



Cracker Barrel Issues Presentation Highlighting Next Era of Value Creation

October 29, 2024 at 4:15 PM EDT

Outlines Strategic Transformation Plan to Drive Growth and Profitability

Highlights Risks that Sardar Biglari and Milena Alberti-Perez Pose to Shareholder Value Creation

*Urges Shareholders to Vote "FOR ONLY" Cracker Barrel's 10 Recommended Nominees on the **WHITE** Proxy Card Today*

LEBANON, Tenn., Oct. 29, 2024 /PRNewswire/ -- Cracker Barrel Old Country Store, Inc. ("Cracker Barrel" or the "Company") (Nasdaq: CBRL) today posted an [investor presentation](#) in connection with its Annual Meeting of Shareholders on November 21, 2024. The presentation underscores the deliberate and thoughtful actions taken by Cracker Barrel's Board and leadership team to dramatically increase the pace of change and set a clearer path toward sustainable long-term growth. This includes the recruitment of a world-class CEO, Julie Masino, and the development and implementation of a long-term strategic transformation plan, which is showing early signs of success.

The presentation also highlights the significant risk of shareholder value destruction if Sardar Biglari and Milena Alberti-Perez are elected to the Board. The presentation outlines how Mr. Biglari offers no substantive solutions to Cracker Barrel's challenges, brings a poor track record of performance in the restaurant space and even poorer track record with respect to corporate governance, and how Ms. Alberti-Perez brings no additive experience to the Board, has no demonstrated understanding of restaurant, retail, or consumer brands in general, and no first-hand knowledge of Cracker Barrel in particular.

This marks the seventh time Mr. Biglari has pursued a costly and distracting proxy contest in the last 13 years. Each time his prior contests came to a vote, shareholders rejected Mr. Biglari's nominees and positions by significant and widening margins. The Board urges shareholders to reject Mr. Biglari once again, for the reasons outlined below and in the presentation, which can be found at [CrackerBarrelShareholders.com](https://www.CrackerBarrelShareholders.com).

Additional highlights of the presentation include:

The Cracker Barrel Board of Directors has taken and continues to take aggressive steps to enhance the Company's performance. In recognition of the Company's challenges and underperformance emerging from the pandemic, the Board recruited and appointed world-class executive Julie Masino as President and CEO to carve new paths for growth and usher in the next era of value creation for Cracker Barrel shareholders. Julie, with oversight from the Board, spent months to conduct a comprehensive, data-driven review of Cracker Barrel's strategy and brand position, which led to the design of our strategic transformation plan.

The Company is executing on a long-term strategic transformation plan designed to return Cracker Barrel to growth and profitability. The plan includes key brand and operational changes that will drive relevance and deliver an experience existing and new guests love. The Company is acting with urgency and the plan is already taking hold: new menu items are resonating with guests; an optimized pricing initiative is delivering strong flow-through and value perception scores; a new loyalty program is delivering incremental sales and traffic; and the Company is seeing a lift in traffic and sales in remodeled pilot stores. As the Board and management team continue to accelerate the pace of change, the strategic transformation plan puts Cracker Barrel on a clear path to achieve its FY 2027 financial targets.

The Cracker Barrel Board has engaged extensively with Mr. Biglari over the years and is open-minded with regard to qualified nominees. In 2022, the Company added Biglari nominee Jody Bilney to the Board. Ms. Bilney has played an active role in the development of the transformation plan, and fully supports its implementation and the investment it requires. This year the Board is also recommending "For" the election of Mr. Biglari's nominee, Michael Goodwin, based on the Board's assessment that Mr. Goodwin's technology and cybersecurity experience, and his knowledge of retail and consumer brands, would be additive. This recommendation reflects the Board's continued openness toward including qualified shareholder representation on the Board. If shareholders accept the Board's recommendations, Biglari nominees will comprise two of the Board's ten directors (20% of the Board), which is significant representation.

Cracker Barrel made multiple attempts to settle with Mr. Biglari and avoid yet another unnecessary proxy contest, but Mr. Biglari refused. As part of these offers, the Board was willing to appoint two of Mr. Biglari's original independent nominees following interviews by the Board's Nominating and Corporate Governance committee. Mr. Biglari rejected each settlement offer outright and made it clear that his overriding goal is to personally join the Board. His insistence on a proxy contest appears to be about self-interest, not the best interests of all shareholders.

The Board believes that Biglari's nominees Milena Alberti-Perez and Sardar Biglari, would jeopardize the momentum that is underway and risk derailing our progress. Ms. Alberti-Perez's career has substantially been in the publishing sector and her financial turnaround expertise is not relevant to Cracker Barrel's current situation. During her Board interview, she exhibited no understanding of Cracker Barrel or its business and even admitted to never having visited a Cracker Barrel. The Board believes Mr. Biglari's interests are not aligned with other shareholders, and that he is looking to deploy his playbook of underinvesting and extracting capital – which has destroyed value at Steak 'n Shake and Western Sizzlin. Mr. Biglari's "plan" also includes paying an unsustainable dividend, which the Board believes is self-serving. Mr. Biglari has been criticized for poor business performance with his total shareholder return lagging the S&P 500 by large margins. He also has a long track record of poor corporate governance and outsized compensation.

Cracker Barrel's recommended nominees are the right ones to advance the Company's transformation. Cracker Barrel's Board has been purpose-built with directors who have the skills and experience necessary to return Cracker Barrel to growth and deliver enhanced value for all shareholders. Mr. Biglari is targeting two directors, Carl Berquist and Meg Crofton, who have highly relevant backgrounds and experience, actively contributed to the development of the Company's strategic transformation plan, and provide key oversight and stability for Cracker Barrel's newly appointed CEO. Mr. Berquist is the former chief financial officer of Marriott International, with 40 years of financial and capital allocation experience and deep hospitality industry knowledge. During his tenure, Mr. Berquist helped lead the transformation of the Marriott brand and delivered total shareholder return of 350%. Ms. Crofton is the former president of Walt Disney Parks and Resorts, with 35 years of executive leadership at a beloved and iconic global experiential brand. She brings strategy and leadership experience, coupled with deep hospitality industry and foodservice and retail operations knowledge.

YOUR VOTE IS IMPORTANT. Whether or not you plan to virtually attend the Annual Meeting, please take a few minutes now to vote by Internet or by telephone by following the instructions on the WHITE proxy card you have received, or sign, date and return the WHITE proxy card in the postage-paid envelope provided. If you are a beneficial owner or you hold your shares in "street name," please follow the voting instructions provided by your bank, broker or other nominee. Regardless of the number of Company shares you own, your presence by proxy is helpful to establish a quorum and your vote is important.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" ONLY CRACKER BARREL'S 10 RECOMMENDED NOMINEES ON THE WHITE PROXY CARD.

If you have any questions or require any assistance with voting your shares, please call the Company's proxy solicitor:

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Forward-Looking Statements

Except for specific historical information, certain of the matters discussed in this communication may express or imply projections of items such as revenues or expenditures, statements of plans and objectives or future operations or statements of future economic performance. These and similar statements regarding events or results that Cracker Barrel Old Country Store, Inc. ("Cracker Barrel" or the "Company") expects will or may occur in the future are forward-looking statements concerning matters that involve risks, uncertainties and other factors which may cause the actual results and performance of the Company to differ materially from those expressed or implied by such forward-looking statements. All forward-looking information is provided pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these risks, uncertainties and other factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "trends," "assumptions," "target," "guidance," "outlook," "opportunity," "future," "plans," "goals," "objectives," "expectations," "near-term," "long-term," "projection," "may," "will," "would," "could," "expect," "intend," "estimate," "anticipate," "believe," "potential," "regular," "should," "projects," "forecasts," or "continue" (or the negative or other derivatives of each of these terms) or similar terminology.

The Company believes that the assumptions underlying any forward-looking statements are reasonable; however, any of the assumptions could be inaccurate, and therefore, actual results may differ materially from those projected in or implied by the forward-looking statements. In addition to the risks of ordinary business operations, factors and risks that may result in actual results differing from this forward-looking information include, but are not limited to risks and uncertainties associated with inflationary conditions with respect to the price of commodities, ingredients, transportation, distribution and labor; disruptions to the Company's restaurant or retail supply chain; the Company's ability to manage retail inventory and merchandise mix; the Company's ability to sustain or the effects of plans intended to improve operational or marketing execution and performance, including the Company's strategic transformation plan; the effects of increased competition at the Company's locations on sales and on labor recruiting, cost, and retention; consumer behavior based on negative publicity or changes in consumer health or dietary trends or safety aspects of the Company's food or products or those of the restaurant industry in general, including concerns about outbreaks of infectious disease; the effects of the Company's indebtedness and associated restrictions on the Company's financial and operating flexibility and ability to execute or pursue its operating plans and objectives; changes in interest rates, increases in borrowed capital or capital market conditions affecting the Company's financing costs and ability to refinance its indebtedness, in whole or in part; the Company's reliance on a single distribution facility and certain significant vendors, particularly for foreign-sourced retail products; information technology disruptions and data privacy and information security breaches, whether as a result of infrastructure failures, employee or vendor errors or actions of third parties; the Company's compliance with privacy and data protection laws; changes in or implementation of additional governmental or regulatory rules, regulations and interpretations affecting tax, health and safety, animal welfare, pensions, insurance or other undeterminable areas; the actual results of pending, future or threatened litigation or governmental investigations; the Company's ability to manage the impact of negative social media attention and the costs and effects of negative publicity; the impact of activist shareholders; the Company's ability to achieve aspirations, goals and projections related to its environmental, social and governance initiatives; the Company's ability to enter successfully into new geographic markets that may be less familiar to it; changes in land, building materials and construction costs; the availability and cost of suitable sites for restaurant development and the Company's ability to identify those sites; the Company's ability to retain key personnel; the ability of and cost to the Company to recruit, train, and retain qualified hourly and management employees; uncertain performance of acquired businesses, strategic investments and other initiatives that the Company may pursue from time to time; the effects of business trends on the outlook for individual restaurant locations and the effect on the carrying value of those locations; general or regional economic weakness, business and societal conditions and the weather impact on sales and customer travel; discretionary income or personal expenditure activity of the Company's customers; implementation of new or changes in interpretation of existing accounting principles generally accepted in the United States of America ("GAAP"); and other factors described from time to time in the Company's filings with the Securities and Exchange Commission (the "SEC"), press releases, and other communications. Any forward-looking statement made by the Company herein, or elsewhere, speaks only as of the date on which made. The Company expressly disclaims any intent, obligation or undertaking to update or revise any forward-looking statements made herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

Important Additional Information and Where to Find It

On October 9, 2024, Cracker Barrel filed a definitive proxy statement on Schedule 14A (the "Proxy Statement") and an accompanying WHITE proxy

card in connection with the solicitation of proxies for the 2024 Annual Meeting of Cracker Barrel shareholders (the "Annual Meeting"). INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY AS THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. Shareholders may obtain copies of these documents and other documents filed with the SEC by Cracker Barrel 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.

Participants

Cracker Barrel, its directors and its executive officers will 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 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, Statements of Change in Ownership on Forms 4 or Annual Statement of Changes in Beneficial Ownership of Securities on Forms 5 filed with the SEC. Copies of these documents are or will be available at no charge and may be obtained as described in the preceding paragraph.

About Cracker Barrel Old Country Store®

Cracker Barrel Old Country Store, Inc. (Nasdaq: CBRL) is on a mission to bring craveable, delicious homestyle food and unique retail products to all guests while serving up memorable, distinctive experiences that make everyone feel welcome. Established in 1969 in Lebanon, Tenn., Cracker Barrel and its affiliates operate approximately 660 company-owned Cracker Barrel Old Country Store® locations in 44 states and own the fast-casual Maple Street Biscuit Company. For more information about the company, visit www.crackerbarrel.com.

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