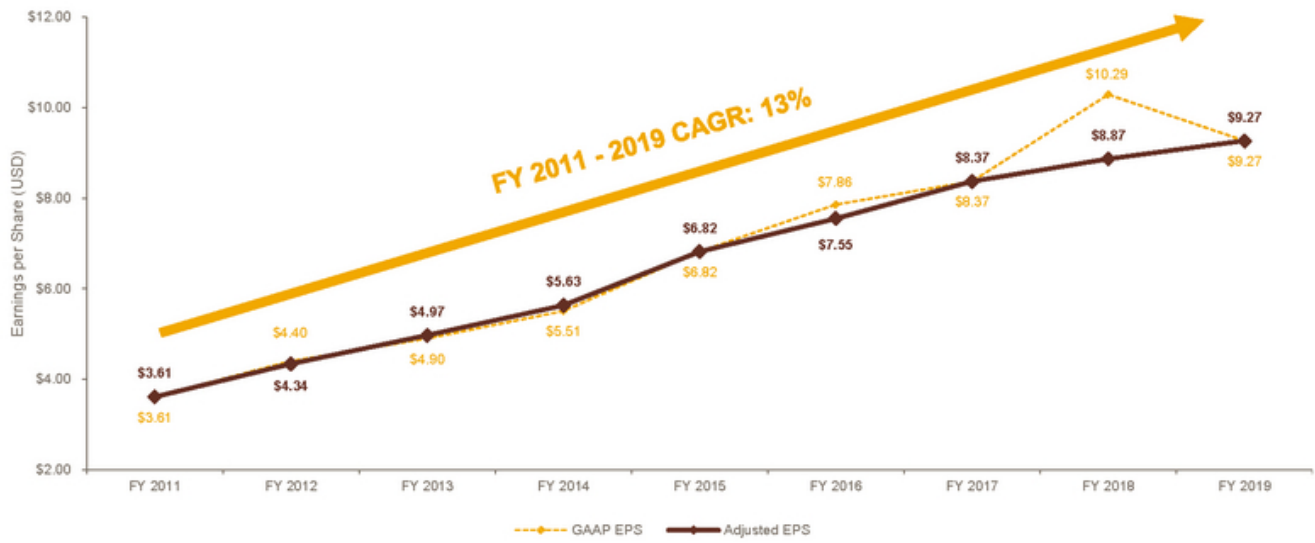


Cracker Barrel Has Outperformed Peer Guest Traffic by Approximately 12 p.p. Between FY 2011 and FY 2019



Note: The Knapp Track Casual Dining Index
 1. Reflects cumulative growth indexed to FY 2011
 2. Reflects cumulative growth from FY 2011 through FY 2019

Continued Growth in Earnings per Share



Note: Adjusted EPS is a non-GAAP financial measure. See Appendix for a reconciliation of Non-GAAP financial measures

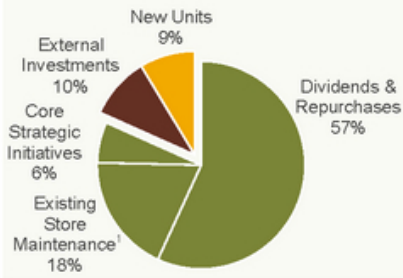
Deliberate & Prudent Capital Allocation by Our Board and Management

Over 80% of our capital allocation is used to enhance the core and return capital to shareholders

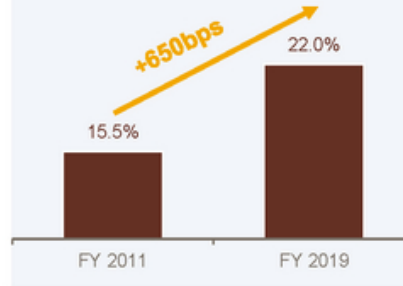
These Capital Allocation Decisions Have Led to Improved ROIC

We have returned over \$1.3 billion to shareholders through dividends and share repurchases since FY 2011

Capital Allocation Breakdown – Last 5 Years (\$1.8 billion in capital)



Return on Invested Capital²



- ~875% increase in aggregate dividends paid between FY 2011 and FY 2019
 - More than \$50/share paid in dividends over that time frame
- Issued special dividends for five consecutive years prior to the onset of COVID



1. Includes capex on Holler & Dash and Maple Street Biscuit Company stores and other
 2. Reported ROIC calculated per public Company proxy filings

Well-Positioned to Continue Delivering Shareholder Value



OLD COMPANY STORE

We Are Continuing to Drive Performance

By Executing the Core Pillars of Our Value Creation Strategy



Innovating and Evolving Our Menu to Drive Traffic

Focused on introducing new, craveable foods to satisfy guest preferences for variety and novelty

New Lunch and Dinner menu

- Positive response from both guests and operators since its launch in Q4 2020
 - **Craveable offerings** available daily
 - **Simplified menu** highlights signature offerings, value and variety



New Tableside Beer & Wine Program

- Offers more **variety and enjoyment** for the guest experience
- We expect increases in check and frequency of guest visits
- Approaching roll-out in disciplined and economical fashion
 - Test stores have seen encouraging results
 - **Available in ~250 stores** as of end of October



Off-Premise Offerings Will Continue to Drive Value-Creating Growth

Our off-premise business delivered double-digit growth across all channels since FY 2017, and accelerated further during COVID

- **Prior to COVID, off-premise was already a large and growing business** with a strong foundation across multiple sales occasions (e.g., Individual To-Go, Catering and Holiday Occasions)
 - As part of our Enhance the Core strategy, we set a goal several years ago to grow off-premise from ~7% of restaurant sales in FY 2017 to 10% of sales in FY 2020, and we were on track to exceed that goal pre-COVID
- **Since COVID, off-premise has accelerated** supported by curbside, third-party delivery and holiday offerings
 - **145% growth in off-premise in Q4**
- Currently testing potential future growth drivers
 - Grab & Go items
 - Commissary ("Ghost Kitchen")
 - New Holiday Offerings



Strengthening the Employee and Guest Experience

Focused on innovative ways to enhance the employee experience and improve guest satisfaction

New Easy-to-Use POS Creates a More Seamless Guest Experience and Cost Saving Opportunities

- A foundational platform for in-store technology
- Supports server tablets, front-porch dining and curbside pick-up and payment
- More efficient order communication from table to kitchen – **servers can serve more guests**
- **~250 stores** have currently implemented the new system¹

The Digital Store Provides an Integrated, Enhanced Guest Experience for Ordering Food and Retail Products

- Increased personalization and customization leading to **more web visits, higher digital sales and reduced cart abandonment**
- **Sales driving** opportunities (e.g., bundled restaurant and retail offerings)
- **Potential for carefully planned Loyalty program**
- Richer guest data supporting **deeper analytical insights**



1. As of end of October

Continuing to Drive Traffic with Unique and Complementary Retail Offering

Retail is integral to the Cracker Barrel experience, and it differentiates our brand

- **Generating nearly 20% of our total revenues**, our Retail business is highly complementary and synergistic with our Restaurant operations
 - Provides our guests with a differentiated and highly enjoyable experience
- **Offers a wide and compelling assortment**, including decorative and functional items such as rocking chairs, seasonal gifts, apparel, toys and branded food
- **Robust Retail performance even through COVID**
 - Our retail business has recovered even faster than our restaurant business
 - Compelling merchandise offering with a strong price-to-value proposition, exhibiting healthy performance during COVID in a number of key categories, including décor and home accessories



Value-Creating New Unit Growth in Core and New Markets

- While our primary focus is on **enhancing our existing store base**, we also invest in value-creating new unit growth
 - We leverage a rigorous, analytical approach using IRR analysis, and our Board of Directors approves risk-adjusted hurdle rates in excess of our cost of capital
- Our new unit opening strategy has consisted of **modest, disciplined growth in both core and frontier markets** (opened on average 8 stores per year since 2009)
 - We are pleased with the performance of our mature stores¹ opened over this time period, which have created shareholder value by delivering returns in the aggregate above our hurdle rates
- With our recent expansion into the West Coast, our growth has been measured so we can analyze their performance and gain learnings
- We believe there is **room for modest new unit growth in core markets and significant whitespace in new markets**, including on the West Coast
 - We will continue to fine tune our approach to new markets and expect to accelerate the growth in the future in order to **drive longer-term value creation for our shareholders**

New Unit Costs

- We believe Mr. Biglari's characterization of new unit investment costs is **misleading**
 - Uses higher new unit costs of \$5.3mm from frontier markets instead of Cracker Barrel's recent average new unit cost of \$4.9mm²
 - Assumes all land is purchased for \$1.9mm, whereas Cracker Barrel historically has purchased land for only ~30% of its stores at an average cost of ~\$1mm³
 - Uses a simplified sales-to-investment ratio methodology rather than our rigorous IRR model which takes into account cash flow and returns generated by each new store⁴



1. Reflects stores opened between FY 2009 and FY 2017
2. Average cost for building, site improvement, furniture, equipment and related development costs for stores opened during FY 2019 and FY 2020, which is more representative of a typical new store cost
3. Based on new stores opened over the last 10 years
4. Cracker Barrel's IRR analysis includes pre-opening expenses

Investing in Complementary Growth Outside Cracker Barrel Concept

We follow a highly disciplined and methodical approach in our evaluation of external investment opportunities

What We Look For

- **“White space,”** where we believe there is long-term growth opportunity
 - E.g., fast casual breakfast (H&D; Maple Street) and “Eatertainment” (PBS)
- **Complementary concepts/business models** where we can leverage core competencies and size, add value, lower costs
- **Complementary guest base** that expands our demographics (limited cannibalization)
- **Proven concept** with attractive unit economics
- **Manageable** in terms of size, complexity and management attention
- **Attractive value and risk-adjusted returns**

How We Approach

- **Full Board engagement;** no rubber stamp
- **Conservatively** – start small, learn first
- **Due diligence** with third party advisors
- **Use protective structures** that give us optionality



Our Investment in Maple Street Biscuit Company

Significant growth potential poised to meaningfully expand our guest base for years to come

Maple Street Biscuit Company ("MSBC")

- Holler & Dash ("H&D") increased our conviction that the **breakfast and lunch-focused fast casual segment is attractive**
- The acquisition of MSBC greatly **strengthened our position** in this segment
 - Strong brand, attractive unit economics and growth potential
 - We converted our H&D locations to MSBC so we could operate under one strong fast-casual brand
- **MSBC's resilience during COVID** has reinforced our belief in the concept and brand
- **MSBC expands our guest base**
 - Greater footprint in urban/suburban markets
 - More exposure to a younger demographic



Our Investment in Punch Bowl Social

Our Board and management determined that the resources needed to ensure Punch Bowl Social's survival following the onset of COVID-19 would be better spent on positioning our core brands for long-term success

- Our Investment in Punch Bowl Social was strategic and carefully evaluated
 - Significant due diligence and extensive involvement by Board and management team
- At the time of our investment, Punch Bowl Social:
 - Had **solid sales, store profitability and growth profile**
 - Provided access to a **demographic that was complementary** to our core brand
 - Was widely considered **one of the most highly-regarded brands** in the growing space of "eatertainment"
 - **Shared the key values of our core brand:** scratch-made cooking in a family-friendly environment
- **Thoughtfully structured the transaction to limit risk**
 - **Minority investment** – reduced upfront cost and capital at risk, while forgoing upfront integration and associated distractions
 - **Variety of protections and benefits** – preferred equity/debt position (ahead of all other equity investments), veto rights over corporate decisions and call option to acquire remaining stake for fair market value
- Punch Bowl Social concept is driven by large in-person social gatherings and corporate events
 - **COVID-19 had an outsized impact** on the business, as locations are largely in urban centers and/or adjacent to sports stadiums
 - Would have required significant management attention and millions of dollars of capital, above and beyond funds available under the CARES Act, just to survive and would remain challenged for the foreseeable future



Following Our Punch Bowl Social Investment, COVID-19 Events Transpired Quickly

There was third-party support around our decision at the time of investment



"With this investment, CBRL inorganically moves its future revenue streams toward a younger demographic (Gen Z & Millennial...) while **adding a growth vehicle** to a LSD revenue growth company (~65% unit growth at Punch Bowl expected by the end of 2020) and **likely supporting the company's targeted LT 10 - 12% TSR target**"

JULY 23, 2019



"We reiterate our Buy rating on Cracker Barrel Old Country Store (CBRL) and raise our price target to \$195, from \$185, as we believe the minority investment in "eater-tainment" chain Punch Bowl Social that was announced yesterday **will help reinvigorate overall unit growth**"

JULY 24, 2019



Permission to use quotes neither sought nor obtained

Strategic Priorities Will Continue Driving Performance in 2021 and Beyond

COVID-19 has not changed Cracker Barrel's fundamental long-term goals – we will continue our focus on providing a superior employee environment and an enjoyable guest experience through disciplined investments

Accelerating Off-Premise Sales and On-Premise Optimization

- Increasing off-premise attachment; testing two new formats beginning in September 2020 (Grab n' Go and Dedicated Catering Kitchen) and continuing to optimize restaurant floor space in response to evolving capacity regulations

ENHANCE
The Plan

Continuing to Leverage Novel, Craveable Menu Offerings

- Expanding rollout of beer and wine to a total of ~600 stores

ENHANCE
The Plan

Improving the Guest and Employee Experience

- Enhancing our digital infrastructure to drive sales, including the broad rollout of POS system (expected in ~500 stores by the end of FY 2021) and the launch of the Digital Store

ENHANCE
The Plan

Improving the Business Model

- Continuing to work to improve profitability in the core brand, we expect to achieve the remaining balance of our ~\$50mm cost savings target in FY 2021

ENHANCE
The Plan

Other Strategic Initiatives

- Prudent investments in new Cracker Barrel stores, with 3 locations planned for FY 2021
- Additionally, planning to open up to 15 new Maple Street units in FY 2021

EXPAND
The Investment

EXTEND
The Brand



1. Precise rollout schedule subject to review and re-assessment as COVID situation evolves

Support of Cracker Barrel's Strategy Has Continued



"CBRL's F4Q20 results and current trends, give us **increased confidence that it can recoup the majority of lost sales and profits post-COVID...** In FY21, CBRL has **numerous sales drivers** (alcohol rollout, new menu and new digital platform) that should drive the recovery"

SEPTEMBER 15, 2020



"CBRL is doing its best to **add new sales layers, while removing friction in the consumer experience and pulling costs from the system** which should translate into healthier **top-line and bottom-line growth** once the economy returns to some form of normalcy"

SEPTEMBER 15, 2020



"We believe exposure to regions less impacted by COVID-19, a **strong value positioning** (restaurant comps were less impacted than peers during '08 – '09) and one of the **best balance sheets** in full service all **support stock outperformance going forward**"

JUNE 2, 2020



"The successful rollout of curbside delivery and Front Porch outdoor dining, as well as the aggressive repositioning of the retail offering to support current nesting trends, whereby consumers are spending on decorating their homes during the pandemic, are **all examples of the aggressive actions taken to help the CBRL brand weather the current environment**"

OCTOBER 12, 2020



"Management continues to fight through the near-term challenges and work to cast a potentially wider net to attract and service its guests. **We came away more impressed by the level of strategic updates, which may help CBRL unlock additional growth** down the road, inside and out-of-the-box"

SEPTEMBER 25, 2020



"**The pandemic required rapid changes to the CBRL off-premise channel offering, and the company delivered on them...** swift rollout of a curbside delivery program in all stores, the addition of Uber Eats as another third-party delivery partner, or the quick product development turnaround to launch Family Meal Baskets, CBRL moved at a fast pace"

JUNE 3, 2020



Permission to use quotes neither sought nor obtained

Highly Qualified, Engaged and Diverse Board & Strong Corporate Governance



We Have Added Four Independent Directors in the Past Three Years...

With Substantial Experience in Sectors Relevant to Our Strategy and Brand / Experiential Focus



Carl T. Berquist

Former EVP & CFO, Marriott | Director Since: 2019

- Significant experience in hospitality and deep knowledge of real estate, corporate transactions and accounting / finance
- 28 year career with Arthur Andersen, serving as Global Real Estate & Hospitality Head



Meg G. Crofton

Former President (Parks & Resorts), Disney | Director Since: 2017

- Extensive hospitality, experiential brand, food-service and retail operations expertise
- 35 years of experience with Disney including as President of Walt Disney World



Gilbert R. Dávila

Founder & CEO, DMI Consulting | Director Since: 2020

- Expertise in market segmentation, media strategy and digital marketing
- Former Vice President, Global Diversity and Multicultural Market Development at Disney
- Former Marketing Director at Coca-Cola in addition to holding sales and marketing leadership positions at Procter & Gamble



Gisel Ruiz

Former EVP & COO, Sam's Club | Director Since: 2020

- Over 25 years of retail and food-service experience at the Fortune 1 company
- Former EVP & COO, Walmart U.S.



...To Our Already Highly Qualified and Diverse Board

With Substantial Experience in Sectors Relevant to Our Strategy and Brand / Experiential Focus



Coleman H. Peterson
Former Chief People Officer, Walmart | Director Since: 2011

- Significant retail, human resources and employee relations experience
- Expertise in governance, compensation and succession planning



Sandra B. Cochran
President, CEO & Former CFO, Cracker Barrel | Director Since: 2011

- Delivered a TSR of 353% since becoming CEO¹
- Acknowledged leader in the restaurant space
- Considerable executive leadership and corporate governance in addition to financial / audit expertise and significant knowledge of the retail industry



Norman E. Johnson
Former President, Chairman & CEO, CLARCOR | Director Since: 2012

- Significant expertise in capital allocation and complex operational systems
- Led Board refreshment effort, recruiting 4 new directors in the past 3 years, as chairman of the Nominating and Corporate Governance Committee
- Also member of the Audit Committee



William W. McCarten (Independent Chairman)
Founder, Chairman & Former CEO, DiamondRock Hospitality | Director Since: 2011

- Significant restaurant and retail, finance and accounting expertise
- Former President of the Marriott Services Group and President & CEO of HMS Host



Thomas H. Barr
President, Sono Bello | Director Since: 2012

- Significant retail industry knowledge, particularly in menu management, innovation, pricing and multi-unit operations
- Former senior executive at Starbucks responsible for the global coffee business



Andrea M. Weiss
President & CEO, Retail Consulting | Director Since: 2003

- Significant consumer, retail and digital transformation expertise
- Former EVP & Chief Store Officer of The Limited and Intimate Brands
- National Association Corporate Directors (NACD) Board Governance Fellow and was named to the NACD Top 100 Best Public Directors in 2016

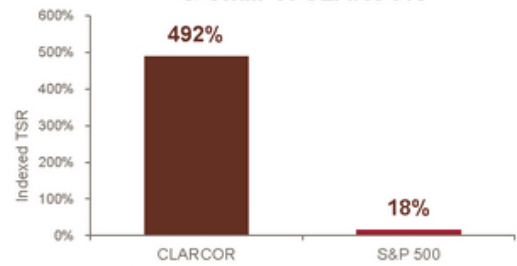


1. FactSet as of 10/23/2020, TSR includes reinvested dividends and is calculated from 9/12/2011 to 10/23/2020

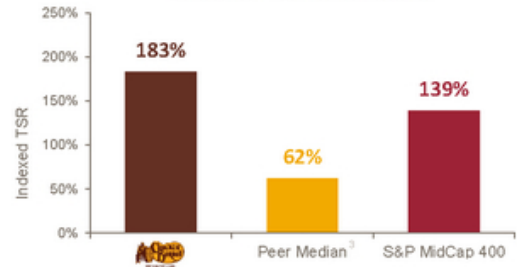
We Believe Norm Johnson Is the Better Director for Our Board than Biglari's Nominee

- Norm has a track record of success and **significant operational, financial and capital allocation experience** at public companies
 - During his tenure as CEO of CLARCOR, Norm **successfully executed and allocated more than a billion dollars** to open new factories and facilities, expand markets, and return capital to shareholders
- Norm has **utilized his expertise** in the areas of distribution, complex operations, capital allocation and management **to be a key member of Cracker Barrel's Board**
 - Cracker Barrel oversees the distribution of approximately \$1 billion of food and retail products and operates a dedicated 370,000 square foot retail distribution center
- As head of the Nominating and Corporate Governance Committee, Norm **oversaw the process that shaped our current Board**
 - Recruited four diverse and experienced directors, with tenures at premier companies such as Walt Disney, Marriott and Walmart, over the past three years
- He has **brought significant financial and risk management skills** as a member of our Audit Committee

TSR¹ During Norm Johnson's Tenure as CEO & Chair of CLARCOR



TSR² During Norm Johnson's Tenure on Cracker Barrel's Board



1. FactSet as of 10/23/2020; TSR includes reinvested dividends and is calculated from 3/25/2000 to 11/30/2012
2. FactSet as of 10/23/2020; TSR includes reinvested dividends and is calculated from 8/13/2012 to 10/23/2020
3. Evercore ISI Casual Dining Peers include Brinker, BJ's Restaurants, Bloomin' Brands, Cheesecake Factory, Darden, Dave & Buster's, Denny's, Dine Brands and Texas Roadhouse

The Board and Management Team Work Closely to Manage Risk

- Our **independent chairman** ensures the effective independent functioning of the Board, which we believe provides appropriate balance in the Company's leadership
- **Robust risk management process**, led by the Audit Committee, annually identifies top risks and ensures actions to mitigate
- **The Board has engaged closely with management** to guide Cracker Barrel through the COVID-19 pandemic (met bi-weekly through the first phase of the pandemic, March through May)
- Unlike most companies, Cracker Barrel also has a **Public Responsibility Committee that plays a key role in managing brand risk**, one of the largest risks to the Company, and in overseeing environmental and social matters



We Have Implemented a Number of Corporate Governance Best Practices

Shareholder-friendly governance...

- Independent Chairman
- Annually elected directors
- 9 out of 10 directors are independent
- Shareholders can call special meetings
- Compensation aligned with performance
- Committed to diversity and inclusion
- Fully independent Board committees
- 20% shareholder rights plan is regularly put to a vote

...Aligned with shareholders' best interests

- Annual self evaluations for the Board and each of its committees
- Four new independent directors in last three years
- >50% of executive team is female, including our CEO, and 60% of our board is diverse or female
- Senior executives and board members took temporary pay cuts in response to COVID to help preserve liquidity
- CEO pay was 0.88x the peer median
- The Board regularly holds executive sessions without management team members present



Committed to Corporate Social Responsibility (CSR)

Public Responsibility Committee oversees CSR and promotes an inclusive, respectful corporate culture

Committed to Diversity and an Inclusive Workplace Culture

- We strive to recruit, develop and retain a high performance workforce that reflects the communities we serve
- The Executive Team is >50% female, including the CEO and CFO
- We provide diversity and inclusion training to build awareness and teach competencies and behaviors to create a more inclusive workplace
- Established Employee Resource Groups to engage, develop and connect our employees through a wide range of programs

Our CSR Efforts Are Integral to the Corporate Strategy

- Our CSR is embedded in how we do business and mitigate risk
- We issued our first CSR report last year
- We remain committed to improving our sustainability efforts and ESG reporting



**We Believe Mr. Biglari's Nominee,
Raymond Barbrick, Would Not Enhance
Our Board and Mr. Biglari's Ideas are
Not Credible**



OLD COUNTRY STORE

We Believe Raymond Barbrick Would Not Enhance Our Board

Rigorous Director Evaluation

- Full evaluation process, including interview and evaluation by a nationally recognized search firm
 - As part of this process, we paused our ongoing evaluation of another candidate, Gisel Ruiz, to fairly evaluate Mr. Barbrick
- Search firm did not recommend Mr. Barbrick
- Interview with three independent directors, including two Nominating & Corporate Governance Committee members / Chair of Board
- Nominating & Corporate Governance Committee unanimously determined that Mr. Barbrick would not contribute meaningful additive experience or skills to our Board and the full Board unanimously voted against his candidacy and appointed Gisel Ruiz to the Board

Decision Rationale for Rejecting Mr. Barbrick

- Poor track record in the casual dining space before exiting
 - Closed 16 of 18 Zinburger locations due to inability to adapt to off-premise
 - Exited all 36 TGIF locations, which had a history of consistent underperformance
 - CEO of Avado Brands as it emerged bankruptcy in 2004, only to lead it back into bankruptcy
- Very limited and outdated public company experience (Avado)
 - Spent the past thirteen years operating hotels and restaurants as a franchisee with no brand management or strategic responsibility
- Experience limited to smaller, regional operations – oversees ~\$400M of revenue, <20% of Cracker Barrel's



Mr. Biglari's Previous Campaigns Were Rejected by Our Shareholders by Increasingly Wide Margins

- **Mr. Biglari's four previous proxy contests were soundly rejected** by shareholders by increasingly large margins and leading shareholder advisory services
- He has submitted proposals for Cracker Barrel that we believe **were not appropriate and not in the best interest of shareholders**, including:
 - Seeking a sale process and attempting to amend Tennessee law so he could submit a bid for the Company (rejected by >90% of unaffiliated shareholders)
 - Pushing for an exorbitant special dividend of \$20/share to satisfy his own cash needs (rejected by >90% of unaffiliated shareholders)

Year	CBRL TSR Since Biglari Investment ¹	Prior Biglari CBRL Proposals	Supported By ISS?	Outside Support For Biglari ²
2011	-	Elect Sardar Biglari	No	25.7%
2012	25.9%	Elect Sardar Biglari & Phillip Cooley	No	11.4%
2013	55.6%	Elect Sardar Biglari & Phillip Cooley + \$20/Share Special Dividend	No	10.0%
2014 (Special Mtg.)	161.3%	Hire Advisor to Evaluate Alternatives / Seek Sale or Liquidation of Company	No	9.2%

We Have Delivered Strong Returns Despite Biglari's Distracting Fights and Proposals That Have Been Consistently Rejected

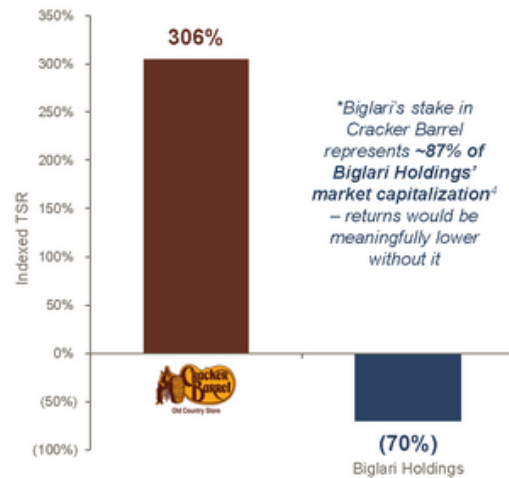


1. From Biglari's initial investment (6/13/11) to campaign announcement as defined by FactSet
 2. Represents the average support received for each nominee or proposal, excluding shares voted by Biglari

We Believe Biglari has a Track Record of Value Destruction

- Under Mr. Biglari's leadership, Steak 'n Shake has struggled financially and operationally
 - Comparable store sales decrease of 6.9% and guest traffic declined 11.2% in 2019¹
 - 21% YoY decrease in 2019 revenue² with Q2 2020 results showing no signs of a recovery
 - \$29M in operating losses combined in 2018 – 2019
 - Temporarily closed over 100 restaurants in 2019 due to poor sales and service, of which 57 were permanently closed in 2020
- Biglari Holdings' collection of unrelated businesses has continued to severely underperform
 - Trades at a considerable discount to book value
- Cracker Barrel is Mr. Biglari's most successful investment, but he has sold more than half his shares while his other businesses struggle

TSR Since Biglari Holdings Investment³



1. Represents same store sales and guest traffic for Biglari Holdings' company-operated restaurant segment, primarily comprised of Steak 'n Shake
 2. Represents total revenue decline for Biglari Holdings' restaurant segment, primarily comprised of Steak 'n Shake
 3. Represents Total Shareholder Return between 6/13/2011 (date of Biglari Holdings' investment in Cracker Barrel) and 10/23/2020. TSR assumes the reinvestment of dividends
 4. As of 10/23/20, represents market value of \$297mm stake in CBRL (\$124.99 per share) owned by Sardar Biglari (through both Biglari Holdings and other vehicles) divided by Biglari Holdings' market capitalization of \$296mm; as of the same date, 93% of Sardar Biglari's ownership in Cracker Barrel is held through Biglari Holdings and the remaining 7% is held through other vehicles

History of Problematic Corporate Governance Practices at Biglari Holdings

We believe Biglari Holdings' corporate governance track record brings his credibility into question

- × Mr. Biglari used the equivalent of own company's treasury shares and debt in order to take voting control of the company from its other shareholders
- × Created a dual class share structure concentrating 64% of voting power with Mr. Biglari himself
- × At Biglari Holdings' 2020 annual meeting, 74% -82% of the shares not voted by Biglari withheld votes against four of the five incumbent directors
- × 75% of Biglari Holdings' directors have lengthy tenure
- × Hired his father and his brother to six-figure salaries
- × ISS recommended withhold votes against all of Biglari Holdings' directors from 2015 – 2019, and only supported one director in 2020
- × Issued \$80 million in performance fees to Biglari Capital — Mr. Biglari is the sole owner
- × Amended compensation agreement to remove compensation limits; Mr. Biglari-controlled entities receive \$8.4 million annually for undefined services

“We do not provide earnings guidance nor do we hold quarterly conference calls because neither activity would be consistent with managing our entrepreneurial enterprise”

– Sardar Biglari¹



1. Per Biglari Holdings' 2015 annual report

Adverse Press Coverage Underscores Mr. Biglari's Problematic Executive Profile



"Steak 'n Shake was on the ropes even before the COVID-19 pandemic hit, with customer traffic counts sliding 22% since 2015... the company also has a \$165 million term loan scheduled to be paid off in March 2021 – a debt it lacks the ability to repay"

MAY 1, 2020



"But one regular at the meetings wondered whether other issues dogging Biglari Holdings — its stock trading in the doldrums, its questionable use of capital, corporate governance deemed unfriendly to shareholders and the struggles of its biggest subsidiary — signal that Biglari has lost his edge and alienated his base of followers"

JULY 7, 2020

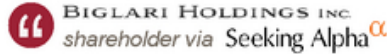


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"Biglari has never been able to convince Cracker Barrel shareholders that he should have representation on the board, or to do anything else he's requested... Biglari's own company hasn't exactly won over investors"

NOVEMBER 5, 2019



"Sardar does not answer to shareholders, nor does he work for them. I genuinely feel bad for many of the fellow shareholders I met because they had no idea they would be treated to, perhaps, the worst corporate governance in America"

MAY 1, 2019



"Biglari and Phil Cooley seem to delight in the annoyance of shareholders. At one point laughing at them for being upset that the share price went down 58% last year and then subsequently watching the board increase Sardar's compensation package"

MAY 1, 2019



"Biglari Holdings did not have a great 2018. Stock in his company fell 58%, largely because it created two classes of stock and was ultimately abandoned by institutional investors... that doesn't mean Biglari didn't receive substantial sums from the company he runs"

SEPTEMBER 5, 2019

Conclusion



We Believe You Should Vote the White Proxy Card Because...

- ✓ Cracker Barrel has a track record of consistently delivering value for our shareholders
- ✓ We continue to execute our proven strategy and have the right Board and management team in place to continue delivering significant shareholder value
- ✓ We have a highly qualified, engaged and diverse Board (with thoughtful, regular refreshment) that is committed to the highest standards of corporate governance and to the long-term success of your investment
- ✓ After a thorough and independent evaluation, we believe Raymond Barbrick will not enhance our Board
- ✓ We believe Mr. Biglari's ideas are not credible given his operating record and problematic corporate governance practices
- ✓ We Believe Mr. Biglari's continuing negative and distracting campaign against the Company should be rejected



Appendix



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Mr. Biglari's False Statements and Mischaracterizations

We Continue to Outperform Peer Traffic Trends

Mr. Biglari Statement Regarding Traffic Trends is Misleading in Our View

- Cracker Barrel's same store traffic trends have outperformed peers by approximately 12 percentage points on a cumulative basis between FY 2011 and FY 2019¹
- Our prudent investments in Cracker Barrel's brand extension through the conversion of all Holler & Dash units into Maple Street locations have created a new and attractive growth opportunity for the Company with strong same store performance

Disciplined Capital Allocation And Strong Capital Return

Mr. Biglari Claims We Have No Capital Allocation Discipline

- Disciplined reinvestment in Cracker Barrel and continuing to drive returns remains our top priority – 80% of our FY 2021 capex budget is allocated to "Enhance the Core"
- As a result, our corporate level ROIC expanded by 650bps between FY 2011 and FY 2019
- We have returned over \$1.3 billion of capital to shareholders through \$50 / share in dividends and share buybacks over the last 10 years

Prudent and Selective New Unit Growth

Mr. Biglari Claims We Have Had Subpar New Unit Economics

- Our new unit opening strategy has consisted of modest, disciplined growth in both core and frontier markets²
 - We are pleased with the performance of our mature stores³ opened over this time period, which have created shareholder value by delivering returns in the aggregate above our hurdle rates
- We believe Mr. Biglari's characterization of new unit investment costs is misleading
 - Uses higher new unit costs of \$5.3mm from frontier markets instead of Cracker Barrel's recent average new unit cost of \$4.9mm⁴
 - Assumes all land is purchased for \$1.9mm, whereas Cracker Barrel historically has purchased land for only ~30% of its stores at an average cost of ~\$1mm⁵
 - Uses a simplified sales-to-investment ratio methodology rather than our rigorous IRR model which takes into account cash flow and returns generated by each new store⁶



1. Cumulative guest traffic performance between FY 2011 – FY 2019 as measured by the Knapp Track Casual Dining Index
2. Average new store opening cadence of 8 stores per year since FY 2009
3. Reflects stores opened between FY 2009 and FY 2017
4. Average cost for building, site improvement, furniture, equipment and related development costs for stores opened during FY 2019 and FY 2020, which is more representative of a typical new store cost
5. Based on new stores opened over the last 10 years
6. Cracker Barrel's IRR analysis includes pre-opening expenses

Mr. Biglari's False Statements and Mischaracterizations (Cont'd)

We Carefully Evaluated the Punch Bowl Investment and Have Successfully Extended the Brand with Maple Street

Mr. Biglari Claims PBS Investment Was Not Prudent and Holler & Dash Was a Failure

- Our Investment in Punch Bowl Social was strategic with careful diligence and structured to minimize risk to our shareholders
 - The minority preferred equity and debt investment reduced upfront cost/capital at risk
 - The business would have required significant management attention and capital to survive COVID-19 – the Board determined to focus on Cracker Barrel's core businesses
- We successfully converted all Holler & Dash units into Maple Street's more established brand which has delivered strong same store sales performance even in the COVID-19 environment

CEO's Track Record is Strong

Mr. Biglari Claims CEO's Experience Not Relevant to Cracker Barrel

- Sandy is an acknowledged leader in the casual dining space and proven value creator – since becoming CEO she has generated 353% TSRs vs. 183% for casual dining peers
- Considerable executive leadership and corporate governance in addition to financial / audit expertise and significant knowledge of the retail industry

Experienced and Refreshed Board

Mr. Biglari Claims the Board Lacks Restaurant Experience

- Cracker Barrel has an experienced and diverse Board with significant public company qualifications and track records of delivering shareholder value
- Directors have strong hospitality, retail and food-service expertise that is critical to Cracker Barrel's strategy and experiential focus
- 6 of our directors have food service / restaurant experience in businesses with national footprints
- The Board has been highly engaged during COVID-19 ensuring we are well positioned to weather COVID-19 and take advantage of the recovery

Norm Johnson is a Proven Value Creator

Mr. Biglari Claims Norm Johnson's Background is Not Relevant

- Norm is a proven value creator with a track record of outperforming the S&P 500 by 470+p.p. while Chairman and CEO of CLARCOR
- During Norm's tenure, Cracker Barrel outperformed our casual dining peers¹ by 120+p.p.
- As head of the Nom/Gov Committee Norm recruited 4 directors in the past three years with tenures at premier companies such as Walt Disney, Marriott and Walmart
- Norm brings significant expertise in capital allocation and complex operational systems and is an audit committee financial expert



1. TSR includes reinvested dividends and is calculated from 8/13/2012 to 10/23/2020. Peers include: Dine Brands, Denny's, Darden, Dave & Busters, Brinker, Bloomin' Brands, Texas Roadhouse, Cheesecake Factory and BJ's Restaurants

Reconciliation of GAAP Basis to Adjusted Non-GAAP Basis Operating Results

(\$ in thousands except per share data)

	Twelve months ended August 3, 2012				Twelve months ended August 2, 2013			Twelve months ended August 1, 2014			
	As Reported	Adjust ^{1,2}	53rd week	As Adjusted	As Reported	Adjust ^{1,2,3}	As Adjusted	As Reported	Adjust ¹	53rd week	As Adjusted
Store operating income	337,146	-	(11,093)	326,053	344,786	-	344,786	337,793	-	-	337,793
General and administrative expenses	146,171	(6,863)	(1,370)	137,938	143,262	(5,634)	137,628	129,387	(4,313)	-	125,074
Operating income	190,975	6,863	(9,723)	188,115	201,524	5,634	207,158	208,406	4,313	-	212,719
Interest Expense	44,687	-	(811)	43,876	35,742	-	35,742	17,557	-	-	17,557
Pretax income	146,288	6,863	(8,912)	144,239	165,782	5,634	171,416	190,849	4,313	-	195,162
Provision for income taxes	43,207	2,027	(2,632)	42,602	48,517	3,847	52,364	58,721	1,327	-	60,048
Net income	\$ 103,081	\$ 4,836	\$ (6,280)	\$ 101,637	\$ 117,265	\$ 1,787	\$ 119,052	\$ 132,128	\$ 2,986	\$ -	\$ 135,114
Earning per share - Basic	\$ 4.47	\$ 0.21	\$ (0.27)	\$ 4.41	\$ 4.95	\$ 0.08	\$ 5.02	\$ 5.55	\$ 0.13	\$ -	\$ 5.68
Earning per share - Diluted	\$ 4.40	\$ 0.21	\$ (0.27)	\$ 4.34	\$ 4.90	\$ 0.07	\$ 4.97	\$ 5.51	\$ 0.12	\$ -	\$ 5.63

	Twelve Months ended July 31, 2015			Twelve Months ended July 29, 2016			Twelve months ended August 3, 2018			
	As Reported	Adjust ^{3,4}	As Adjusted	As Reported	Adjust ^{3,5}	As Adjusted	As Reported	Adjust ⁶	53rd week	As Adjusted
Store operating income	402,424	-	402,424	423,453	-	423,453	437,348	-	(13,309)	424,039
General and administrative expenses	147,544	(3,519)	144,025	142,982	-	142,982	143,756	-	(2,071)	141,685
Operating income	254,880	3,519	258,399	280,471	-	280,471	293,592	-	(11,238)	282,354
Interest Expense	16,679	-	16,679	14,052	-	14,052	15,169	-	(323)	14,846
Pretax income	238,201	3,519	241,720	266,419	-	266,419	278,423	-	(10,915)	267,508
Provision for income taxes	74,298	3,417	77,715	77,120	7,604	84,724	30,803	25,596	(2,383)	54,016
Net income	\$ 163,903	\$ 102	\$ 164,005	\$ 189,299	\$ (7,604)	\$ 181,695	\$ 247,620	\$ (25,596)	\$ (8,532)	\$ 213,492
Earning per share - Basic	\$ 6.85	\$ 0.01	\$ 6.86	\$ 7.91	\$ (0.32)	\$ 7.59	\$ 10.31	\$ (1.06)	\$ (0.36)	\$ 8.89
Earning per share - Diluted	\$ 6.82	\$ -	\$ 6.82	\$ 7.86	\$ (0.31)	\$ 7.55	\$ 10.29	\$ (1.06)	\$ (0.36)	\$ 8.87

Note: No adjustments were made to GAAP EPS in FY 2011, FY 2017 and FY 2019

- Charges and tax effects of proxy contest(s) or special meeting of shareholders
- Severance, other charges and tax effects related to organizational changes.
- Provision for taxes adjusted to exclude the prior year favorable effect of the retroactive reinstatement of the Work Opportunity Tax Credit.
- Accrued liability and tax effects related to the settlement of the Fair Labor Standards Act litigation
- Provision for income taxes adjusted for reversal of certain provisions for uncertain tax positions
- One-time non-cash revaluation of net deferred tax liability





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