

FRANCHISE GROUP, INC.

Rules Of Conduct for the Annual Meeting of Stockholders June 3, 2020

1. Order of Business for the Meeting. This meeting will be held via webcast. Unless altered in the sole discretion of the Chairman of the meeting, the order of business for the meeting shall be as follows:

Opening Remarks

Welcome

Proof of Proper Calling of Meeting

Presentation of Inspector of Elections

Establishment of Quorum

Summary of Matters to Come Before the Meeting

Proposal 1: Election of Directors

Proposal 2: Advisory and Non-binding Vote to Approve Executive
Compensation

Proposal 3: Ratification of Public Accounting Firm

Voting

Procedure

Voting on Proposals

Closing of Polls

Announcement of Preliminary Results of Vote

Adjournment

2. Attendance and Participation.

(a) All stockholders as of the date of record, April 10, 2020, have been sent a proxy card which includes an eleven digit control number. Stockholders may join the webcast meeting by logging in using their control number. Stockholders who do not have their control number may join the meeting as a guest.

(b) Beneficial owners must have requested a legal proxy prior to the meeting.

(c) Only the Chairman of the meeting and his delegates may speak at the meeting.

(d) Stockholders who have logged into the meeting with their control code may submit questions during the meeting. Questions will not be displayed to all stockholders. The Chairman or his delegates may answer the questions during the meeting or the Chairman may elect to answer the question offline after the meeting. The Chairman is not obligated to answer every question. Guests may not ask questions.

(e) Stockholders who have logged in with their control code may vote at the meeting via telephone or online. Directions for voting will be displayed on the webcast screen. Stockholders who have voted prior to the meeting do not need to vote again. Guests may not vote.

3. Polls. The Chairman shall be entitled, in his sole discretion, to determine the time of opening and closing of the polls with respect to any matter considered at the meeting.

4. Inspector and Tabulation. Equiniti Group and its employees have been engaged by the Company to act as the Inspector of Election of the meeting and any recess or adjournment thereof. The Final Report presented by Equiniti Group shall be deemed to be a conclusive report of the tabulation performed by Equiniti Group and its employees of the proxies and ballots cast at and prior to the meeting.