



c/o Corporate Election Services  
P. O. Box 1150  
Pittsburgh, PA 15230

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**VOTE BY TELEPHONE**

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Please have your **WHITE** proxy card available when you call the **toll-free number 1-888-693-8683** using a touch-tone telephone and follow the simple directions that will be presented to you.

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**VOTE BY INTERNET**

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Please have your **WHITE** proxy card available when you access the website **www.cesvote.com** and follow the simple directions that will be presented to you.

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**VOTE BY MAIL**

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Please mark, sign and date your **WHITE** proxy card and return it in the **postage-paid envelope** provided or return it to: Corporate Election Services, P.O. Box 1150, Pittsburgh, PA 15230.

**IMPORTANT: PLEASE COMPLETE, SIGN, DATE AND MAIL THIS WHITE PROXY CARD TODAY!**

**Control Number →**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

**The Notice and Proxy Statement and Annual Report are available at [www.viewourmaterial.com/CBRL](http://www.viewourmaterial.com/CBRL).**

**↓ If submitting your WHITE proxy by mail, please sign and date the card below and fold and detach card at perforation before mailing. ↓**

**CRACKER BARREL OLD COUNTRY STORE, INC.**

**WHITE PROXY CARD**

**Proxy Solicited by and on behalf of the Board of Directors for the  
Annual Meeting of Shareholders to be held on Thursday, November 21, 2024**

The shareholder(s) whose signature(s) appear(s) below hereby appoint(s) Julie Masino, Carl T. Berquist, and Richard M. Wolfson, and each of them, as proxies, with full power of substitution, to vote all shares that the shareholder(s) would be entitled to vote on all matters that may properly come before the Annual Meeting of Shareholders of Cracker Barrel Old Country Store, Inc. (the "Company") to be held via a live webcast at [www.cesonlineservices.com/cbrl24\\_vm](http://www.cesonlineservices.com/cbrl24_vm) on Thursday, November 21, 2024 at 10:00 a.m., Central Time. The proxies shall vote subject to the directions indicated on the reverse side of this card, and proxies are authorized to vote in their discretion upon other business as may properly come before the meeting. The proxies will vote as the Board of Directors recommends where a choice is not specified. The shares will be voted in accordance with your instructions.

**THE SHARES WILL BE VOTED IN ACCORDANCE WITH YOUR INSTRUCTIONS. IF NO CHOICE IS SPECIFIED, SHARES WILL BE VOTED FOR THE TEN (10) COMPANY RECOMMENDED NOMINEES IN THE ELECTION OF DIRECTORS; TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT THAT ACCOMPANIES THIS NOTICE; TO APPROVE THE COMPANY'S SHAREHOLDER RIGHTS AGREEMENT; TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2025 FISCAL YEAR; AGAINST THE SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING; AND ACCORDING TO THE DISCRETION OF THE PROXY HOLDERS ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title or Authority

\_\_\_\_\_  
Signature if Held Jointly

NOTE: Please sign exactly as name(s) appear(s) hereon. When signing as attorney, executor, administrator or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

**(Continued and to be marked on the other side)**

If you have any questions, require assistance in voting your **WHITE** proxy card, or need additional copies of the Company's proxy materials, please contact our proxy solicitor:



1212 Avenue of the Americas, 17th Floor  
New York, NY 10036  
Banks and Brokerage Firms, Please Call: (212) 297-0720  
Shareholders and All Others Call Toll-Free: (855) 208-8902  
Email: [info@okapipartners.com](mailto:info@okapipartners.com)

↓ **TO SUBMIT YOUR WHITE PROXY BY MAIL, DETACH ALONG THE PERFORATION, MARK, SIGN, DATE AND RETURN THE BOTTOM PORTION PROMPTLY USING THE ENCLOSED ENVELOPE.** ↓

**CRACKER BARREL OLD COUNTRY STORE, INC.**

**WHITE PROXY CARD**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ONLY THE NINE (9) COMPANY NOMINEES AND THE RECOMMENDED BIGLARI NOMINEE.**

1. To elect ten (10) directors to serve on our Board of Directors – Vote "FOR" up to ten (10) nominees in total. You are permitted to vote "FOR" less than ten (10) nominees. If you vote "FOR" more than ten (10) nominees, all of your votes on Proposal 1 will be invalid and will not be counted.

**Company Nominees**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE FOLLOWING NINE (9) COMPANY NOMINEES:**

	FOR	WITHHOLD		FOR	WITHHOLD
(01) COMPANY RECOMMENDED NOMINEE: Carl T. Berquist	<input type="checkbox"/>	<input type="checkbox"/>	(06) COMPANY RECOMMENDED NOMINEE: Cheryl Henry	<input type="checkbox"/>	<input type="checkbox"/>
(02) COMPANY RECOMMENDED NOMINEE: Jody L. Bilney	<input type="checkbox"/>	<input type="checkbox"/>	(07) COMPANY RECOMMENDED NOMINEE: Julie Masino	<input type="checkbox"/>	<input type="checkbox"/>
(03) COMPANY RECOMMENDED NOMINEE: Meg G. Crofton	<input type="checkbox"/>	<input type="checkbox"/>	(08) COMPANY RECOMMENDED NOMINEE: Gisel Ruiz	<input type="checkbox"/>	<input type="checkbox"/>
(04) COMPANY RECOMMENDED NOMINEE: Gilbert R. Dávila	<input type="checkbox"/>	<input type="checkbox"/>	(09) COMPANY RECOMMENDED NOMINEE: Darryl L. Wade	<input type="checkbox"/>	<input type="checkbox"/>
(05) COMPANY RECOMMENDED NOMINEE: John Garratt	<input type="checkbox"/>	<input type="checkbox"/>			

**Recommended Biglari Nominee**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE FOLLOWING BIGLARI NOMINEE:**

	FOR	WITHHOLD
(10) NOMINEE RECOMMENDED BY THE COMPANY: Michael W. Goodwin	<input type="checkbox"/>	<input type="checkbox"/>

**Biglari Nominees OPPOSED by the Company**

**THE BOARD OF DIRECTORS RECOMMENDS TO "WITHHOLD" ON THE OPPOSED BIGLARI NOMINEES:**

	FOR	WITHHOLD
(11) NOMINEE OPPOSED BY THE COMPANY: Milena Alberti-Perez	<input type="checkbox"/>	<input type="checkbox"/>
(12) NOMINEE OPPOSED BY THE COMPANY: Sardar Biglari	<input type="checkbox"/>	<input type="checkbox"/>

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 2, 3 AND 4.**

2. To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement that accompanies this notice.

☐ **FOR**                      ☐ **AGAINST**                      ☐ **ABSTAIN**

3. To approve the Company's shareholder rights agreement, which was adopted by our Board of Directors on February 22, 2024 and effective as of February 27, 2024.

☐ **FOR**                      ☐ **AGAINST**                      ☐ **ABSTAIN**

4. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2025 fiscal year.

☐ **FOR**                      ☐ **AGAINST**                      ☐ **ABSTAIN**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" PROPOSAL 5.**

5. Shareholder proposal requesting the Company disclose targets for reducing greenhouse gas emissions.

☐ **FOR**                      ☐ **AGAINST**                      ☐ **ABSTAIN**

Continued and to be signed on the reverse side