

**BIGLARI HOLDINGS INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of Biglari Holdings Inc. (the “Company”) has adopted the following guidelines to promote the effective governance of the Company. The Board will also review and amend these guidelines as it deems necessary or appropriate.

On behalf of the Company’s shareholder’s, the Board is responsible for overseeing the management of the business and affairs of the Company. The Board acts as the ultimate decision-making body of the Company, except on those matters reserved to or shared with the shareholders of the Company under the laws of Indiana.

**1. Director Qualifications**

In choosing directors, the Company seeks individuals with integrity, who possess business expertise and enterprise qualities that support an entrepreneurial culture. Furthermore, a board member must maintain a significant financial commitment to the Company’s stock on a long-term basis. The Company is required to elect a majority of directors who are independent. All references to “independent directors” in these guidelines are to directors who are independent according to the criteria for independence established by Section 303A of the New York Stock Exchange Listed Company Manual. The Board does not have limits on the number of terms a director may serve. The Board does not have any retirement or tenure policies that would limit the ability of a director to be nominated for reelection. The Governance, Compensation and Nominating Committee is responsible for nominating directors for election or reelection.

**2. Board Size and Committees**

Under the By-Laws of the Company, the Board has the authority to change its size, and the Board will periodically review its size as appropriate. The Board has two committees: (i) Audit, and (ii) Governance, Compensation and Nominating. The Audit, and Governance, Compensation and Nominating Committees each consist solely of independent directors. The Board may, from time to time, establish and maintain additional or different committees, as it deems necessary or appropriate.

**3. Voting Directors**

Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures. All of these procedures shall be completed within 90 days following certification of the shareholder vote.

The Qualified Independent Directors (as defined below) shall evaluate the best interest of the Company and its shareholders and shall decide on behalf of the Board the action to be taken with respect to such offered resignations, which can include: (i) accepting the resignation, (ii) maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withhold votes, (iii) resolving that the director will not be re-nominated in the future for election, or (iv) rejecting the resignation.

In reaching their decision, the Qualified Independent Directors shall consider all factors they deem relevant, including: (i) any stated reasons why shareholders withheld votes from such director, (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the director's tenure, (iv) the director's qualifications, (v) the director's past and expected future contributions to the Company, and (vi) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements.

Following the Board's determination, the Company shall promptly disclose publicly in a document furnished or filed with the SEC the Board's decision of whether or not to accept the resignation offer. The disclosure shall also include an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.

A director who is required to offer his or her resignation in accordance with this Section 3 shall not be present during the deliberations or voting whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by another director in accordance with this Section 3. Prior to voting, the Qualified Independent Directors will afford the affected director an opportunity to provide any information or statement that he or she deems relevant.

For purposes of this Section 3, the term "Qualified Independent Directors" means:

- (a) All directors who (1) are independent directors (as defined in accordance with the NYSE Corporate Governance Rules) and (2) are not required to offer their resignation in accordance with this Section 3.
- (b) If there are fewer than three independent directors then serving on the Board who are not required to offer their resignation in accordance with this Section 3, then the Qualified Independent Directors shall mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this Section 3 shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.

The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of shareholders.

#### **4. Director Responsibilities**

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders, and to conduct themselves in accordance with their duties of care and loyalty. Directors are expected to attend Board meetings and meetings of the committees on which they serve, and to spend the time needed to carry out their responsibilities as directors, including meeting as frequently as necessary to properly discharge those responsibilities. Directors are also expected to review in advance all materials for the meetings of the Board and the Committee(s) on which they serve.

## **5. Director Access to Management and Advisors**

Each director has full and free access to the officers and employees of the Company and its subsidiaries. The Board and each of its Committees has the authority to hire independent legal, financial or other advisors as it may deem to be necessary without consulting or obtaining the advance approval of any officer of the Company.

## **6. Board Meetings**

The Chairman of the Board is responsible for establishing the agenda for each Board meeting. Each director is free to suggest items for inclusion on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting.

## **7. Executive Session**

The non-management directors meet in regularly scheduled executive session (i.e., without directors who are members of management). The independent directors also meet in a separate executive session consisting solely of independent directors at least once a year. The presiding director at each executive session is chosen by the directors present at that meeting.

Kenneth R. Cooper was chosen to be the presiding director at each executive session during 2016.

## **8. Director Compensation**

Only directors who are neither an employee of the Company or a subsidiary nor a spouse of an employee receive compensation for serving on the Board. Changes in the form and amount of director compensation are determined by the full Board. The Board critically reviews any amounts that a director might receive directly or indirectly from the Company, as well as any charitable contributions the Company may make to organization with which a director is affiliated, in determining whether a director is independent. The Company will not be required to purchase directors' and officers' liability insurance for its directors or officers.

## **9. Orientation and Continuing Education**

All new directors receive an orientation from the Chief Executive Officer and are expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company does not maintain any formal orientation or continuing education programs.

## **10. Management Succession**

The Governance, Compensation and Nominating Committee is responsible for evaluation of the performance of the Company's Chief Executive Officer, setting his compensation and establishing policies regarding succession in the event of an emergency or the retirement, death or disability of the current Chief Executive Officer.

## **11. Annual Performance Evaluation**

The Governance, Compensation and Nominating Committee conducts an annual evaluation to determine whether the Board and its committees are functioning effectively and reports its conclusions to the Board. Each of the Audit Committee and the Governance, Compensation and Nominating Committee separately conducts an annual evaluation of its performance relative to the requirements of its Charter and reports its conclusions to the Board. The report to the Board may take the form of an oral report by the chairperson of the committee or any other member of the committee designated by the committee to make this report. The Board annually conducts a self-evaluation of its performance based in part on the reports of these two Committees.

## **12. Public Disclosure of Corporate Governance Policies**

The Company posts on its website copies of the current version of these guidelines, the Company's Code of Conduct and the charters of the Audit Committee and the Governance, Compensation and Nominating Committee of the Board, and discloses in its annual report that such information is available on its website or in print to any shareholder that requests it.

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