



Exhibit A

July 18, 2018

**By e-Mail**

Board of Directors  
Papa John's International  
c/o John B. Beckman, Esq.  
Hogan Lovells US LLP  
555 Thirteenth Street, NW  
Washington, DC 20004

**Registered Agent by Hand Delivery:**

Papa John's International, Inc.  
c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801

***Re: Demand To Inspect Books and Records of Papa John's International, Inc.  
Pursuant to 8 Del. C. § 220(d)***

Dear Sir or Madame:

I, John H. Schnatter, am a director of Papa John's International, Inc. (the "Company"). Pursuant to Section 220(d) of the General Corporation Law of the State of Delaware, I hereby demand (the "Demand") to inspect the following records and documents of the Company (the "Records") and to make copies or extracts therefrom:

1. Communications with and between Counsel to the Company and any officer or director of the Company from October 31, 2017 through the formation of the Special Committee at the July 15, 2018 meeting of the Board of Directors (the "July 15 Meeting") referring or relating to me. For purposes of this Demand, Counsel shall mean any outside counsel to the Company, including without limitation, Hogan Lovells US LLP, Gibson Dunn & Crutcher, LLP, in-house counsel to the Company, and any counsel representing any director in connection with such director's service on the Board of Directors (the "Board").

2. Communications between or among directors, and/or any director and Counsel from October 31, 2017 through the July 15 Meeting relating to the article on Forbes.com's website published on or about 5:00 a.m. on July 11, 2018 referring to me (the "Forbes Article").

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3. Communications between or among directors, and/or any director and Counsel from October 31, 2017 through the July 15 Meeting referring or relating to me.

4. Communications between or among directors and Counsel from October 31, 2017 through the July 15 Meeting referring or relating to Schnatter Group Arrangements as that term is defined in the resolutions adopted at the July 15 Meeting appointing the Special Committee (the "July 15 Resolutions").

5. Documents reflecting notice to me that the Independent Directors had retained separate legal representation in connection with their service on the Board. For purposes of this Demand, the term Independent Directors means Olivia F. Kirtley, Christopher L. Coleman, Laurette T. Koellner, Sonya E. Medina, and Mark S. Shapiro.

6. Communications between or among directors or officers, Counsel and/or Akin Gump LLP prior to the July 15 Meeting, including without limitations all drafts of the July 15 Resolutions and the Special Committee Charter.

7. Any engagement letter between the Independent Directors and Akin Gump LLP prior to formation of the Special Committee.

8. The engagement letter between the Special Committee and Akin Gump.

9. The minutes of all meetings of the Board and any committees thereof from October 31, 2017 through and including the July 15 Meeting.

10. All materials provided to the Independent Directors in connection with the July 15 Meeting.

11. The minutes of any meeting of the Special Committee.

12. All materials provided to the Special Committee in connection with the meeting of the Special Committee held on or about July 15, 2018.

13. Communications between or among directors and Counsel referring or relating to my membership on the Board from October 31, 2017 to the present.

14. All documents referring or relating to any allegations of sexual harassment or other sexual misconduct and innuendo by any member of the Board or any Section 16 officers including without limitation all communications received or sent by the Company or any officer or director of the Company referring or relating to such allegations.

15. All documents referring or relating to the Company's relationship with Laundry Service, including without limitation all communications between the Company, Laundry Service, Casey Wasserman, and/or any companies (including their employees) affiliated with Casey Wasserman and any engagement letter between the Company and Laundry Service.

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16. Any contracts, agreements or understandings between me and any of my affiliates and the Company.

17. Any settlement agreements or non-disclosure agreements involving me or my affiliates in the possession, custody or control of the Company.

The purpose of my demand is to inform myself so that I may fulfill my fiduciary duties and ensure that the other members of the Board are fulfilling their fiduciary duties as well. Delaware courts have repeatedly recognized that as a director of a Delaware corporation, I have “virtually unfettered access to the books and records of the corporation.” *E.g., McGowan v. Empress Entertainment, Inc.*, 791 A.2d 1, 5 (Del. Ch. 2000); *see also Kalisman v. Friedman*, 2013 WL 1668205, at \*3 (Del. Ch. Apr. 17, 2013) (quoting *Schoon v. Troy Corp.*, 2006 WL 1851481, at \*1 n.8 (Del. Ch. June 27, 2006) (“A director’s right to information is ‘essentially unfettered in nature’”). That right includes “equal access to board information.” *Moore Bus. Forms, Inc. v. Cordant Hldgs. Corp.*, 1996 WL 307444, at \*5 (Del. Ch. June 4, 1996). This right extends to emails and other electronically stored information on personal accounts or devices used to conduct the Company’s business. *Amalgamated Bank v. Yahoo! Inc.*, 132 A.3d 752, 793 (Del. Ch. 2016).


I have no objection to having the disclosure of requested information being made contingent upon a reasonable and mutually satisfactory confidentiality agreement.

The Company shall respond to this demand within the time provided by 8 *Del. C.* § 220.

I hereby authorize Glaser Weil and Bayard, P.A. and the partners, associates, employees or other persons designated by them, acting together, singly, or in combination, to conduct the inspection and copying herein demanded. Please advise Garland Kelley at Glaser Weil (310-282-6215) or Peter B. Ladig at Bayard, P.A. (302-429-4219) when the records will be made available.

Finally, this letter serves as notice of the obligation of the Company and the Independent Directors to take reasonable steps to preserve and maintain all hard copies and electronically stored information relevant to the issues described above. Failure to preserve relevant data may constitute spoliation of evidence, which may subject the Company or the Independent Directors to sanctions. We trust that the Company and the Independent Directors will preserve all relevant hard copy documents and electronically stored information. In the event of a dispute arising out of your failure to preserve documents, we will rely on this letter in court as evidence of our request and notice of your preservation obligations.

Very truly yours,



John H. Schnatter

John H. Schnatter

## Exhibit B

Blake Rohrbacher  
302-651-7847  
Rohrbacher@rlf.com

July 25, 2018

**BY EMAIL**

Peter B. Ladig, Esq.  
Bayard, P.A.  
600 North King Street, Suite 400  
Wilmington, DE 19899  
pladig@bayardlaw.com

**Re: Demand to Inspect Books and Records of  
Papa John's International, Inc.**

Dear Pete:

I represent the Special Committee (the "Committee") of the Board of Directors (the "Board") of Papa John's International, Inc. (the "Company"). The Committee has been delegated by the Board the authority to act on behalf of the Company in response to the July 18, 2018 letter from John H. Schnatter, seeking to inspect certain of the Company's books and records pursuant to 8 *Del. C.* § 220(d) (the "Demand"). The Committee has reviewed the Demand and believes that it does not comply with well-established Delaware law.<sup>1</sup>

First, the Company would be justified in rejecting the Demand in its entirety. Regardless of the breadth of a director's generalized right to information, "if it can be established that [a director's] motives are improper, or that they are in derogation to the interest of the corporation, then his right to inspect ceases to exist." *State ex rel. Farber v. Seiberling Rubber Co.*, 168 A.2d 310, 312 (Del. Super. Ct. 1961). Indeed, the Court of Chancery will reject a director's right to inspection when the director is acting with a self-interested motive and not—as the statute requires—acting for "a purpose reasonably related to the director's position as a director," 8 *Del. C.* § 220(d). *See, e.g., Schoon v. Troy Corp.*, 2006 WL 1851481, at \*1 (Del. Ch. June 27, 2006). The document requests set forth in the Demand make it clear that Mr. Schnatter is seeking documents to further his own self-interests, and not the best interests of the Company. This is particularly evident given the overbreadth of those document requests.

Second, the Demand seeks information belonging to the Committee, which was formed with the express purpose of addressing issues involving Mr. Schnatter. It is inappropriate for Mr. Schnatter to seek such information, since he lacks a proper purpose as a director to demand it, and much of that information would be privileged vis-à-vis Mr. Schnatter. *See, e.g., In re CBS Corp. Litig.*, 2018 WL 3414163, at \*4-5, \*7 (Del. Ch. July 13, 2018).

<sup>1</sup> Although this letter addresses certain deficiencies in the Demand, the Company expressly reserves all rights and objections to the Demand.





Peter B. Ladig, Esq.

July 25, 2018

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Finally, a number of the documents requested in the Demand (e.g., Request Nos. 5, 9, 16, and 17) are documents that should already be in Mr. Schnatter's possession. That Mr. Schnatter appears to have mislaid or lost these documents is concerning, given that many of them contain confidential information belonging to the Company.

Nevertheless, the Company is willing to provide Mr. Schnatter with certain documents. Specifically, the Company will provide the following upon Mr. Schnatter's entry into a "mutually satisfactory confidentiality agreement" (as stated in the Demand):

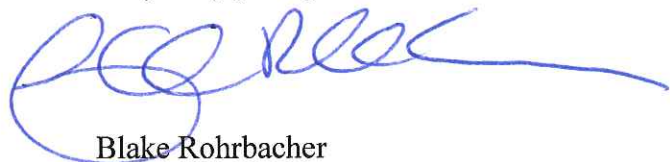
1. Documents posted to all Board members on the Board portal (which, as Mr. Schnatter should know, is how materials are provided to the Board as a whole) by Company counsel from October 31, 2017, to July 15, 2018, regarding the July 11, 2018 Forbes.com article and/or regarding Schnatter Group Arrangements.
2. The meeting notice for the July 15, 2018 Board meeting.
3. The draft and final resolutions provided to the Board regarding the Special Committee.
4. Final Board minutes and committee minutes—excluding the Committee's minutes—from October 31, 2017, through and including July 15, 2018.
5. Materials provided to all Board members on the Board portal in connection with the July 15, 2018 Board meeting.
6. Executed agreements between the Company and Laundry Service (and/or its affiliates).
7. Executed agreements between the Company and Mr. Schnatter.

\* \* \*

Given the significant number of documents sought in the Demand, it will take some time for the Company to compile the documents listed above. The Company will let you know when they are available for review.

If you have any questions about the Company's response, I am willing to discuss.

Very truly yours,



Blake Rohrbacher

cc: Garland A. Kelley, Esq. (GKelley@GlaserWeil.com)