

**CHARTER OF
CRACKER BARREL OLD COUNTRY STORE, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

1. BACKGROUND.

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

2. ORGANIZATION.

There shall be a committee of the Board of the Company known as the Nominating and Corporate Governance Committee (the "Committee"). The Committee shall consist of no fewer than 3 Board members, each of whom shall meet the "independence" definition set forth by the NASDAQ Stock Market, the stock exchange on which the Company stock is traded, which is the definition of independence adopted by the Board of Directors for this Company. The Board shall appoint the Committee members and the Chairman, and shall review those appointments annually. Vacancies may be filled by the remaining members, subject to approval of the Board at its next meeting following the creation of the vacancy. At least annually, this Charter shall be reviewed and reassessed by the Committee, and any proposed changes shall be submitted to the Board for approval. The Committee shall operate in accordance with the Bylaws of the Company.

3. PURPOSE AND POWERS.

The Committee shall oversee corporate governance issues, particularly, the workings of the Board, how the Board functions with the CEO and how the Company and CEO relate to the shareholders. The Committee shall monitor the effectiveness of the system of corporate governance at the Company and shall make appropriate recommendations to the Board. The Committee also shall provide appropriate advice and recommendations in order to improve the Company's corporate governance. The Committee shall identify individuals qualified to become members of the Board and recommend to the Board nominees to serve as directors. It is the responsibility of the Committee to lead an annual review of existing Board members and of the Board's overall performance. In carrying out its duties, the Committee shall have access to all officers and employees of the Company, its 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.

4. MEETINGS.

The Committee shall meet at least twice each fiscal year, including one meeting to select a slate of director nominees, and more frequently when appropriate or necessary. The Committee should also meet at least once annually with management to discuss policies and standards of corporate governance and compliance with those policies and standards. Any Board member may request that the Chairman 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.

5. RESPONSIBILITIES AND DUTIES.

Not in limitation of the general responsibilities of the Committee as described elsewhere in this Charter, the Committee shall have the following specific responsibilities and duties:

(a) Establish qualification criteria for the selection of candidates for the Board, which shall reflect at a minimum any requirements of applicable law or stock market listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board and principles of diversity.

(b) Recruit candidates to fill positions on the Board of Directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, inquiries into the background and qualifications of any candidate for the Board of Directors and each candidate's compliance with the independence and other qualification requirements established by the Board.

(c) Recommend to the Board, after consultation with the Chairman of the Board, the proposed membership and Chairperson for each of the established Board committees, including this Committee, at the first meeting of the Board after the annual meeting of shareholders at which directors are elected, or as otherwise determined in the best interest of the Company.

(d) Report and make recommendations to the Board from time to time with respect to the size and composition of the Board and with respect to the retirement age for members of the Board.

(e) Meet at least once each fiscal year to review the overall performance of the Board and its committees and the methods and processes by which the Board and its committees fulfill their duties and responsibilities, including consideration of the information which is provided to directors generally and with respect to meetings of the Board or its committees, the resources available to directors, and the communication process between the Board and senior management.

(f) Consider any external developments in corporate governance issues from time to time, review the Company's corporate governance principles and guidelines at least annually, and make recommendations to the Board with respect to appropriate changes to those principles and guidelines.

(g) Ensure that the Company has an appropriate business code of conduct and related conflict of interest policies, and review, at least annually, and update those policies, as appropriate.

(h) Report to the Board, through the Chairperson of the Committee, as appropriate, but not less frequently than annually, on corporate governance at the Company.

(i) Oversee the evaluation of the members of the Board of Directors and senior executive officers of the Company, and in that process, solicit comments from all directors and report annually to the Board on the results of the evaluation

(j) Oversee annually, a succession plan with the Chairman of the Board and the CEO, which review shall include the capabilities of the senior officers of the Company for the full Board.

(k) Ensure that new directors are provided an orientation program in respect of the business and structure of the Company and their responsibilities as Board members.

6. **EFFECTIVE DATE AND CHARTER AMENDMENTS.**

This Charter is effective as of the date it is adopted by the Board, and it will remain in effect until, modified, superseded, or cancelled by appropriate Board action. This Charter may be amended at any time by the Board, in accordance with the Bylaws of the Company.