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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14A**

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

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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.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(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.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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October 26, 2020

Dear Fellow Shareholder:

I hope this letter finds you well.

Three weeks ago, I wrote to you about Cracker Barrel’s strong performance, the consistent execution of our strategy, our commitment to prudent capital management, and how we have built a highly-qualified and diverse Board of Directors with a track record of value creation.

Today, I would like to expand on a few topics that I believe will underscore the importance of your **voting “FOR ALL” of our directors on the WHITE proxy card included in this mailing** for the upcoming 2020 Annual Meeting of Shareholders.

### **Our Strategy Drives Performance for Shareholders**

Cracker Barrel’s track record of delivering value to shareholders is clear: 13% earnings per share growth<sup>1</sup>, meaningful long-term total shareholder return (“TSR”) outperformance against our peers, and the return of over \$1.3B to our shareholders through more than \$50/share of dividends and share repurchases since 2011.

We have achieved these results by focusing on “core Cracker Barrel” as our highest priority. Our investments in areas such as training, store refreshment, off-premise dining, menu innovation, the national rollout of beer and wine, in-store technology platforms and digital marketing, to name but a few, increase guest and employee satisfaction and ensure we stay relevant as consumer tastes and behaviors evolve. The focus on the core is how we grow our sales and profits over time, and deliver value to shareholders.

We believe that focusing primarily on “core Cracker Barrel” while strategically pursuing other avenues of growth has been and will continue to be a winning strategy. We follow a deliberate and thoughtful process to expand our brand’s footprint by opening new stores where we believe we can generate attractive long-term returns. We also evaluate opportunities to extend our brand by investing in complementary concepts that give us additional platforms from which to grow, such as Maple Street Biscuit Company.

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<sup>1</sup> Compound annual growth rate from FY 2011 to FY 2019

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## Cracker Barrel's Board of Directors

Our Board is responsible for driving our strategic initiatives for the benefit of all our shareholders. We believe our independent directors bring an array of experiences and skills that are critical to our operations and our ongoing strategic development.

Cracker Barrel is a complex and highly experiential restaurant and retail company, where we appeal to and connect emotionally with our guests and employees on a variety of levels. We place a high value on directors who have operated or overseen large, multidimensional businesses with strong cultures, and who can help us think strategically as we navigate the unique challenges we face at the scale we face them.

We have therefore carefully built a Board comprised of directors who have the requisite skills, track records of value creation, backgrounds and public company experience to help Cracker Barrel in all the many areas required for us to continue to grow and succeed. This includes extensive food service, hospitality, retail, diversity & inclusion, capital allocation, distribution and logistics, and operating experience, among other important attributes.

### We Urge Shareholders to Vote FOR ALL of Cracker Barrel's Directors

As you saw from our last letter, Sardar Biglari is once again waging what we believe to be a self-serving proxy contest to gain representation on our Board in his fifth campaign against Cracker Barrel. This time, he has nominated a candidate to replace Norm Johnson, the Chair of our Nominating and Governance Committee.

In his role as Chair of this Committee, Norm has overseen the process by which we have built our current highly-qualified Board. Under Norm's leadership, the Committee designed and executed our approach to director refreshment, which has resulted in our attracting four diverse and experienced directors from iconic companies such as Walt Disney, Marriott and Walmart over the last three years. Norm is also a financial expert on our Audit Committee, and his expertise in the areas of distribution, complex operations, and management have been meaningful in our boardroom and to our management team. During Norm's tenure on our Board, Cracker Barrel has delivered a TSR of 164%<sup>2</sup>, outperforming both the median of our family / casual dining peers<sup>3</sup> and the S&P MidCap 400 Index.

Further, Norm is one of our most experienced and accomplished directors with respect to capital allocation. For twelve years Norm was the Chief Executive Officer of CLARCOR Inc., a public company (NYSE: CLC) that operated a capital-intensive global industrial business. During his tenure as CEO of CLARCOR, Norm successfully allocated more than a billion dollars of capital to open new factories and facilities, acquire other businesses, enter new markets, and return capital to shareholders through robust dividend and share repurchase programs. CLARCOR's stock price more than quintupled during Norm's tenure, from approximately \$8.88 per share in March 2000 to more than \$46.00 in November 2012, and the capital investments Norm made laid the foundation for CLARCOR's eventual sale in 2017 for a price of \$83.00 per share and an enterprise value of more than \$4 billion. All told, Norm's leadership generated a TSR of 492%, compared to 18% for the S&P 500 index over the same period<sup>4</sup>.

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<sup>2</sup> FactSet as of 10/19/20; TSR includes reinvested dividends and is calculated from 8/13/12 to 10/19/20

<sup>3</sup> Dine Brands, Denny's, Darden, Dave & Busters, Brinker, Bloomin' Brands, Texas Roadhouse, Cheesecake Factory and BJ's Restaurants

<sup>4</sup> FactSet as of 10/19/2020; TSR includes reinvested dividends and is calculated from 3/25/2000 to 11/30/2012

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### **We Do Not Believe Biglari's Nominee Would Enhance Our Board**

We do not believe it is in shareholders' best interests to support Mr. Biglari's hand-picked nominee, Raymond Barbrick, for a seat on the Board of Directors.

Mr. Biglari claims that Mr. Barbrick is qualified to serve on our Board simply because Mr. Barbrick has worked for a long time in the restaurant industry. Mr. Barbrick's restaurant experience has been principally as a franchisee and as a regional restaurant operator executing other people's strategies. Within this limited scope, Mr. Barbrick's company, The Briad Group, has been unable to operate successfully in the casual dining space and has effectively abandoned it – including exiting all 36 of their TGI Friday locations and, most recently, closing 16 of 18 of their Zinburger locations due to an inability to adapt to off-premise dining during the pandemic.

Both our Board and the third-party search firm we engaged to evaluate Mr. Barbrick noted these concerns, along with his very limited public company experience and other issues, in determining that Mr. Barbrick did not have the requisite experience or skills to serve our Board.

### **We Believe Mr. Biglari is not a Credible Critic**

We believe Mr. Biglari does not understand the complexity and uniqueness of our brand and lacks the credibility and qualifications to determine what Cracker Barrel needs in terms of either strategy or director qualifications. Mr. Biglari's struggles with Steak 'N Shake and his demonstrated inability to allocate capital for the benefit of his own shareholders over the past decade give us no confidence that he can competently assess the needs of a complex, experiential restaurant and retail business like Cracker Barrel.

We believe Mr. Biglari has even less credibility when it comes to building an independent and highly functioning board of directors or in matters of corporate governance generally, as detailed in numerous media articles, proxy advisory assessments, and court pleadings related to his company. Mr. Biglari's own shareholders have overwhelmingly voted against his board, his compensation programs and his self-serving capital structure and organizational changes. Given this history, we question Mr. Biglari's actual motives for seeking board representation at Cracker Barrel in a fifth proxy fight and urge you to do the same.

\* \* \*

I am honored to lead an eight-person executive team at Cracker Barrel. Among us we have a collective 146 years of restaurant experience, most of it at public companies. We strongly believe that this depth of industry experience, when combined with the backgrounds, skills and diversity of our current Board of Directors, gives us the best team to build upon our ten-year track record of delivering value to shareholders and advancing principles of strong corporate governance.

We therefore ask you to reject Mr. Biglari's suggestion that our shareholders replace an outstanding director like Norm Johnson with an untested, hand-picked representative. We urge you to support our current Board by **voting "FOR ALL" of our directors on the WHITE proxy card included in this mailing** for the upcoming 2020 Annual Meeting of Shareholders.

Thank you for your support.

Sincerely,



Sandra B. Cochran  
President and Chief Executive Officer

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## 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. We disclaim any obligation to update these forward-looking statements other than as required by law.

## Important Additional Information

Cracker Barrel has 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](http://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](http://www.crackerbarrel.com).

If you have any questions or need assistance voting contact:



1212 Avenue of the Americas  
New York, New York 10036  
Banks and Brokers Call Collect: (212) 297-0720  
All Others Call Toll Free: (877) 629-6357  
Email: [info@okapipartners.com](mailto:info@okapipartners.com)

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### **Cracker Barrel Old Country Store® Sends Second Letter to Shareholders**

*Recommends Voting the **WHITE** Proxy Card to Support its Highly Qualified Slate of Directors*

**LEBANON, Tenn. (October 26, 2020)** – Cracker Barrel Old Country Store® (Nasdaq: CBRL) (“Cracker Barrel” or the “Company”) today sent a letter from its President and Chief Executive Officer Sandra B. Cochran to all shareholders in connection with its 2020 Annual Meeting of Shareholders, to be held on November 19, 2020. The letter and other important information related to the Annual Meeting can be found at [CrackerBarrelShareholders.com](http://CrackerBarrelShareholders.com).

The Cracker Barrel Board of Directors and Management team urges all shareholders to vote the **WHITE** proxy card “FOR” all of the Company’s highly qualified director nominees.

The full text of the letter follows:

October 26, 2020

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Today, I would like to expand on a few topics that I believe will underscore the importance of your **voting “FOR ALL” of our directors on the WHITE proxy card included in this mailing** for the upcoming 2020 Annual Meeting of Shareholders.

#### **Our Strategy Drives Performance for Shareholders**

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In his role as Chair of this Committee, Norm has overseen the process by which we have built our current highly-qualified Board. Under Norm’s leadership, the Committee designed and executed our approach to director refreshment, which has resulted in our attracting four diverse and experienced directors from iconic companies such as Walt Disney, Marriott and Walmart over the last three years. Norm is also a financial expert on our Audit Committee, and his expertise in the areas of distribution, complex operations, and management have been meaningful in our boardroom and to our management team. During Norm’s tenure on our Board, Cracker Barrel has delivered a TSR of 164%<sup>6</sup>, outperforming both the median of our family / casual dining peers<sup>7</sup> and the S&P MidCap 400 Index.

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\* \* \*

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Thank you for your support.

Sincerely,



Sandra B. Cochran  
President and Chief Executive Officer

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## **About Cracker Barrel Old Country Store, Inc.**

Cracker Barrel Old Country Store, Inc. (Nasdaq: CBRL) shares warm welcomes and friendly service while offering guests high-quality homestyle food and unique shopping — all at a fair price. By creating a world filled with hospitality through an experience that combines dining and shopping, guests are cared for like family. Established in 1969 in Lebanon, Tenn., Cracker Barrel and its affiliates operate more than 660 company-owned Cracker Barrel Old Country Store<sup>®</sup> locations in 45 states and own the fast-casual Maple Street Biscuit Company. For more information about the company, visit [www.crackerbarrel.com](http://www.crackerbarrel.com).

## **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. We disclaim any obligation to update these forward-looking statements other than as required by law.

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**Media Contacts:**

David Millar / Emily Claffey  
[Crackerbarrel-svc@sardverb.com](mailto:Crackerbarrel-svc@sardverb.com)  
(914) 907-6431 / (516) 455-2027

Heidi Pearce  
[heidi.pearce@crackerbarrel.com](mailto:heidi.pearce@crackerbarrel.com)  
(615) 235-4315

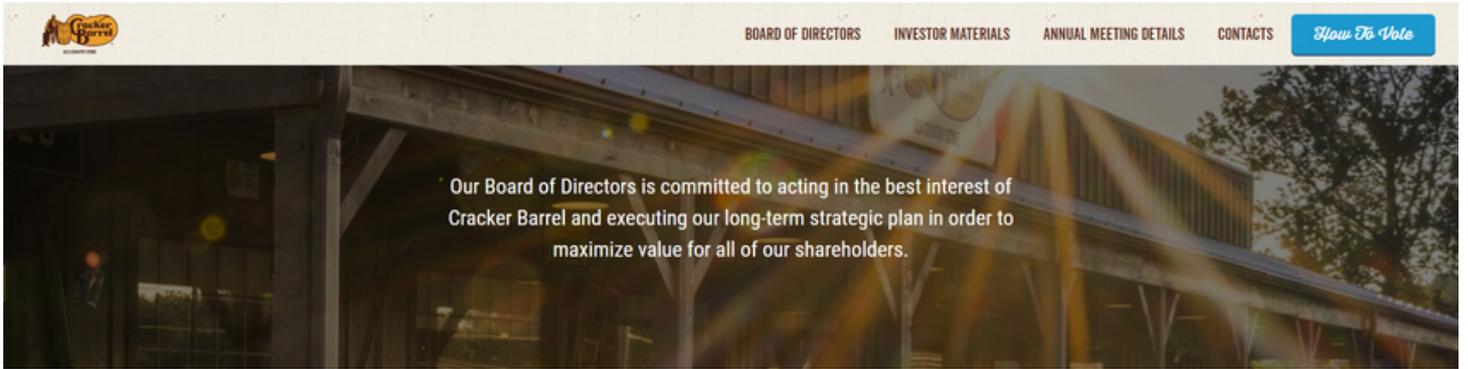
**Investor Contacts:**

Jessica Hazel  
[Jessica.Hazel@crackerbarrel.com](mailto:Jessica.Hazel@crackerbarrel.com)  
(615) 235-4367

Okapi Partners LLC  
(877) 629-6357

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The following materials were posted by the Company to [www.CrackerBarrelShareholders.com](http://www.CrackerBarrelShareholders.com) on October 26, 2020.



We urge all shareholders to vote the **WHITE** proxy card for our slate of highly-qualified directors at this year's Annual Meeting on November 19, 2020.

## SIGN UP FOR EMAIL UPDATES

SIGN UP >



## BOARD OF DIRECTORS

With directors hailing from some of the world's most admired companies, Cracker Barrel's Board has significant financial, consumer, retail, hospitality, marketing and digital experience that aligns with our corporate strategy and has allowed the company to outperform over the long term. We believe our independent directors have the right mix of public company leadership experience, diverse skills and perspectives to lead our company into the future.

### COMMITMENT TO REFRESHMENT

We have added four new independent directors over the last three years.

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### DIVERSITY OF PERSPECTIVES AND BACKGROUNDS

More than half of our slate of directors are women and/or racially or ethnically diverse.

\*\*\*\*\*

### STRONG GOVERNANCE

Our Company and Board of Directors have a demonstrated track record of strong corporate governance, including annually electing directors, having an independent Chair, and providing our shareholders with the right to call special meetings.

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## DIRECTOR BIOS



### THOMAS H. BARR

Thomas H. Barr, age 52, first became one of our directors in May 2012. Since February 2016, Mr. Barr has served as President of Sono Bello, a leader in elective cosmetic surgery, with over 50 locations nationwide. From January 2013 to July 2015, Mr. Barr served as an executive of Hailo Network Ltd., a privately owned London-based company that developed mobile applications for acquiring taxicab services. Mr. Barr's roles with Hailo Network included serving as CEO and Global President, Co-CEO and Global President, Global Chief Operating Officer, Chief Operating Officer of Hailo Network USA and board member of Hailo Network. From 2005 to 2013, Mr. Barr served as Vice President at Starbucks Corporation (Nasdaq: SBUX) ("Starbucks") and was a member of the Starbucks marketing and products team since 2000 with responsibility for Starbucks' U.S. retail coffee business. During his approximately 12-year career with Starbucks, Mr. Barr led North American Marketing, U.S. Product Management and U.S. Food categories in senior executive roles, most recently as Vice President, Global Coffee. Since May 2015, Mr. Barr has served as a board member of Sheetz, Inc., a privately-owned company that operates over 500 convenience store locations throughout the mid-Atlantic region of the United States, and serves as an advisor on several early-stage start-up companies, including Bellwether Coffee and Mill Hill Capital.

#### Director Qualifications

**Leadership Experience** – currently President, Sono Bello LLC; former CEO and Global President, Hailo Network, and former President and Chief Operating Officer of Hailo Network USA; former Vice President, Global Coffee, at Starbucks; served in senior roles for Starbucks' North American Marketing, U.S. Product Management, and U.S. Food categories.

**Industry Experience** – significant knowledge in our industry as a former senior officer of Starbucks and current board member of Sheetz, Inc., particularly in the areas of product and menu marketing and management, pricing decision-making and innovation of a company that successfully combined both coffee and retail shops under the same roof; multi-unit management experience in his role as President of Sono-Bello LLC.



### CARL T. BERQUIST

Carl T. Berquist, age 69, first became one of our directors in January 2019. From 2009 to 2015, Mr. Berquist served as the Executive Vice President and Chief Financial Officer of Marriott International, Inc. ("Marriott") Prior to serving as Chief Financial Officer of Marriott, Mr. Berquist was Marriott's Executive Vice President, Financial Information and Enterprise Risk Management from 2003 until 2009. Mr. Berquist joined Marriott after a 28 year career with Arthur Andersen & Co. ("Arthur Andersen"), for which he served in a variety of leadership roles, including the firm's Global Real Estate and Minerality Industry Head. Mr. Berquist's last position at Arthur

Andersen was managing partner of the mid-Atlantic region, which included five offices from Philadelphia, Pennsylvania to Richmond, Virginia. Mr. Berquist previously served for 10 years on the Board of Directors of Hertz Global Holdings, Inc. (NYSE:HTZ) ("Hertz") and presently serves on the board of directors of Beacon Roofing Supply, Inc. (Nasdaq: BECN).

#### Director Qualifications

**Leadership Experience** – served as the Executive Vice President and Chief Financial Officer of Marriott; former Global Real Estate and Hospitality Industry Head of Arthur Andersen; former Managing Partner of the mid-Atlantic region for Arthur Andersen.

**Financial Experience** – Former Executive Vice President and Chief Financial Officer of Marriott and Managing Partner of the mid-Atlantic region for Arthur Andersen; extensive experience in public accounting; chair of Audit Committee for Beacon Roofing Supply, Inc.; former member of Audit, Compensation and Finance Committees for Hertz.

**Industry Experience** – significant knowledge of the hospitality industry as former Executive Vice President and Chief Financial Officer of Marriott, an iconic leader in the hospitality space. Deep knowledge regarding real estate and corporate transactions from his experience at Marriott and as the head of Arthur Andersen's Global Real Estate and Hospitality Industry practice.



#### SANDRA B. COCHRAN

Sandra B. Cochran, age 62, has served as President and Chief Executive Officer of the Company since September 2011. From April 2009 until November 2010, Ms. Cochran served as Executive Vice President and Chief Financial Officer of the Company and was named President and Chief Operating Officer of the Company in November 2010. Ms. Cochran previously served from February 2004 until April 2009 as Chief Executive Officer of Books-A-Million, Inc. (Nasdaq: BMM) ("Books-A-Million"), a leading book retailer in the southeastern United States. Ms. Cochran currently serves on the board of directors of Lowe's Companies, Inc. (NYSE: LOW) and previously served on the board of directors of Dollar General Corporation (NYSE: DG) from 2012 until May 2020.

#### Director Qualifications

**Leadership Experience** – President and Chief Executive Officer of the Company; served as Chief Executive Officer of Books-A-Million; member of the board of directors of Lowe's Companies, Inc. and former member of the board of directors of Dollar General Corporation.

**Financial Experience** – served as Chief Financial Officer of the Company; served as Chief Financial Officer of Books-A-Million; former member of the Audit Committee of the board of directors of Dollar General Corporation.

**Industry Experience** – various leadership positions at the Company since 2009 and significant retail experience as CEO of Books-A-Million.



#### MEG G. CROFTON

Meg G. Crofton, age 66, first became one of our directors in July 2017. Ms. Crofton retired from The Walt Disney Company (NYSE: DIS) ("Disney") in 2015, after a 35-year career with that company. From 2006 until 2013, she was President of Walt Disney World, the largest site in Disney's Parks and Resorts division, and from 2011 until her retirement in 2015, she served as President of Disney's Parks and Resorts Operations, U.S. and France. Since 2016, Ms. Crofton has served on the Board of Directors of Tupperware Brands Corporation (NYSE: TUP) ("Tupperware") and currently serves as the chair of Tupperware's nominating and corporate governance committee and on its compensation committee. Since March 2019, Ms. Crofton has served as a director of HCA Healthcare, Inc. ("HCA") where she serves on HCA's compensation committee as well as HCA's patient safety and quality of care committee.

#### Director Qualifications

**Leadership Experience** – As President of Walt Disney Parks and Resorts Operations, U.S. and France, Ms. Crofton was responsible for the operations of Disney's theme parks and resorts in Florida, California and Paris, and the division's global functional lines of business reported to her – including food and beverage, merchandise, hotel and park operations, facilities/maintenance, safety and security. Throughout her Disney career, Ms. Crofton held a wide range of executive positions in both operating and functional areas, as well as key leadership roles in the openings of many domestic and international properties.

**Industry Experience** – Ms. Crofton is a seasoned, well-respected executive who had direct responsibility for ensuring employee performance and satisfaction and the delight and well-being of tens of millions of guests of Disney parks and resorts in the United States and France, including in respect of foodservice and retail operations; she also serves as a director of Tupperware, an iconic consumer products company and HCA Healthcare, where patient and employee engagement are critical.



## GILBERT R. DÁVILA

Gilbert R. Dávila, age 57, first became one of our directors in July 2020. Since 2010, Mr. Dávila has served as the President and Chief Executive Officer of DMI Consulting – a leading multicultural marketing, diversity & inclusion and strategy firm in the United States. Additionally, since 2012 he has served as a consultant partner for Hispania Direct, market services company. From 2003 until he founded DMI Consulting in 2010, Mr. Dávila served as the Vice President of Global Diversity and Multicultural Market Development at The Walt Disney Company. Prior to serving in his role at The Walt Disney Company, Mr. Dávila served as Vice President of Multicultural Management for Sears & Roebuck Company and Marketing Director Northeast Region for Coca-Cola USA. Mr. Dávila is also a member of the Association of National Advertisers (“ANA”), where he co-founded ANA’s Alliance for Inclusive and Multicultural Marketing (“AIMM”) and currently serves as a director.

### Director Qualifications

**Leadership Experience** – as the founder and CEO of DMI Consulting, Mr. Dávila has led a number of corporations in marketing and business development efforts to reach multicultural audiences. His guidance and leadership has assisted agencies and companies capitalize on business opportunities in multicultural marketplaces and develop strategic growth platforms focused on some of the fastest growing populations and segments in the United States. Mr. Dávila also co-founded and managed the ANA’s AIMM, a division of the ANA comprised of industry leaders and over 100 top companies focused on evolving and enhancing the effectiveness and impact of multicultural and inclusive marketing in order to maximize business growth.

**Industry Experience** – Mr. Dávila is an expert in the fields of market segmentation, data management, and digital marketing. He brings valuable consumer, marketing, brand management and diversity & inclusion experience to our Board of Directors based on 25 years of service as a marketing executive and multicultural market expert with Fortune 500 and media/entertainment companies, including Procter & Gamble, Coca-Cola USA, Sears & Roebuck and Company, and The Walt Disney Company.



## NORMAN E. JOHNSON

Norman E. Johnson, age 72, first became one of our directors in August 2012. From March 2000 to July 2010, Mr. Johnson served as President, Chairman and Chief Executive Officer of CLARCOR Inc. (“CLARCOR”), a NYSE-traded diverse filtration company which was acquired by Parker-Hannifin Corporation in 2017. From July 2010 to December 2011, Mr. Johnson was the Chairman and Chief Executive Officer of CLARCOR, and he later served as the Executive Chairman of CLARCOR from December 2011 until his retirement in November 2012. In addition, Mr. Johnson served from 2006 until April 2020, on the board of directors of Schneider National, Inc. (NYSE: SNDR) (“Schneider”) a provider of truckload, intermodal, and logistics solutions and operator of one of the largest trucking fleets in North America. Mr. Johnson also served, from 2012 until 2017, as a director of CIRCOR International, Inc. (NYSE: CIR) (“CIRCOR”), a manufacturer of valves and other highly engineered products and sub-systems used in the energy, aerospace and industrial markets.

### Director Qualifications

**Leadership Experience** – former President, Chairman and Chief Executive Officer of CLARCOR; former Chair of the Corporate Governance Committee and Compensation Committees of Schneider, and former director CIRCOR; intimate knowledge of integration and distribution networks as well as acquisition and growth strategies.



## WILLIAM W. MCCARTEN

William W. McCarten, age 71, first became one of our directors in August 2011. Since 2004, Mr. McCarten has served as Chairman of the board of directors of DiamondRock Hospitality Company (NYSE: DRH) (“DiamondRock”), a lodging-focused Real Estate Investment Trust he founded in 2004 and that went public in 2005. DiamondRock owns several high-quality hotels throughout the United States and has assets of approximately \$3 billion. Mr. McCarten served as Chief Executive Officer of DiamondRock from its inception until September 2008. Mr. McCarten serves as a member of the board of directors of Marriott Vacations Worldwide Corporation (NYSE: VAC), a leader in the timeshare industry with a global portfolio of resorts in popular destinations. From 2001 through 2003, Mr. McCarten was President of the Marriott Services Group of Marriott International, Inc. (NYSE: MAR). Prior to that position, Mr. McCarten served as President and Chief Executive Officer of HMSHost Corporation. Mr. McCarten served in a number of senior financial positions at Marriott International, Inc. from 1979 through 1992 and was an accountant with Arthur Andersen & Co. from 1970 to 1979.

### Director Qualifications

**Leadership Experience** – Founder and Chairman of DiamondRock; member of the boards of directors of DiamondRock and Marriott Vacations Worldwide Corporation; former Chief Executive Officer of DiamondRock; former President of Marriott Services Group; former President and Chief Executive Officer of HMSHost Corporation.

**Financial Experience** – served as accountant with Arthur Andersen & Co.; served as Vice President and Corporate Controller of Marriott International, Inc.

**Industry Experience** – significant knowledge of our industry as Chief Executive Officer of a company that successfully combined both restaurants and retail shops under the same roof.





### COLEMAN H. PETERSON

Coleman H. Peterson, age 72, first became one of our directors in June 2011. Mr. Peterson is President and Chief Executive Officer of Hollis Enterprises, LLC, the human resources consulting firm he founded in 2004 following his retirement from Walmart Inc. (NYSE: WMT), where he served as Chief People Officer from 1994 to 2004. Mr. Peterson served on the board of directors of J.B. Hunt Transport Services, Inc. (Nasdaq: JBHT) until April 2020. Mr. Peterson also served as a director of Build-A-Bear Workshop, Inc. (NYSE: BBW) until 2018.

#### Director Qualifications

**Leadership Experience** – Founder, President, and Chief Executive Officer of Hollis Enterprises, LLC; previously served as a member of the Nominating and Corporate Governance Committees of the board of directors of J.B. Hunt Transport Services, Inc. and of Build-A-Bear Workshop, Inc.; extensive executive compensation and succession planning expertise as the former Chairman of the Executive Committee of J.B. Hunt Transport Services, Inc. and, previously, the Compensation Committee of Build-A-Bear Workshop, Inc.

**Industry Experience** – developed significant retail industry experience and knowledge as Chief People Officer for Wal-Mart Stores, Inc., where he had the distinction of being the chief human resources officer of the world's largest private workforce.



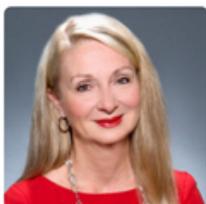
### GISEL RUIZ

Gisel Ruiz, age 50, first became one of our directors in September 2020. Ms. Ruiz recently retired as Executive Vice President and Chief Operating Officer of Sam's Club, a national chain of membership-only retail warehouse clubs, a role which she held from February 2017 to June 2019. Previously, Ms. Ruiz held a number of senior executive positions within the Walmart Inc. (NYSE: WMT) organization during a career with the company that spanned over 26 years. From 2015 to 2017, Ms. Ruiz was the Executive Vice President of International People for Walmart International. From 2012 until 2015, Ms. Ruiz served as the Executive Vice President and Chief Operating Officer of Walmart US. Ms. Ruiz served as Executive Vice President and Chief People Officer of Walmart US from 2010 until 2012. She also served for three years on the Board of Directors of Walmart de Mexico S.A. de C.V., and three years on the Board of Directors of Yihaodian, a Chinese business to consumer eCommerce website. Since May 2020, Ms. Ruiz has served as a director of Vital Farms, Inc. (Nasdaq: VITL), a Certified B Corporation that offers a range of ethically produced pasture-raised foods nationwide.

#### Director Qualifications

**Leadership Experience** – Former Executive Vice President and Chief Operating Officer of Sam's Club, Executive Vice President, International People of Walmart International and Executive Vice President and Chief Operating Officer of Walmart US, member of the Board of Directors of Walmart de Mexico S.A. de C.V. and of the Board of Directors of Yihaodian; member of the Board of Directors of Vital Farms, Inc.

**Industry Experience** – over 25 years of experience in the retail industry at Walmart Inc., both in the U.S. and international business segments, from 1992 through February 2017, including executive roles from 2010 to February 2017. Responsible for food operations as Executive Vice President and Chief Operating Officer of Sam's Club.



### ANDREA M. WEISS

Andrea M. Weiss, age 65, first became one of our directors in 2003. Ms. Weiss has been the President and Chief Executive Officer of Retail Consulting, Inc., a retail consulting firm, since October 2002. Prior to that, Ms. Weiss served as President of dELIA's Corp., a former multichannel retailer to teenage girls and young women, from May 2001 to October 2002. From May 1998 until February 2001, Ms. Weiss served as the Executive Vice President and Chief Store Officer of The Limited, Inc. and Intimate Brands, Inc., units of L Brands, Inc. (formerly Limited Brands, Inc.) (NYSE: LB), a women's retailer. Ms. Weiss' prior retail experience also includes positions at The Walt Disney Company (NYSE: DIS), ANN INC., formerly AnnTaylor Stores Corporation (NYSE: ANN), and Guess?, Inc. (NYSE: GES). In January 2014, Ms. Weiss co-founded The O Alliance, LLC, a digital and retail consulting network. Ms. Weiss advises a number of digital, technology and startup fashion technology firms as part of The O Alliance, LLC. Ms. Weiss serves on the boards of directors of O'Reilly Automotive, Inc. (Nasdaq: ORLY) and Bed Bath & Beyond Inc. (Nasdaq: BBBY) and as a trustee of RPT Realty (NYSE: RPT), a real estate investment trust since 2019. She also serves on the boards of several private ventures and charitable, educational or public service organizations. She previously served on a number of public company boards in the retail space, including Chicos FAS (NYSE: CHS); Nutrisystem, Inc. (Nasdaq: NTRI); The Pep Boys – Manny, Moe & Jack (formerly NYSE: PBY), Brookstone, Inc. (formerly Nasdaq: BKST), GSI Commerce Inc. (formerly Nasdaq: GSIC), Ediets.com, Inc. (formerly Nasdaq: DIET), as well as the boards of various private companies and organizations.

#### Director Qualifications

**Leadership Experience** – Founder of The O Alliance, LLC, President and Chief Executive Officer of Retail Consulting, Inc.; former President of dELIA's Corp.; former Executive Vice President and Chief Store Officer of The Limited, Inc. and Intimate Brands, Inc., units of L Brands, Inc.; member of the boards of directors O'Reilly Automotive Inc., Bed Bath & Beyond Inc., and trustee of RPT Realty, former member of the boards of directors of various other public and private company boards of directors in the retail, e-commerce and consumer sector.

**Industry Experience** – over 30 years of experience in the retail and consumer sector with major retail brands, such as The Walt Disney Company, AnnTaylor Stores Corporation and Guess?, Inc.; member of the boards of directors of O'Reilly Automotive Inc. and Bed Bath & Beyond Inc.; former member of the boards of directors of various other public and private company boards of directors in the retail, e-commerce and consumer space.

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## PRESS RELEASES

Oct 26, 2020

Cracker Barrel Old Country Store® Sends Second Letter to Shareholders

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Oct 01, 2020

Cracker Barrel Old Country Store® Files Definitive Proxy and Sends Letter to Shareholders

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Sep 14, 2020

Cracker Barrel Old Country Store® Elects Gisel Ruiz to Board of Directors

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Jul 10, 2020

Cracker Barrel Old Country Store® Elects Gilbert Dávila to Board of Directors

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## SIGN UP FOR EMAIL UPDATES



## SHAREHOLDER LETTERS

Oct 26, 2020  
[Letter to Shareholders](#)

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Oct 01, 2020  
[Letter to Shareholders](#)

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