

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

1. BACKGROUND.

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

2. ORGANIZATION.

There shall be a committee of the Board known as the Public Responsibility Committee (the “Committee”). The Committee shall consist of no fewer than three Board members, each of whom shall meet the “independence” definition set forth by the Nasdaq Stock Market, the rules and regulations of the Securities and Exchange Commission and all other applicable legal requirements. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, shall appoint the Committee members and Chairperson, and shall review those appointments annually. The Board may, upon recommendation of the Nominating and Corporate Governance Committee, remove and/or replace any Committee member with or without cause. The Committee shall operate in accordance with the Bylaws of the Company.

3. PURPOSES.

The purposes of the Committee shall be to:

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

- review the Company’s progress toward its diversity and inclusion goals and the Company’s human and workplace rights policies;
- assist the Board in overseeing the Company’s environmental and other sustainability policies and programs and their impact on the Company’s business strategy;
- review procedures concerning the transmission of the Company’s positions on public policy and social issues via digital media outlets; and
- perform such other duties and responsibilities enumerated in and consistent with this Charter.

4. POWERS.

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

5. MEETINGS.

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

6. COMMITTEE RESPONSIBILITIES AND DUTIES.

In furtherance of its purposes, the Committee shall:

- assist the Board in fulfilling its oversight responsibility for the Company’s overall enterprise risk management program by continually identifying, evaluating and monitoring the social, political and environmental trends, issues, risks and concerns which affect or could affect the Company’s business activities and performance, including the Company’s crisis response plan;
- analyze public policy trends and make recommendations to the Board regarding how the Company can anticipate and adjust to these trends in order

to more effectively achieve its business goals or to participate effectively in the national public policy dialogue;

- annually review the policies and procedures and expenditures for the Company's political and civic engagement activities, including political contributions and direct and indirect lobbying, as well as the Company's public disclosures of the same to ensure alignment with the Company's values;
- review the Company's progress toward its diversity and inclusion goals and creation of an inclusive and respectful corporate culture, and monitor the Company's progress toward the accomplishment of such goals;
- review the Company's human and workplace rights policies and how the Company demonstrates respect for human and workplace rights in the Company's business system, in the Company's supply chain and in the communities in which the Company operates, and receive, at least annually, presentations related to progress in this area;
- review and monitor the development and implementation of the goals the Company may establish from time to time for its performance with respect to its sustainability framework and initiatives, as well as the Company's progress toward the accomplishment of such goals;
- review in advance the Company's sustainability communication plans and any reports that may be issued from time to time by the Company in connection with the Company's sustainability initiatives as outlined in this charter;
- review and monitor the Company's strategies and efforts to address public perceptions of the Company and brand trust priorities that are significant to the Company, its customers and employees, and the communities in which it operates, including with respect to food sourcing and safety, environmental impact, community engagement, philanthropy, diversity and inclusion, and other matters as outlined in this charter;
- review and recommend procedures concerning the transmission of the Company's positions on public policy and social issues via digital media outlets;
- review stockholder proposals that deal with public policy, social responsibility and sustainability issues and make recommendations to the Board regarding the Company's response to such proposals;
- review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board;
- evaluate the performance of the Committee annually; and
- perform all other duties and responsibilities delegated to the Committee by the Board.

Revised and Approved: February 27, 2020