

FRANCHISE GROUP INC.

Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

Vote by Internet, Telephone or Mail 24 Hours a Day, 7 Days a Week

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

Voting will be available for a short portion during the meeting. Voting instructions are found in the Proxy Statement. We recommend voting prior to the meeting using the following methods:



INTERNET/MOBILE – www.proxypush.com/frg
Use the Internet to vote your proxy.



PHONE – **1-866-883-3382**
Use a touch-tone telephone to vote your proxy.



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided in time to be received by May 3, 2021.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.

⇩ Please detach here ⇩

The Board of Directors Recommends a Vote "FOR" All Director Nominees Listed in Proposal 1 and "FOR" Proposals 2 and 3.

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|---|-----------------------|---|---|--|--|----------------------|------------------|------------------|--------------------|--|
| <p>1. Election of directors:</p> <table border="0"> <tr> <td style="padding-right: 20px;">01 Matthew Avril</td> <td style="padding-right: 20px;">05 Megan Foster Starr</td> <td rowspan="4" style="padding-left: 20px;"><input type="checkbox"/> Vote FOR all nominees (except as marked)</td> <td rowspan="4" style="padding-left: 20px;"><input type="checkbox"/> Vote WITHHELD from all nominees</td> </tr> <tr> <td>02 Patrick A. Cozza</td> <td>06 Thomas Herskovits</td> </tr> <tr> <td>03 Cynthia Dubin</td> <td>07 Brian R. Kahn</td> </tr> <tr> <td>04 Lisa M. Fairfax</td> <td></td> </tr> </table> | 01 Matthew Avril | 05 Megan Foster Starr | <input type="checkbox"/> Vote FOR all nominees (except as marked) | <input type="checkbox"/> Vote WITHHELD from all nominees | 02 Patrick A. Cozza | 06 Thomas Herskovits | 03 Cynthia Dubin | 07 Brian R. Kahn | 04 Lisa M. Fairfax | |
| 01 Matthew Avril | 05 Megan Foster Starr | <input type="checkbox"/> Vote FOR all nominees (except as marked) | | | <input type="checkbox"/> Vote WITHHELD from all nominees | | | | | |
| 02 Patrick A. Cozza | 06 Thomas Herskovits | | | | | | | | | |
| 03 Cynthia Dubin | 07 Brian R. Kahn | | | | | | | | | |
| 04 Lisa M. Fairfax | | | | | | | | | | |

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

2. Approval, in an advisory and non-binding vote, of the compensation of the Company's named executive officers as disclosed in the Proxy Statement.

For Against Abstain

The Board of Directors recommends a vote FOR the advisory approval of the compensation of the Company's named executive officers.

3. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 25, 2021.

For Against Abstain

The Board of Directors recommends a vote FOR the ratification of Deloitte & Touche LLP.

THE SHARES REPRESENTED BY THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED ABOVE OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED AS THE BOARD RECOMMENDS.

Address Change? Mark box, sign, and indicate changes below:

Date _____

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.

Franchise Group, Inc.

ANNUAL MEETING OF STOCKHOLDERS

May 4, 2021
10:00 a.m., Eastern Time

Virtual Meeting

To register for the virtual meeting, please follow the instructions below:

- Visit register.proxypush.com/frg on your smartphone, tablet or computer.
- As a shareholder, you will then be required to enter your control number, which is located in the upper right-hand corner on the reverse side of this proxy card.
- After registering, you will receive a confirmation email and an email approximately 1 hour prior to the start of the meeting to the email address you provided during registration with a unique link to the virtual meeting.

Franchise Group, Inc.
2387 Liberty Way
Virginia Beach, VA 23456

proxy

This proxy is solicited by the Board of Directors for use at the Annual Meeting on May 4, 2021.

The shares represented by this proxy, when properly executed, will be voted as directed on the reverse side.

If no such directions are given, this proxy will be voted “FOR” all director nominees listed in Proposal 1 and “FOR” Proposals 2 and 3.

By signing the proxy, you revoke all prior proxies and appoint Brian R. Kahn, Eric Seeton and Tiffany McMillan-McWaters, and each of them with full power of substitution, to represent and to vote all of your shares that you are entitled to vote on the matters shown on the reverse side and any other matters which may properly come before the Annual Meeting and any adjournments or postponements thereof.

See reverse for voting instructions.