



**CRACKER BARREL OLD COUNTRY STORE, INC.  
CODE OF BUSINESS CONDUCT AND ETHICS**

# TABLE OF CONTENTS

Message from our CEO .....	3
"People Promise" .....	4
Your Code of Conduct .....	5
Using this Code of Conduct .....	5
Reporting Concerns .....	5
Enforcement of our Code .....	6
No Retaliation .....	6
Exceptions and Amendments to our Code .....	6
<b>BELONGING .....</b>	<b>7</b>
Workplace Environment .....	8
Community and Political Involvement .....	8
Social Media Communications .....	9
<b>RESPONSIBILITY .....</b>	<b>10</b>
Confidential Company Information .....	11
Protecting Company Assets .....	12
Insider Trading .....	13
Accurate Reporting and Recordkeeping .....	13
Financial Records and Reporting .....	15
Anti-Corruption .....	15
Legal Compliance .....	15

<b>TEAM .....</b>	<b>16</b>
Avoiding Conflicts of Interest .....	17
Gifts and Entertainment .....	18
Outside Employment .....	19
Business Opportunities .....	19
Competing Financial Interests .....	19
Business with Friends and Relatives .....	20
Relationships with Vendors or Suppliers .....	20
Disclosing Conflicts of Interest .....	20
Safe Work Environment .....	21
<b>MISSION .....</b>	<b>22</b>
Food and Product Safety .....	23
Environment and Sustainability .....	23
Marketing and Advertising .....	24
Media Communications .....	24
Fair Dealing and Fair Competition .....	24
Supplier Code of Conduct .....	25
<b>CONCLUSION .....</b>	<b>26</b>



# MESSAGE FROM OUR CEO

Since 1969, our mission has been “Pleasing People.” These two simple words guide all of our actions —with fellow employees, guests, vendors, and shareholders.

“Pleasing People” is more than just our mission statement; it’s also the foundation of “Our People Promise” – our promise to create and cultivate a culture of Belonging, Responsibility, Team, and Mission. Together, these are the standards that we use for everything we do, including how we conduct business under our Code of Business Conduct and Ethics (which we refer to as our “Code of Conduct” or “Code”).

Cracker Barrel Old Country Store, Inc. adopted this Code to communicate to you, our employees, how we define proper business conduct and ethical behavior. Please read this Code carefully and refer to it often.

Our Code provides you with general ethical standards for your conduct, but also builds on the policies and procedures we already follow as Cracker Barrel employees. This Code cannot address every situation, but it will guide your judgment. If there is something you are unclear about or if you are not sure what is required of you in a particular situation, please do not guess the answer. Ask for help from one of the many resources listed in the Code.

You play a critical role in maintaining our culture of compliance and integrity. Protecting our ethical corporate culture is not only the right thing to do – it is also good business. Guests and business partners judge us by our conduct, as well as by our products and services. We can only Please People and deliver on our People Promise if we deal with everyone fairly, honestly, and with genuine hospitality and respect.

Thank you for helping us maintain the trust and confidence of our fellow employees, guests, and business partners.

*Julie Felss Masino*  
Julie Felss Masino

President and Chief Executive Officer  
Cracker Barrel Old Country Store, Inc.



*“You play a critical role  
in maintaining our  
culture of compliance  
and integrity.”*

# “PEOPLE PROMISE”

For over 50 years, millions of folks have trusted Cracker Barrel as a home-away-from-home.

It's a trust we take seriously and couldn't be more grateful for. It is this trust that is the foundation for our “People Promise.”

## CULTURAL PILLARS

### BELONGING

## VALUE STATEMENT

We believe in Family. We care about your well-being and your success. We foster an atmosphere where employees care for each other like family. Our employees are encouraged to be themselves, and this means we accept and celebrate our differences.

## COMPANY MOTTO

- We belong to a special group of people called the Cracker Barrel Family.
- We value what everyone brings to the table.

### RESPONSIBILITY

We are responsible for our actions and results. We focus on finding solutions, and we see our mistakes as learning opportunities. We do what's right, even when it isn't easy. We keep our promises and commitments.

- We are all responsible for delivering extraordinary guest service.

### TEAM

We are a Team. We inspire each other to be our best selves, we encourage and support one another when we fall short, and we believe deeply in mutual respect. We look for ways to help each other, and we are not afraid to ask for help. Positive teamwork builds trust, reliance and cohesion.

- Families work together. Pleasing People takes a team.

### MISSION

We believe in Pleasing People. We exist to provide a sense of warmth and hospitality to every one of our guests. This means that our employees go out of their way to help each other and please our guests. We look for ways to inspire a smile and brighten someone's day.

- If you aren't serving a guest, you should be serving someone who is.
- Treat everyone as you'd like to be treated yourself.



# YOUR CODE OF CONDUCT:

The pillars of our “People Promise” (Belonging, Responsibility, Team, and Mission) guide the ethical and legal responsibilities of Cracker Barrel’s Code of Conduct.

Our Code presents Cracker Barrel’s policies and procedures regarding standards of conduct, built on the trust of our guests, employees, and shareholders. Every director, employee, and officer of Cracker Barrel (as well as those of its subsidiaries and affiliates, which we refer to together as “Cracker Barrel” or the “Company”) are responsible for maintaining that trust. We must practice the highest standards of honesty and integrity when conducting business.

In our roles, each of us is required to:

- Be familiar with and follow this Code, as well as all other Cracker Barrel policies and procedures.
- Follow all applicable federal, state, and local laws and regulations.
- Take responsibility for our own actions relating to proper business conduct and behavior.
- Report any unethical or unlawful activity immediately.

Managers and supervisors, you have an increased responsibility to be sure your team is aware of this Code and help us ensure compliance.

Our suppliers and others who do business with Cracker Barrel must also follow this Code. If you are responsible for retaining or supervising these partners, make sure they are aware of and adhere to this Code (and our Supplier Code of Conduct) in their business with our Company.

## USING THIS CODE OF CONDUCT

This Code is a guide to making ethical and sound decisions in your work. It addresses situations you may encounter and directs you to key policies, procedures, and laws that apply to our everyday conduct.

The Code will also tell you who to contact with questions and concerns. Remember, this Code may not cover every situation you encounter. If you are ever unsure what to do or need to discuss a challenging situation, consult your immediate supervisor, [Workday](#) (where you can locate all the policies referenced in this Code within Workday -> Menu Bar -> Employee Policies), or one of many other Resources listed in this Code.

## REPORTING CONCERNS

Your responsibility begins, but does not end, with following this Code. You must report actual or potential Code violations immediately. If you come across a situation where you need guidance, or have questions on how to interpret the Code, always ask. If you are reporting a situation in which you feel an employee, including yourself, or a guest has been treated differently or harassed based on race, color, religion, ethnicity, national origin, age, gender, disability, or any other legally protected characteristic, please call 1-800-333-9566. Reports regarding accounting irregularity or error or an issue involving an internal accounting control issue, fraud, or an ethics violation or financial wrongdoing may be made directly to any member of the Executive Team or Legal Department or through our 24-hour Fraud and Error Hotline at 1-888-894-4262 or [crackerbarrel.allvoices.co](https://crackerbarrel.allvoices.co). You may choose to remain anonymous when raising a concern. All reports are treated as confidential to the maximum extent possible. Employees are expected to cooperate fully with any inquiry or investigation regarding an alleged violation of this Code. Do not assume that someone else already knows about an issue or has made a report. Remember, it is your responsibility to immediately report any concern or suspected violation of this Code.



## ENFORCEMENT OF OUR CODE

At Cracker Barrel, we do not tolerate illegal or unethical conduct, and will investigate potential Code violations following our internal policies, as described in full in the Employee Handbook [Workday -> Menu Bar -> Employee Policies](#). Employees who do not follow this Code will face appropriate discipline and corrective action, up to and including termination, reimbursing the Company for any monetary damages, and possible criminal charges.

These may seem like harsh consequences – but yours is a profound responsibility – fulfilling our “People Promise” starts and ends with your conduct.

## NO RETALIATION

If you feel you are subject to retaliation, report your concern immediately to the Employee Relations Department at 1-800-333-9566. Any employee who retaliates against you for reporting concerns as required by this Code will be subject to appropriate disciplinary action, up to and including, termination.

You can report any known or suspected violation of this Code without fear of retaliation. We protect all employees who in good faith raise concerns and make reports of potential and actual violations of this Code. No employee should be discouraged from using any available channel to raise concerns.

## EXCEPTIONS AND AMENDMENTS TO OUR CODE

While many of the policies outlined in this Code of Conduct must be strictly followed, some waivers or exceptions may be possible. Any employee who believes that an exception to any of these policies is appropriate should contact the General Counsel for guidance. The General Counsel has the authority to grant waivers or exceptions to the Code to any person other than a director or an executive officer of the Company. The Board of Directors has the authority to grant waivers or exceptions to the Code to directors and executive officers. Certain exceptions may be required to be publicly disclosed by the Company under applicable law.

This Code of Conduct may be amended by action of the Board of Directors or the Nominating and Governance Committee.

## ADDITIONAL RESOURCES

To review Cracker Barrel policies referenced in this Code, visit [Workday -> Menu Bar > Employee Policies](#), [crackerbarrel.com](http://crackerbarrel.com), or The Barrel, as applicable.

## EMPLOYEE RESOURCES

- [Workday](#) ( [Workday -> Menu Bar -> Employee Policies](#) )
- 24-Hour Fraud and Error Hotline: 1-888-894-4262 or [crackerbarrel.allvoices.co](http://crackerbarrel.allvoices.co)
- Employee Relations Department: 1-800-333-9566
- General Counsel: (615) 235-4003
- Chief Financial Officer: (615) 235-4352
- Senior VP of Human Resources: (615) 235 - 4262
- Government Relations Department: (615) 443-9192
- Legal Department: (615) 235-4003
- Media Relations: (615) 235-4135
- Investor Relations: <https://investor.cbrigroup.com/>



# BELONGING





# BELONGING

At Cracker Barrel, we believe in Family. We care about your well-being and your success. We foster an atmosphere where employees care for each other like family. Our employees are encouraged to be themselves, and this means we accept and celebrate our differences.

## WORKPLACE ENVIRONMENT

Cracker Barrel is committed to providing an accepting work environment that is free of unlawful discrimination and harassment. This includes discrimination and harassment based on race, color, religion, sex, sexual orientation, gender identity, genetic information, national origin, age, marital status, medical condition, disability, or any other legally protected status. We do not tolerate this conduct in our workplace by employees, supervisors, guests, or suppliers. For additional information, see our Equal Opportunity Statement and Policy Against Sexual Harassment and Other Workplace Harassment, Discrimination, and Retaliation.

### FOR EXAMPLE:

You overhear a co-worker telling an offensive and discriminatory joke, which makes you uncomfortable.

### WHAT SHOULD YOU DO?

Report the conduct immediately to your manager (if you feel comfortable doing so) or to the Employee Relations Department at 1-800-333-9566.

Cracker Barrel's policies are intended to result in effective responses to problems. They require you to provide the Company an immediate opportunity to investigate and resolve your workplace concerns. If you feel you have been subject to or have observed discrimination, harassment, or retaliation, contact the Employee Relations Department at 1-800-333-9566.

## COMMUNITY AND POLITICAL INVOLVEMENT

We encourage our employees to find Belonging in the communities that serve our Cracker Barrel family. Serving and caring for people in the neighborhoods where we do business is important to us, and, we know that it is important to you, too.

To make sure your active community involvement does not conflict with this Code, follow the below guidelines:

- Remember that in any personal, political, or charitable activities, you represent yourself, not the Company. Any opinions expressed must be held out as your own, not those of Cracker Barrel.
- Any outside activities must also be conducted on your own time. Do not engage in solicitation of any kind, including political endorsements or contributions in work areas and during your shift.
- If you have questions about whether your participation in a community, charitable or political activity would result in a potential conflict of interest, contact a member of the Executive Team or Legal Department. However, if you are invited to join a board of directors of any publicly traded organization or company that competes with the Company, you must contact the General Counsel before accepting the position.
- Donations are an excellent way to support your community, but you cannot make any direct or indirect political contributions of any kind on behalf of the Company or for which you expect to be reimbursed unless authorized by the General Counsel. Any charitable contributions made on behalf of the Company or for which you expect to be reimbursed must be approved by your department head or a member of the Executive Team.

Please consult with the Legal Department before doing anything that could be construed as involving Cracker Barrel in any political or charitable activity.



## SOCIAL MEDIA COMMUNICATIONS

Social media engagement gives Cracker Barrel employees the ability to connect with one another and with our guests. While this creates new opportunities for communication and belonging, it also creates new responsibilities.

- Be thoughtful in how you present yourself online.
- Represent your opinions as your own. Do not speak on behalf of the Company if you are not authorized to do so.
- Do not disclose confidential Company information.
- Follow all of our internal policies in your postings, including those prohibiting discrimination and harassment.

### FOR EXAMPLE:

An employee wants to post a statement about a recent Company activity on her social media.

### WHAT SHOULD SHE DO?

Because the post relates to her work, she should state her relationship with the Company (such as her job position) and make it clear that her opinions and comments are her own, not Cracker Barrel's.

Refer to our Social Media Policy for more information on your responsibilities regarding online activity.

## EMPLOYEE RESOURCES

- Equal Opportunity Statement
- Policy Against Sexual Harassment and Other Workplace Harassment, Discrimination, and Retaliation
- Social Media Policy





# RESPONSIBILITY





# RESPONSIBILITY

We are responsible for our actions and results. We focus on finding solutions, and we see our mistakes as learning opportunities. We do what's right, even when it isn't easy. We keep our promises and commitments.

## CONFIDENTIAL COMPANY INFORMATION

Each of us has a Responsibility to appropriately handle the confidential business information entrusted to us.

Confidential Company information is information developed or acquired by the Company that is not publicly available. This information is critical to Cracker Barrel's competitive success and must be protected from accidental or unauthorized disclosure.

Confidential Company information includes trade secrets and other technical, financial, and business information. For example, confidential information may concern products or services created or being developed by us, recipes, sales data, development plans, customer or market research results, cost data, marketing strategies, financial budgets, and strategic plans.

- Be mindful when discussing confidential information; such information should never be talked about publicly.
- Do not disclose any Cracker Barrel trade secrets or other confidential information outside the Company unless specifically authorized by a corporate officer or required by law.
- Require any business partners to maintain the strict confidence of our confidential information.
- Exercise caution when discarding documents that contain confidential or sensitive information.
- Protect your co-worker's and guest's personal information as you do Company information. Safeguarding personal information is essential to maintaining trust.

If you suspect or know that confidential Company information has been accessed, lost, stolen, or used in an unauthorized manner, report the incident immediately to Cracker Barrel's Legal Department.





## PROTECTING COMPANY ASSETS

You also have a Responsibility to protect Company property, which includes everything from our equipment, facilities, funds, and technology (such as email systems) to our intellectual property and data. As with confidential information, Company property must be used appropriately and only for business purposes, with limited exceptions.

- Company property, including equipment, office supplies, and inventory, must only be used for company business.
- Damage or loss of Company property must be reported immediately.
- Personal use of Company computers and internet should be limited and cannot interfere with your job responsibilities.
- Conduct Company business only on approved devices and software.
- You are responsible for avoiding the introduction of viruses, from the internet or elsewhere, into the Company's information systems. Do not open or install external or internal software or files without approval from the Information Services Department.
- Follow our cybersecurity protocols – protect usernames and passwords, don't open suspicious links, and watch out for Phishing attacks designed to trick you into taking inappropriate action, such as opening malicious files or disclosing confidential information.
- If you leave Cracker Barrel, you must return all Company property, including confidential information, to the Company.

For additional information on protecting Company property, see our Asset Protection Policy, Internet, Electronic Mail, and Voicemail Policy, International Travel Policy, External IS Solutions Management Policy, Information Securities Policy, and Remote Access and Device Policy.

If you suspect or become aware of internal theft or misuse of Company Assets, contact the Loss Prevention Department at 1-888-894-4262.

### FOR EXAMPLE:

You receive an email from the HR Department asking you to open an urgent attachment. However, the email is from a generic "HR Department" address, not from a specific person with whom you normally work.

### WHAT SHOULD YOU DO?

You should use the Phishing Alert tool in your email and report the incident to [security@crackerbarrel.com](mailto:security@crackerbarrel.com).





## INSIDER TRADING

Cracker Barrel is proud to be a publicly traded company. As part of your work, you may become aware of material, non-public information. It is your Responsibility to treat this information as confidential and follow insider trading laws, which prohibit the misuse of this information for your own benefit or the benefit of others.

Cracker Barrel employees are allowed to invest in shares of Company stock. However, federal securities laws regulate conditions under which certain employees may purchase or sell this stock. Specific limitations are outlined in the Cracker Barrel Insider Trading Policy and Stock Ownership Guidelines for Directors and Officers. Keep in mind, using inside information to trade securities not only violates this Code, but it can have serious criminal consequences.

If you have any questions concerning insider trading laws and whether you have non-public, material information or should refrain from trading securities, contact the Legal Department.

### FOR EXAMPLE:

You overhear a conversation in which an upcoming earnings release is discussed. The earnings release will disclose the Company's impressive quarter.

### WHAT SHOULD YOU DO?

You should not buy or sell securities when you are in possession of non-public, material information such as unannounced earnings. You could be liable for insider trading. Any actions that you take must occur after the earnings information is publicly available.

## ACCURATE REPORTING AND RECORDKEEPING

All employees have a Responsibility to keep honest and accurate records. Whether you are a server reporting daily tips accurately, a manager reporting labor or food numbers, an employee completing an expense report, or an accountant providing data to our auditors, you are responsible for acting with integrity and honesty. You can never create or participate in the creation of any business records that contain false or misleading information.





## WHAT IS AN INACCURATE REPORT?

- Manipulation or falsification of labor, food or inventory numbers for any reason.
- Misrepresentation of labor accounts by charging other accounts or skills.
- Misuse of manager meals and discount programs.
- “Playing with the numbers” by moving amounts between time periods, or withholding invoices to affect cash flow or the timing of payment of the invoice.
- Transfers done “on paper only.”
- Using inappropriate food cost and retail inventory procedures.
- Taking unnecessary or unauthorized markdowns, or making unapproved item price changes to liquidate stock.
- Entering bogus refunds or questionable financial report supporting information.

To ensure accurate recordkeeping:

- Make certain your business records (including timesheets, expense reports, invoices, etc.) are complete, accurate, and timely.
- Do not create or participate in the creation of any business records that contain false or misleading information.
- Follow applicable policies and laws as it pertains to record creation, retention, and destruction.
- If you become aware of an attorney demand letter, administrative agency charge, government investigation, or litigation against Cracker Barrel, advise your supervisor immediately to ensure a Litigation Hold Notice is timely issued.
- Only enter into contracts or other agreements if you have followed proper protocols and are explicitly authorized to do so.

Please see the Capital Expenditure Policy, Travel and Expense Policy, Document and Email Retention and Destruction Policy, Contract Review and Execution Policy for additional guidance.



## FOR EXAMPLE:

You are reviewing expense reports and notice that a co-worker is duplicating expenses to obtain higher reimbursement.

## WHAT SHOULD YOU DO?

You should report the fraudulent behavior to your supervisor or the fraud hotline at 1-888-894-4262 or [crackerbarrel.allvoices.co](https://crackerbarrel.allvoices.co).



## FINANCIAL RECORDS AND REPORTING

If your role involves financial recordkeeping or reporting, you have special Responsibilities. Because of Cracker Barrel's status as a publicly traded company, our filings with the Securities and Exchange Commission must be accurate and timely. Depending on your job position, you may be called upon to provide information to assure that our public reports are complete, fair and understandable. You must take this Responsibility very seriously and provide prompt and accurate answers to inquiries related to our public disclosure requirements.

Certain financial officers bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of Cracker Barrel.

If you suspect fraud or accounting/financial errors, you should report them through the confidential 24-hour Fraud and Error Hotline at 1-888-894-4262 or [crackerbarrel.allvoices.co](https://crackerbarrel.allvoices.co).

## ANTI-CORRUPTION

Corrupt business practices are not tolerated at Cracker Barrel. It is your Responsibility never to solicit, take, or give something of value to influence someone's decision-making as it pertains to Company business. Such action may be viewed as bribery or as accepting a "kickback," i.e., a reward for doing business.

The use of Cracker Barrel funds or assets for any unlawful or unethical purpose, including any political or commercial bribery, is strictly prohibited. Such conduct is not only against this Code, but it may be illegal. The United States Foreign Corrupt Practices Act prohibits Cracker Barrel from giving anything of value (directly or indirectly) to foreign government officials, parties, or candidates to obtain or retain business. Cracker Barrel also complies fully with all applicable export and import laws, including those pertaining to economic sanctions, trade embargos, and forced labor in the supply chain (Uyghur Forced Labor Prevention Act).

In short, Cracker Barrel's business is based on hard work and integrity – corruption has no place in our business. Report any concerns to the Fraud and Error Report Hotline at 1-888-894-4262 or [crackerbarrel.allvoices.co](https://crackerbarrel.allvoices.co) or the Employee Relations Department at 1-800-333-9566.

## LEGAL COMPLIANCE

Unlawful activities not only place Cracker Barrel at risk, but they violate our "People Promise." Each of us has a Responsibility to obey federal, state, and local laws and regulations applicable to Cracker Barrel's business, including, among others, employment and wage and hour laws, product safety laws, antitrust and fair competition laws and Uyghur Forced Labor Prevention Law.

While you must comply with all laws applicable to the Company and its operations, we understand these are wide-ranging and complex. To help you along the way, review the laws and policies that apply to your job responsibilities and complete all of your required training programs. If you ever suspect that a law has been violated, contact our 24-hour Fraud and Error Hotline at 1-888-894-4262 or [crackerbarrel.allvoices.co](https://crackerbarrel.allvoices.co) or the Employee Relations Department at 1-800-333-9566.

As a general rule, Cracker Barrel fully cooperates with governmental investigations. However, the Company should have the opportunity to be adequately represented in such investigations by its own legal counsel. If you believe that a government investigation or inquiry is threatened or taken, or receive a subpoena or request for information, immediately notify the Legal Department.

## EMPLOYEE RESOURCES

- Asset Protection Policy
- Internet, Electronic Mail, and Voicemail Policy
- International Travel Policy
- External IS Solutions Management Policy
- Information Securities Policy
- Remote Access and Device Policy
- Insider Trading Policy
- Document Retention Policy
- Litigation Hold Policy
- Contract Review Policy
- Financial Code of Ethics
- Travel and Expense Policy
- Capital Expenditure Policy
- Document and Email Retention and Destruction Policy
- Contract Review and Execution Policy



# TEAM





# TEAM

At Cracker Barrel, we are a Team. We inspire each other to be our best selves, we encourage and support one another when we fall short, and we deeply believe in mutual respect. We look for ways to help each other, and we are not afraid to ask for help. Positive teamwork builds trust, reliance, and cohesion.

## AVOIDING CONFLICTS OF INTEREST

As a member of our Team, you must act in the best business interests of Cracker Barrel and make unbiased business decisions on behalf of the Company. This means avoiding conflicts of interest. A conflict of interest may arise when your decision-making or judgment is (or appears to be) influenced by a personal benefit for you or someone in your family.

In your work for Cracker Barrel, you may encounter situations that create or could give the appearance of a conflict of interest. Reviewing and understanding what to do in these situations will help you avoid actual or perceived conflicts.

### WHAT IS A CONFLICT OF INTEREST?

- Do you (or a family member) benefit personally from the business decision?
- Would it appear to others that this interest creates a conflict?
- Would I feel obligated to someone or make someone else feel obligated to do something?
- Would someone else question your judgment or objectivity?

If the answer to any of these questions is “Maybe” or “Yes,” it could be a conflict of interest. Disclose the concern to your supervisor or with the Cracker Barrel legal department.



**Below are common scenarios where a conflict could arise:**

**GIFTS AND ENTERTAINMENT:** The exchange and acceptance of gifts and entertainment with business partners occur from time to time. However, you must be careful that such business courtesies are not, and do not appear to be, a conflict of interest. Follow the rules below, or have your supervisor seek a waiver from the Company's General Counsel:

- Only accept or offer gifts that are nominal (insignificant) in value, not difficult to obtain, infrequent, and unsolicited. The value of these gifts should not exceed \$100 per year to any person.
- If you receive a gift that is not nominal in value, you must return the gift and report it to your immediate supervisor. If the gift cannot be returned, the Human Resources Department will use the gift for a legitimate business purpose, such as a prize for an employee event.
- Only accept or offer entertainment if it is local (or does not require significant travel), attended by the host and invitee, infrequent, reasonably priced, and unsolicited. Entertainment gifts must be fully disclosed to your department head, preferably in advance of the event.
- Never give or accept a gift that obligates you with respect to a business decision or makes it look like your decision-making was improperly influenced.
- Never give or receive cash or cash equivalent gifts, such as gift cards or discounts. Of note, a discount to a larger group of employees as part of a formal arrangement may be acceptable.
- You may not solicit vendors for gifts, donations or contributions in cash or kind for Cracker Barrel events or activities, unless approved by a Cracker Barrel officer, and as part of a specific marketing contract, negotiated sales promotion, or for a Cracker Barrel company event.
- If a business partner offers you a trip, seminar, or lodging benefit, this offering must be fully disclosed and approved in advance by your department head. Such gifts must be reasonable in cost and business-related.

- You must personally pay for any meal, entertainment, or other business-related expense that will ultimately be reimbursed by Cracker Barrel. All expense reimbursement should be made in accordance with our Travel and Expense policy.
- If you travel abroad for your work, local customs may require the exchange of gifts or gratuities. Contact Cracker Barrel's Legal Department to discuss how to appropriately handle these exchanges.

It may be acceptable for you to provide or receive other business-related gifts and entertainment if approved in advance, job-related, and reasonable. The General Counsel has the authority to determine whether business-related gifts and entertainment meet these criteria for all employees, directors, and officers, including executive officers, other than him/herself. The Chief Executive Officer has the authority to make such determination in the case of the General Counsel. The exercise of such authority by the General Counsel or the Chief Executive Officer, as the case may be, is within the purview of this Code and does not constitute a waiver.

Contact your supervisor to determine whether a particular gift is appropriate. If you or your supervisor have questions on the appropriate handling of gifts or entertainment, contact Cracker Barrel's General Counsel.

#### FOR EXAMPLE:

You regularly work with the same vendor. This vendor sends small gifts each month as a thank you for the business.

#### WHAT SHOULD YOU DO?

You should tell the vendor that you appreciate the gifts, but cannot accept them. Even if the gifts are small, the combined value over time is significant and accepting these gifts may lead others to believe you are not acting impartially in assigning work to this vendor.





**OUTSIDE EMPLOYMENT:** You should never take on work that interferes with your Cracker Barrel obligations. For instance, management employees can never work for a Cracker Barrel competitor while also working on our Team. Similarly, you cannot work for Cracker Barrel while simultaneously performing outside work for the Company as a consultant or independent contractor. Full-time employees are discouraged from working outside of Cracker Barrel – we want you to devote your time and energy to our Team. While employed by Cracker Barrel, employees are strictly prohibited from employment with any supplier or competitor of the Company and from requesting any supplier or competitor to hire a relative.

**BUSINESS OPPORTUNITIES:** Being part of our Team means not advancing your personal interests at the Company's expense. Employee are expected to be loyal to Cracker Barrel and its employees, guests, and business goals. Any business opportunity you discover as part of your job belongs to Cracker Barrel. Do not use your position at Cracker Barrel, or any Company business information or property, for your personal benefit.

**COMPETING FINANCIAL INTERESTS:** A financial conflict of interest may arise if your judgment is influenced by potential personal financial gain, rather than the gain of our Team. To avoid financial conflicts of interest, follow the rules below:

- If your job puts you in the position to influence a Cracker Barrel business relationship, then you cannot hold a financial interest, no matter the size, with or in that business partner.
- You cannot hold a material investment (equal to 5% or more of outstanding shares) in a publicly-traded competitor or business partner.
- You cannot hold a material investment of more than 1% in any privately-owned supplier with which Cracker Barrel does business.
- Except for public market investments in publicly-traded companies, any employee with an investment in a business of a Company supplier which exceeds 5% of that employee's net worth must disclose the details of that ownership to the Legal Department.
- Except for certain "grandfathered" store leases that have been disclosed to the Legal Department, you cannot acquire, own, or hold an investment in real property in which the Company has a present or future interest or which affects our business operations.



**BUSINESS WITH FRIENDS AND RELATIVES:** Transactions with family members and friends may cause conflict. You cannot do material business (or arrange for Cracker Barrel to do business) with friends or relatives without full disclosure to your department head and prior written approval from the Legal Department. You also cannot supervise someone with whom you have a family or romantic relationship. Refer to the Fraternalization Policy and Family Member Hiring Policy for additional information on business relationship restrictions.

### FOR EXAMPLE:

Your brother works for a lumber company. In your job, you source lumber for various Cracker Barrel projects. Your brother asks to submit a bid to supply Cracker Barrel with his company's lumber for a new project.

### WHAT SHOULD YOU DO?

You should not hire your brother's company for the project without disclosing the relationship to your supervisor. Your supervisor will notify the General Counsel to determine what steps need to be taken to remove any conflict of interest.

**RELATIONSHIPS WITH VENDORS OR SUPPLIERS:** We expect our employees to act in the best interest of our Team. Employees should never engage in any relationship or activity with a person, supplier or company that may lead to or give the appearance of improper influence over Company business. The above examples are not intended to be an all-inclusive list of possible conflicts. In addition, there are other situations which, while not clear-cut conflicts of interest, may be inconsistent with the high standards of business ethics that our employees are expected to follow.

**DISCLOSING CONFLICTS OF INTEREST:** You must disclose any conflicts of interest or potential conflicts of interest to the Legal Department. The above examples are not intended to be an all-inclusive list of possible conflicts. Having a conflict of interest does not necessarily mean you have done something wrong; however, failure to disclose the conflict is a violation of this Code. For example, if a conflict arises because your family member takes a job with one of our suppliers, we can take steps to make sure that the family member is not in a decision-making position with respect to transactions with that supplier. However, those steps cannot be taken unless prompt and complete disclosure has been made.

In short, don't use your position with the Company for personal advantage or gain.







## SAFE WORK ENVIRONMENT

We are committed to maintaining a safe and secure workplace for all employees. Ensuring that our workplace is healthy and secure is a Team effort.

You must be familiar with and follow all internal safety and security procedures, including our Safety and Security Policy, Drug Free Workplace & Substance Abuse Policy, and Employee Health and Hygiene Policy. Any unsafe working conditions must be immediately reported to your supervisor.

## EMPLOYEE RESOURCES

- Travel and Expense Policy
- Safety and Security Policy
- Fraternalism Policy
- Drug Free Workplace & Substance Abuse Policy
- Family Member Hiring Policy
- Employee Health and Hygiene Policy



# MISSION





# MISSION

We believe in Pleasing People. We exist to provide a sense of warmth and hospitality to every one of our guests. This means that our employees go out of their way to help each other and please our guests. We look for ways to inspire a smile and brighten someone's day.

## FOOD AND PRODUCT SAFETY

Pleasing People means preparing each and every one of our menu items with the highest care. We must maintain the trust of our guests and provide a safe, wholesome dining experience through menu items that meet high-quality standards.

Cracker Barrel complies with all food and product safety laws applicable to the Company and its business. You are expected to familiarize yourself with all food safety and other laws and procedures applicable to your assigned duties and comply with all those laws and procedures. Our vendors and suppliers must also follow all food safety and product rules.

If you suspect concerns related to food or product safety or quality, immediately inform your supervisor or the Quality Assurance Department. See our Employee Health and Hygiene Policy and Operational Excellence Manual for additional information on proper food handling procedures.

### FOR EXAMPLE:

Cracker Barrel receives notification that a product has been recalled. Your manager says this product is a top seller and to leave it on the shelves.

### WHAT SHOULD YOU DO?

You should immediately report the concern and conversation to your District Manager or Field Human Resources representative.



## ENVIRONMENT AND SUSTAINABILITY

Our mission of Pleasing People is not just about serving delicious, homestyle food at fair prices in a way that makes guests feel cared for like family. It is also about the decisions we make to ensure Cracker Barrel is living up to our core values. Among those values, we have committed to driving environmental, social and governance (ESG) issues forward by evaluating and reporting how they impact guests, employees, suppliers, shareholders, and the communities that we serve.

Cracker Barrel has placed corporate social responsibility at the heart of our business, and you play an essential role in this process. By reviewing our Environment, Health and Safety Policy, as well as our Sustainability Position Statement, you are helping to ensure Cracker Barrel complies with all environmental laws and regulations applicable to our business. Our Suppliers, too, must share our commitment to environmental health and sustainability. See the Supplier Code of Conduct for additional details.

[Cracker Barrel's ESG Report](#) reflects our responsibility to a broad group of stakeholders. We continue to deliver on our Mission and make progress against our commitments to environmental responsibility, food safety and quality, providing a great workplace for our employees, and operating under the highest standards of corporate governance and business ethics.



## MARKETING AND ADVERTISING

Cracker Barrel provides only truthful, accurate information to our guests and potential guests. We never make false or misleading claims in our marketing or advertising materials. Similarly, we never make false statements about our competitors.

To Please People, we must be fully committed to providing truthful and accurate information to the public – we expect you to do the same, especially if your job involves marketing or advertising for the Company.

## MEDIA COMMUNICATIONS

Part of our Mission is to deliver only honest, reliable information to the public. To ensure that our message is accurate and consistent, as a general rule only the Corporate Communications Department, authorized members of our Board, and authorized members of our Executive Team are permitted to speak to the media on Cracker Barrel's behalf. Unless you have been specifically authorized to do so, you should never make public statements on behalf of the Company.

If you are contacted by the media, you should refer them to our Media Relations number at (615) 235-4135. For more information, see the Media Policy.

## FAIR DEALING AND FAIR COMPETITION

We believe in dealing honestly with our guests, and this means interacting fairly with vendors and competitors. Cracker Barrel promotes free and open competition and requires all employees to comply with antitrust and other laws that ensure a fair marketplace.

To ensure that you follow the law and help us promote vigorous compensation:

- Protect the confidential information of our business partners
- In your business dealings, act ethically and honestly. Do not take unfair advantage of anyone through manipulation, abuse of privileged or confidential information, misrepresentation of a material fact, or any other unfair dealing practice.
- Do not discuss or make agreements on pricing, production, bidding practices, or similar sales information with competitors or among vendors.
- If you possess confidential competitor information, don't share it.
- If you are responsible for a vendor or supplier relationship, hold those business partners to the same standards.

## FOR EXAMPLE:

You are aware that a new Cracker Barrel employee, who previously worked at a competing restaurant concept, brought with her certain strategic plans and information from her prior job.

### WHAT SHOULD YOU DO?

You should tell your supervisor immediately. Your supervisor will notify the General Counsel and ensure that Cracker Barrel does not use any information improperly.

You should be aware that serious legal consequences, including criminal fines and penalties, may apply to anti-competitive conduct. Consult with the Legal Department whenever any question arises on the possible application of these laws.

We strive to recognize each individual's worth and to treat each guest as a special friend who is most welcome at our stores. That's what our Mission of Pleasing People is all about. Whether you are serving a guest, or serving someone who is, you must treat all guests with respect and hospitality. Treat everyone as you'd like to be treated yourself.

See our Public Accommodation Policy and Alcohol Serving Policy for additional expectations on guest service. For managers, refer to Guest Services Policies in the Operations Manual for additional information.





## SUPPLIER CODE OF CONDUCT

Our commitment to ethical business dealings extends to our business partners. Pleasing People means working with others who share our values. We expect our suppliers to follow all applicable laws and regulations, including those related to food and product safety. We also expect our suppliers to meet our ethical standards regarding human rights and animal welfare.

For additional information on these commitments and expectations, see our Supplier Code of Conduct, Animal Welfare Position Statement, and Labor and Human Rights Policy.

## EMPLOYEE RESOURCES

- Employee Health and Hygiene Policy
- Operational Excellence Manual
- Sustainability Position Statement
- Environment, Health, and Safety Policy
- Supplier Code of Conduct
- Media Policy
- Public Accommodations Policy
- Alcohol Serving Policy
- Guest Services Policies
- Animal Welfare Position Statement
- Labor and Human Rights Policy





# CONCLUSION

Thank you for reviewing Cracker Barrel's Code of Conduct.

We know that you will do what's right, even when it isn't easy, and help us to fulfill our People Promise!





