

**CHARTER OF
CRACKER BARREL OLD COUNTRY STORE, INC.
PUBLIC RESPONSIBILITY COMMITTEE**

1. BACKGROUND.

Pursuant to Section 48-18-206 of the Tennessee Business Corporation Act, and subject to the specific provisions of the Bylaws of Cracker Barrel Old Country Store, Inc. (the “Company”), the Company’s Board of Directors (the “Board”) may create one or more committees and each committee may consist of one or more members. All members of Board committees that exercise the powers of the Board must be members of the Board, and they serve on Board committees at the pleasure of the Board.

2. ORGANIZATION.

There shall be a committee of the Board known as the Public Responsibility Committee (the “Committee”). The Committee shall consist of no fewer than 3 Board members, each of whom shall meet the “independence” definition set forth by the Nasdaq National Market, the stock exchange on which the Company stock is traded, which is the definition of independence adopted by the Board. The Board shall appoint the Committee members and the Chairman, and shall review those appointments annually. Vacancies may be filled by the remaining members, subject to approval of the Board at its next meeting following the creation of the vacancy. The Committee shall operate in accordance with the Bylaws of the Company.

3. PURPOSES.

The purposes of the Committee shall be to:

- assist the Board in identifying, evaluating and monitoring social, political and environmental trends, issues and concerns;
- assist the Board in analyzing how public policy trends could impact the Company’s business activities and performance;
- assist the Board in determining how the Company can anticipate and adjust to public policy trends in order to achieve more effectively its business goals and to be a constructive contributor to the policy dialogue;
- assist the Board in fulfilling its oversight responsibility for the Company’s overall enterprise risk management program by periodically assessing and responding as appropriate to risks that may arise in connection with the social, political, environmental and public policy aspects of the Company’s business;
- review the Company’s progress toward its diversity and inclusion goals and the Company’s human and workplace rights policies;

- review procedures concerning the transmission of the Company’s positions on public policy and social issues via digital media outlets; and
- perform such other duties and responsibilities enumerated in and consistent with this Charter.

4. POWERS.

In carrying out its duties, the Committee shall have access to all officers and employees of the Company, the Company’s auditors, legal counsel and financial advisors, and to all information of, or concerning, the Company that it considers necessary or advisable to allow it to effectively perform its duties and responsibilities. Upon Board approval, the Committee also may retain independent experts, lawyers and other consultants of its selection to advise it. As to any such independent advisors so retained, the Committee shall keep the Chairman of the Board advised as to the general range of such independent advisors anticipated fees and expenses. The Committee shall have the authority to delegate any of its duties or responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.

5. MEETINGS.

The Committee shall meet at least once each fiscal year, and more frequently when appropriate or necessary. Any Board member may request that the Chairman of the Committee call a meeting of the Committee, and that member may attend that meeting to inform the Committee of a specific matter of concern. A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee.

6. COMMITTEE RESPONSIBILITIES AND DUTIES.

In furtherance of its purposes, the Committee shall:

- assist the Board in fulfilling its oversight responsibility for the Company’s overall enterprise risk management program by continually identifying, evaluating and monitoring the social, political and environmental trends, issues, risks and concerns which affect or could affect the Company’s business activities and performance, including the Company’s crisis response plan;
- analyze public policy trends and make recommendations to the Board regarding how the Company can anticipate and adjust to these trends in order to more effectively achieve its business goals or to actively participate in the public policy dialogue;
- annually review the policies and procedures and expenditures for the Company’s political activities including political contributions and direct and indirect lobbying;

- review the Company's progress toward its diversity goals and creation of an inclusive and respectful corporate culture, and receive, at least annually, presentations by management and others related to the accomplishment of these goals;
- review the Company's human and workplace rights policies and how the Company demonstrates respect for human and workplace rights in the Company's business system, in the Company's supply chain and in the communities in which the Company operates, and receive, at least annually, presentations related to progress in this area;
- review and recommend procedures concerning the transmission of the Company's positions on public policy and social issues via digital media outlets;
- annually review stockholder proposals that deal with public policy issues and make recommendations to the Board regarding the Company's response to such proposals;
- review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board;
- evaluate the performance of the Committee annually; and
- perform all other duties and responsibilities delegated to the Committee by the Board.