

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Section 240.14a-12

**CARROLS RESTAURANT GROUP, INC.**

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

# Your **Vote** Counts!

CARROLS RESTAURANT GROUP, INC.

2023 Annual Meeting  
Vote by June 15, 2023  
11:59 PM ET



CARROLS RESTAURANT GROUP, INC.  
ATTN: ANTHONY E. HULL, VP/CO  
968 JAMES STREET  
SYRACUSE, NY 13203



V16600-P93686

## You invested in CARROLS RESTAURANT GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 16, 2023.**

### Get informed before you vote

View the Notice and Proxy Statement and 10-K Wrap online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 2, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 16, 2023  
9:00 A.M. EDT

Virtually at:  
[www.virtualshareholdermeeting.com/TAST2023](http://www.virtualshareholdermeeting.com/TAST2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect as Class II directors of Carrols Restaurant Group, Inc., the nominees below: <b>Nominees:</b>	
1a. Hannah S. Craven	✔ For
1b. Lawrence E. Hyatt	✔ For
1c. Alexander Sloane	✔ For
2. To approve, on an advisory basis, a resolution approving the compensation of the Company's Named Executive Officers, as described in the Proxy Statement under "Executive Compensation."	✔ For
3. To select, on an advisory basis, the frequency of the advisory vote on the compensation of the Company's Named Executive Officers.	1 Year
4. To approve the amendment and restatement of the Carrols Restaurant Group, Inc. 2016 Stock Incentive Plan, as amended.	✔ For
5. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the 2023 fiscal year.	✔ For
6. In their discretion, upon such other matters as may properly come before the meeting.	
The Annual Meeting of Stockholders will be held on Friday, June 16, 2023 at 9:00 A.M. EDT virtually at <a href="http://www.virtualshareholdermeeting.com/TAST2023">www.virtualshareholdermeeting.com/TAST2023</a> .	
These items of business are more fully described in the Proxy Statement. Only stockholders of record on April 20, 2023 may vote at the meeting or any adjournment thereof. To vote by internet, go to <a href="http://www.proxyvote.com">www.proxyvote.com</a> .	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".