

## **RP-3: CODE OF BUSINESS CONDUCT AND ETHICS**

**Issued 7/21/03**

**Revised 03/07/11**

### **POLICY AND INTRODUCTION**

It is Darden's policy is to operate within the letter and spirit of all applicable laws and regulations. Darden's core purpose is to nourish and delight everyone we serve, as supported by our core values of integrity and fairness, respect and caring, diversity, always learning – always teaching, being “of service”, teamwork and excellence. Darden expects each employee to reflect these core values, and exercise the highest levels of integrity, ethics, and objectivity in actions and relationships which may affect Darden, or where the employee represents or negotiates on behalf of Darden. Employees must not misuse the authority or influence of their positions in these relationships. When there is doubt as to whether an action is appropriate, or whether it will cause embarrassment to Darden or its reputation, it should be avoided.

Employees who violate this policy are subject to severe disciplinary action, including termination of employment. Employees who know of violations must immediately report them to their appropriate supervisor and business unit controller, or they are also subject to severe disciplinary action. Any employee who reports a violation or a potential violation may, to the extent legally possible, remain anonymous. There will be no “retaliation” against individuals who report violations. Any employee with a question about a potential violation of law or the interpretation of this policy should contact the General Counsel or the Senior Vice President, Internal Audit.

This policy must be regularly communicated to all officers, restaurant managers, and other employees as appropriate. Every employee also is responsible for communicating this policy to outsiders with whom they work who transact business with Darden. Darden will make this policy publicly available on its website to assist in this communication.

### **SCOPE**

This policy applies to all Darden employees, including all officers. Each employee is responsible for compliance with this policy by members of his or her immediate family and personal household, and employees who deal with outside parties are responsible for communicating this policy to them. As Darden employees, Darden's Chief Executive Officer (CEO) and senior financial officers, including the Chief Financial Officer (CFO) and principal accounting officer, are bound by the terms of this policy statement, but also are subject to specific policies set forth in the “Code of Ethics for CEO and Senior Financial Officers” attached as Appendix A. The members of Darden's Board of Directors are not subject to this Code, but instead are governed by the “Code of Business Conduct and Ethics for Members of the Board of Directors” that is attached as Appendix B.

#### **A. Conflicts of Interest**

Employees must avoid any conflict of interest with Darden. Whenever an employee believes a situation involves, or may reasonably be expected to involve, a conflict of interest with Darden, he or she should promptly advise Darden's General Counsel.

A “conflict of interest” occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interest of Darden. A conflict of interest can arise when an employee takes actions or has interests that may make it difficult to perform Darden's work objectively and effectively. Conflicts of interest also arise when an employee, or member of his or her family,

receives improper personal benefits as a result of the employee's position in Darden. This Code does not attempt to describe all possible conflicts of interest that could develop.

1. Relationships with Suppliers

- a. Relationships with suppliers of all goods and services to Darden must be on an "arms length" basis, reflecting a willing buyer and willing seller. Where possible, competitive bidding should be used, with supply decisions made on the basis of quality, price, availability and service. If the employee making the purchasing decision is a friend or relative of the supplier, or if the supplier is a former employee of Darden, the employee should disclose this information to the General Counsel before effecting the transaction.
- b. Neither employees nor members of their immediate families may use a Darden supplier for personal needs on other than an "arms length" basis.
- c. Gifts and Gratuities
  - i. Meetings with vendors or suppliers may include an aspect of entertainment, provided the entertainment is of reasonable value and occasional frequency. The nature of meetings and entertainment should always be in good taste and not in conflict with Darden's values. The employee should maintain detailed records of these contacts and the business nature of the discussions on the appropriate expense reporting forms or other journals or business calendars.
  - ii. No cash gift or gratuity or any kickback, free services or special favors from any vendor, supplier, contractor or agency may be solicited, requested or accepted. Gifts of a nominal value (defined as less than \$100) may be accepted provided they have not been solicited and are not being made in return for a special consideration or decision.
  - iii. Cabins, lodges, or other recreational retreat facilities owned or supplied by vendors, suppliers, contractors, or agencies may not be used for personal purposes, and under normal circumstances, employees should not accept invitations to attend major sporting or public events such as the Super Bowl, Masters golf tournament or Kentucky Derby if the employee's attendance is at substantial cost to suppliers and no significant business is expected to be conducted. Participation in supplier-sponsored seminars, meetings or activities at vendor-owned or supplied facilities and attendance at other smaller sporting events may be permitted with prior approval by the General Counsel.

2. Financial Interests

No employee or member of an employee's immediate family shall:

- a. own, directly or indirectly, any equity securities or partnership interests of a supplier or competitor, other than, for supplier or competitor companies traded on a major stock exchange, ownership of equity securities with a market value of less than \$100,000. Darden officers should refer to RP-15 for further limitations; or
- b. loan or borrow any money to or from a Darden supplier or competitor, or to or from officers or employees of a Darden supplier or competitor. Refer to RP-12 for loans or guarantees of loans to Darden vendors or suppliers.

3. Employment Relationships

No employee or member of an employee's immediate family shall:

- a. be an officer, member of the Board of Directors or partner of a Darden supplier or competitor; or
- b. be an employee of a Darden supplier or competitor, without the prior approval of Darden's General Counsel, who shall evaluate the potential conflict of interest based on the facts and circumstances of each case, except that:

- i. a member of the immediate family of any employee may be employed by a Darden supplier or competitor in a non-salaried, hourly position; and
- ii. a member of the immediate family of a Restaurant Employee may be employed by a Darden supplier or competitor in a non-officer, operations-related position, including as manager or general manager of another restaurant. "Restaurant Employee" for purposes of this section means any Darden employee working outside the Restaurant Support Center at a Darden restaurant, including restaurant managers, general managers, managing partners and Directors of Operations, but excluding Regional Vice Presidents of Operations, Senior Vice Presidents of Operations and other officers; and
- iii. a conflict of interest will not exist if a restaurant hourly employee is also employed, in a non-management capacity, at another restaurant company.

B. Corporate Opportunities

Employees are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with Darden. Employees owe a duty to Darden to advance its legitimate interests when the opportunity to do so arises. Further Darden policies concerning corporate opportunities are found in Darden's Policy Statements RP-16 "Suggestions and Ideas Submitted to the Company," and RP-19 "Intellectual Property."

C. Confidentiality

Employees must not disclose any Darden confidential or proprietary information or trade secrets to anyone, except as specifically authorized by management through Darden policies, or when disclosure is required by law. Confidential information includes all non-public information that might be of use to competitors, or harmful to Darden or its customers, if disclosed. Further Darden policies concerning confidentiality are found in Darden's Policy Statement RP-14 "Dissemination of Company Information."

D. Fair Dealing

Each employee should endeavor to deal fairly with Darden's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

E. Protection and Proper Use of Darden Assets

All employees should protect Darden's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Darden's profitability. All Darden assets should be used for legitimate business purposes.

F. Compliance with Laws, Rules and Regulations (Including Insider Trading Laws)

All employees must comply at all times with all applicable laws, rules and regulations, including insider trading laws. This Code does not attempt to describe all possible laws, rules and regulations that must be followed. Some of the more common laws, rules and regulations applicable to our business, however, are discussed below.

1. Antitrust Laws; Contacts with Competitors

No discussions, meetings, or arrangements with competitors are ever to be held on any subject that could possibly violate the antitrust laws, including laws related to price fixing, exclusive dealing, and others. It is the responsibility of each employee who has responsibility in areas affected by these laws to be sufficiently knowledgeable of the laws so as to avoid

violations. No employee is ever authorized to violate these laws, and any question regarding the legal validity of an action should be directed to the General Counsel.

2. Anti-Bribery and Anti-Corruption Laws

Employees are required to comply with all applicable anti-bribery and anti-corruption laws that govern Darden's operations in the countries where Darden conducts business. Such laws include the U.S. Foreign Corrupt Practices Act ("FCPA") and similar laws enacted by other countries. Generally, these laws prohibit any type of bribery, directly or indirectly, of individuals, companies or government officials to obtain some improper business advantage. Further, Darden policies concerning the FCPA are found in Darden's Policy Statement RP-26 "Foreign Corrupt Practices Act Compliance."

Employees that conduct business with government officials, whether in the United States or in a foreign country, must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. It is the responsibility of each employee who has responsibility in areas affected by these laws to be sufficiently knowledgeable of the laws so as to avoid violations. No employee is ever authorized to violate these laws, and any question regarding the legal validity of an action should be directed to the General Counsel.

3. Undisclosed Commissions, Kickbacks, Bribes, etc

No payment by an officer or employee which is in the nature of an undisclosed commission, kickback, or bribe to a third party for obtaining discretionary business, a contract, a competitive award, or otherwise bestowing a special favor is ever authorized by Darden. Likewise, no payment to any sales agent, consultant, or other independent third party with the intent or understanding that any part of such payment is to be used for any purpose or remitted to any other person or entity other than as described by the invoice or document supporting the payment is ever authorized by Darden. No deviation from this policy is authorized under any circumstance regardless of whether a payment may be legal under the laws of a foreign country.

This policy does not preclude the payment of minor gratuities or "tips" by employees in circumstances where the payments are permissible under local law. An example is a small payment given to clerks or similar governmental personnel to expedite paperwork, miscellaneous permits, etc., for which the delay in the performance could adversely affect normal business operations. The Company's General Counsel will determine, with the help of local experts, whether such payments are legal under local laws. No such payments may be made without the prior written approval of the General Counsel. In any case, however, care should be taken to ensure that the matter being expedited is being handled according to normal practice, regardless of whether a gratuity is paid. Any gratuities should be of insignificant amounts, both in total and in each instance, careful records of the payments should be maintained for audit purposes.

4. Political Contributions and Activities

Local, state, federal, and foreign laws vary as to the legality of contributing money or anything of value to any political party or organization, or to any candidate for public office. Darden's policy is to consider approval of Darden funds for political contributions in those localities where such contributions are legal. Darden employees may not provide anything of value on behalf of the company (i.e. gift cards, restaurant meals or travel reimbursement) to any elected officials or government employees without prior approval of the Senior Vice President, Government and Community Affairs. The Senior Vice President, Government and Community Affairs shall coordinate all political contributions for the Company, including all of its domestic and foreign business units, obtaining the prior written approval of the General Counsel.

Darden encourages employees to be active participants in public affairs, to vote, and to support the party and candidates of their choice. Employees who choose to seek or hold public office, either by election or appointment, should consider any potential for actual or apparent conflict of interest, and should disclose their intentions to their supervisor in advance. If an employee or supervisor has any question about the propriety or legality of an action related to political activity or support, the General Counsel and Senior Vice President, Government and Community Affairs should be consulted.

5. Other Laws, Rules and Regulations.

Other laws, rules and regulations of particular relevance to Darden are covered in detail in other Darden policy statements, including in particular:

- a. RP-2 “Employment and Job Opportunities”;
- b. RP-6 “Environmental Protection”;
- c. RP-7 “Food Regulations”;
- d. RP-8 “Food Recall and Destruction”;
- e. RP-14 “Dissemination of Company Information”;
- f. RP-15 “Insider Trading”;
- g. RP-16 “Suggestions and Ideas Submitted to the Company”;
- h. RP-19 “Intellectual Property”;
- i. RP-20 “Records Retention”;
- j. RP-22 “Electronic Communications”;
- k. RP-23 “Non-Discrimination and Non-Harassment”; and
- l. RP-26 “Foreign Corrupt Practices Act Compliance”.

G. Reporting of Illegal or Unethical Behavior

Darden encourages the reporting of any illegal or unethical behavior. Employees should consult supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. In addition, employees should report violations of laws, rules, regulations or the Code of Business Conduct and Ethics to appropriate personnel as indicated below. It is Darden’s policy not to allow retaliation for reports made in good faith. The Sarbanes-Oxley Act of 2002 also specifically prohibits any publicly traded company like Darden, or any of its employees, from discriminating against an employee who reports fraud in violation of a rule or regulation of the Securities and Exchange Commission or any provision of Federal law regarding fraud against shareholders.

Darden has a Dispute Resolution Program in place to address employee questions and complaints on a variety of Darden and employee-related issues. A cornerstone of that program is the Open Door Policy, where employees are encouraged to speak to their direct supervisor or manager about their problem or concern. If the employee is unable or uncomfortable speaking to their direct supervisor, they are encouraged to speak to their senior member of management, the Darden Senior Vice President of Human Resources, or the appropriate Employee Relations department. To encourage reporting, appropriate confidential, toll-free hotline phone numbers for each restaurant concept and the Restaurant Support Center are communicated through posters located in all restaurants and through other means. The applicable phone numbers and methods of communicating them to employees are listed on Appendix C.

Darden has adopted a special “Employee Complaint Procedure for Accounting and Auditing Matters,” which is attached as Appendix D. Any employee of Darden may submit a good faith complaint regarding accounting or auditing matters to the management of Darden using these procedures without fear of dismissal or retaliation of any kind.

Darden also has adopted rules establishing standards of professional conduct for attorneys who appear and practice before the Securities and Exchange Commission on our behalf. These rules require in-house and outside attorneys to report evidence of a material violation of securities laws or breach of fiduciary duty or similar violation by Darden or its directors, officers, employees or agents up the ladder within Darden to the General Counsel; and if he or she does not respond appropriately to the evidence, the attorney must report the evidence to the Audit Committee of our Board of Directors. A copy of the complete "Policy Regarding Compliance with SEC Attorney Conduct Rules" is attached as Appendix E.

Darden's Internal Audit department also administers the corporate annual employee representation letter process regarding conflicts of interest, insider trading, violations of law, political contributions and sexual harassment and discrimination via the online Darden Virtual Policy Center. All exempt Restaurant Support Center employees, including divisional office exempt personnel, complete a corporate annual employee representation letter. The annual representation letters for restaurant management employees and directors of operations regarding conflicts of interest, harassment and discrimination are distributed and collected by the respective concept Employee Relations departments. During the representation letter process, employees are advised to report any potential violations of policy to the Senior Vice President, Internal Audit or the General Counsel in writing or by calling telephone numbers listed on the cover memo.

H. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code as regards actions by executive officers may be made only by the Board of Directors or a Board committee and must be disclosed promptly to Darden's shareholders as may be required by applicable Securities and Exchange Commission rules or New York Stock Exchange listing standards.

I. Failure to Comply; Compliance Procedures

A failure by any employee to comply with the laws or regulations governing Darden's business, this Code or any other Darden policy or requirement may result in disciplinary action, including termination of employment, and, if warranted, legal proceedings.

J. Other

Practices relating to this policy are also covered in greater detail in Darden's other Policy Statements, Controller Memorandums and the Employee Handbook.

## APPENDIX A

### DARDEN RESTAURANTS, INC. CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

The Company has a Code of Business Conduct and Ethics that includes provisions relating to honest and ethical conduct, including the handling of actual or apparent conflicts of interest and compliance with applicable laws, rules and regulations. The Code of Business Conduct and Ethics applies to all Company employees. As a supplement to that Code, the Company's Chief Executive Officer (CEO), and the Company's Chief Financial Officer (CFO), principal accounting officer, controller and persons performing similar functions ("Senior Financial Officers"), are subject to the following additional specific policies:

1. The CEO and all Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission. Accordingly, it is the responsibility of the CEO and each Senior Financial Officer promptly to bring to the attention of the Company's Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the Company's Disclosure Committee in fulfilling its responsibilities as specified in its Charter.
2. The CEO and each Senior Financial Officer shall promptly bring to the attention of the Disclosure Committee and the Audit Committee of the Company's Board of Directors any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The CEO shall promptly bring to the attention of the General Counsel, and each Senior Financial Officer shall promptly bring to the attention of the General Counsel or the CEO, and to the Audit Committee any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
4. The CEO and each Senior Financial Officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Business Conduct and Ethics or of these additional procedures.

5. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or of these additional procedures by the CEO and the Company's Senior Financial Officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.
6. The Company will disclose the nature of any amendment (other than technical, administrative or other non-substantive amendments) to, or waiver or implicit waiver from, this Code of Ethics for the Company's CEO and Senior Financial Officers as may be required by applicable rules of the Securities and Exchange Commission or New York Stock Exchange listing standards.

July 21, 2003

## APPENDIX B

### DARDEN RESTAURANTS, INC. CODE OF BUSINESS CONDUCT AND ETHICS FOR MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors (the "Board") of Darden Restaurants, Inc. (the "Company") has adopted this Code of Business Conduct and Ethics for members of the Board of Directors (the "Code "). This Code is intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each director must comply with the letter and spirit of this Code.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Nominating and Governance Committee, who may consult with the rest of that Committee or with inside or outside legal counsel as appropriate.

Directors who also serve as officers of the Company should read this Code in conjunction with the Company's employee Code of Business Conduct and Ethics.

#### **CONFLICTS OF INTEREST**

Directors must avoid any conflicts of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chairman of the Board or the Chairman of the Nominating and Governance Committee.

A "conflict of interest" can occur when a director's personal interest is adverse to – or may appear to be adverse to – the interests of the Company. Conflicts of interest also arise when a director, or a member of his or her immediate family,<sup>1</sup> receives improper personal benefits as a result of his or her position as a director of the Company.

This Code does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts from which directors must refrain, however, are set out below.

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<sup>1</sup> New York Stock Exchange Rule 303A(2)(b) defines "immediate family" to include a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who share such person's home.

- *Relationship of Company with third-parties.* Directors may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- *Compensation from non-Company sources.* Directors may not accept compensation (in any form) for services performed for the Company from any source other than the Company.
- *Gifts.* Directors and members of their families may not accept gifts from persons or entities who deal with the Company in any case where the gift has a value beyond what is normal and customary courtesy in the Company's business, or where acceptance of the gift could create the appearance of a conflict of interest.

## **CORPORATE OPPORTUNITIES**

Directors are prohibited from: (a) taking for themselves personally opportunities related to the Company's business; (b) using the Company's property, information, or position for personal gain; or (c) competing with the Company for business opportunities, *provided, however*, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director may do so.

## **CONFIDENTIALITY**

Directors should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to the Company.

## **PROTECTION AND PROPER USE OF COMPANY ASSETS**

Directors must protect the Company's assets and ensure their efficient use. Theft, loss, misuse, carelessness and waste of assets have a direct impact on the Company's profitability. Directors must not use Company time, employees, supplies, equipment, tools, buildings or other assets for personal benefit without prior authorization from the chairman of the Nominating and Governance Committee or as part of a compensation or expense reimbursement program available to all directors.

## **FAIR DEALING**

Directors shall deal fairly and oversee fair dealing by employees and officers with the Company's directors, employees, customers, suppliers and competitors. No director should take unfair advantage of any such persons through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.

## **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Directors shall comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including insider trading laws. Transactions in Company securities are governed by the Company's Restaurant Policy Statement RP-15 on Insider Trading.

## **WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS**

Any waiver of this Code may be made only by the Board or a Board committee and must be promptly disclosed to the Company's shareholders.

## **ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR**

Directors should promote ethical behavior and take steps to ensure the Company: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or the Company's employee Code of Business Conduct and Ethics to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

## **FAILURE TO COMPLY; COMPLIANCE PROCEDURES**

A failure by any director to comply with the laws or regulations governing the Company's business, this Code or any other Company policy or requirement may result in removal from the Board of Directors , and, if warranted, legal proceedings.

Directors should communicate any suspected violations of this Code promptly to the Chairman of the Board or the Chairman of the Nominating and Governance Committee. Alleged violations will be investigated by the Board or by the Board's designee(s) and appropriate action will be taken in the event of any violations of the Code.

Approved by Board of Directors July 21, 2003

## APPENDIX C

### DARDEN RESTAURANTS, INC.

#### HOTLINE NUMBERS\*

<b>Restaurant Concept/ Functional Area</b>	<b>Toll Free Numbers</b>	<b>Methods of communicating toll-free numbers**</b>
Red Lobster	(800) 932-2558 (Employee Relations) (800) 562-7837 (Guest Relations) (800) 817-3171 (Dispute Resolution Program)	Red Lobster Website; Restaurant Postings; Restaurant Support Center (RSC) Postings; Management & Crew Handbooks; New Hire Orientations
Olive Garden	(800) 932-2558 (Employee Relations) (800) 331-2729 (Guest Relations) (800) 817-3171 (Dispute Resolution Program)	Olive Garden Website; Restaurant Postings; Management & Hourly Handbooks; New Hire Orientation
LongHorn Steakhouse	(800) 932-2558 (Employee Relations) (407) 245-4835 (Guest Relations) (800) 817-3171 (Dispute Resolution Program)	Restaurant Postings; Management & Hourly Handbooks; New Hire Orientation
The Capital Grille	(800) 932-2558 (Employee Relations) (800) 817-3171 (Dispute Resolution Program)	Restaurant Postings; Management & Hourly Handbooks; New Hire Orientation
Bahama Breeze	(800) 932-2558 (Employee Relations) (866) 475-5666 (Guest Relations) (800) 817-3171 (Dispute Resolution Program)	Restaurant Postings; New Hire Orientation
Seasons 52	(800) 932-2558 (Employee Relations) (866) 475-5666 (Guest Relations) (800) 817-3171 (Dispute Resolution Program)	Restaurant Postings
Restaurant Support Center	No Toll Free Number Available (407) 245-4201 (Darden HR)	RSC Postings
Corporate Security	No Toll Free Number Available (407) 245-4533	

\* For information concerning the employee complaint procedure for accounting and auditing matters, see Appendix D.

\*\* In addition to posting with the Code of Business Conduct and Ethics on the main Darden website and DiSH.

Updated December 9, 2011

## APPENDIX D

### DARDEN RESTAURANTS, INC. ACCOUNTING AND FINANCIAL REPORTING HOTLINE PROCEDURE

Any employee of Darden Restaurants, Inc. or any of its subsidiaries (collectively, the “Company”) may submit a good faith complaint regarding accounting or financial reporting matters to Company management without fear of dismissal or retaliation of any kind. The Company is committed to compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee of the Company’s Board of Directors will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee complaints, the Company’s Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, financial reporting, internal accounting controls, or auditing matters (“Accounting Matters”) and (2) the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters. Concerns not involving Accounting Matters may be directed to the Company’s hotline numbers indicated on Appendix C to the Company’s Code of Business Conduct and Ethics.

#### **HOW TO SUBMIT CONCERNS ABOUT ACCOUNTING MATTERS**

- Employees may report concerns regarding Accounting Matters through the SilentWhistle system offered by Allegiance, Inc., the outside third-party service engaged by the Company to handle submissions on a confidential and anonymous basis. You may submit a concern at any time, 24 hours a day, by either:

The Internet at: [Darden.SilentWhistle.com](http://Darden.SilentWhistle.com)

Or

Calling toll-free: 888-400-4515

#### **SCOPE OF MATTERS COVERED BY THESE PROCEDURES**

These procedures relate to employee complaints relating to any questionable accounting or financial reporting matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any Company financial statement;
- fraud or deliberate error in the recording and maintaining of the Company’s financial records;
- deficiencies in or noncompliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the Company’s financial records, financial reports or audit reports; or
- deviation from full and fair reporting of the Company’s financial condition.

## **TREATMENT OF COMPLAINTS**

- Upon receiving a complaint, Allegiance/SilentWhistle will (i) forward the matter to the Chairman of the Company's Audit Committee and the Company's General Counsel on a completely anonymous basis, and (ii) when possible, if the sender has elected to provide a means, acknowledge receipt of the complaint to the sender.
- The General Counsel, in consultation with the Chair of the Audit Committee, will determine whether the complaint actually pertains to Accounting Matters.
- Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel, Vice President Internal Audit or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained at all times, and if further communication with the complainant is necessary to conduct an adequate review, such communication will be made through the Allegiance/SilentWhistle system. Complaints not relating to Accounting Matters will be handled through the Company's other hotline procedures for addressing employee or guest concerns.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of the employee in making a good faith complaint regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

## **REPORTING AND RETENTION OF COMPLAINTS AND INVESTIGATIONS**

The General Counsel will maintain a log of all complaints, tracking their receipt, investigation and resolution and prepare a periodic summary report for the Audit Committee. Copies of complaints and the log will be maintained in accordance with the Company's document retention policy.

Approved by Audit Committee of Board of Directors June 18, 2003

Amended by the Audit Committee of the Board of Directors on December 13, 2007

## **APPENDIX E**

### **DARDEN RESTAURANTS, INC. POLICY REGARDING COMPLIANCE WITH SEC ATTORNEY CONDUCT RULES**

#### **INTRODUCTION AND SCOPE**

As required by Section 307 of the Sarbanes-Oxley Act of 2002, the Securities and Exchange Commission (the "SEC") has adopted rules establishing standards of professional conduct for attorneys who "appear and practice" before the SEC on behalf of issuers. These rules require in-house and outside attorneys to report evidence of a "material violation" of securities laws or breach of fiduciary duty or similar violation by the company or its directors, officers, employees or agents "up the ladder" within the company to the chief legal counsel or chief executive officer; and, if they do not respond appropriately to the evidence, requiring the attorney to report the evidence to the audit committee, another committee of independent directors, or the full Board of Directors. The rules are designed to protect investors and increase their confidence in public companies by ensuring that attorneys who work for those companies respond appropriately to evidence of material misconduct.

Darden Restaurants, Inc. ("Darden") takes these rules very seriously, and the Legal Department has adopted the following policy to help our attorneys understand and comply with the rules. All Darden attorneys who are "appearing and practicing" before the Securities and Exchange Commission, as such phrase is defined in the applicable rules, are subject to and must comply with this policy. The definition of "appearing and practicing" before the SEC is quite broad, and includes, among other things, "transacting any business with the Commission, including communications in any form." This typically will include attorneys who participate in SEC litigation and attorneys who are involved in preparing the Company's SEC disclosures. Because the definition of "appearing and practicing" raises difficult interpretive questions, however, any Darden attorneys who are unsure whether the rules apply to them should assume that they are covered and should report and take the other steps as required by this policy. Ultimately, the General Counsel will make the determination of whether a reporting attorney is appearing and practicing before the SEC.

#### **THE CONSEQUENCES; NON-RETALIATION**

Compliance with the SEC rules and this policy is mandatory. Failure to comply may be grounds for discipline by Darden, up to and including termination, and may subject the non-compliant attorney to SEC enforcement action. Darden will conduct regular training sessions on this policy for current and newly hired attorneys and will provide all attorneys, regardless of whether they are "appearing and practicing" before the SEC, with a copy of this policy. No attorney may be disciplined, reprimanded, dismissed or otherwise penalized for complying in good faith with the SEC rules or this policy. An attorney formerly employed or retained by Darden who believes that he or she was discharged for making a report should notify Darden's Board or any committee of the Board.

#### **MATERIAL VIOLATIONS**

The SEC rules require appearing and practicing attorneys to report up the ladder evidence of any "material violation" by the company or a director, officer, employee or agent of the company of which such attorneys become aware. The term "material violation" includes a material violation of U.S. federal or state securities law (including but not limited to laws requiring timely, complete and accurate disclosure of all material information about Darden in our annual and quarterly reports on Form 10-K and Form 10-Q); a material breach of a fiduciary duty under U.S. federal or state law (including but not limited to

misfeasance, nonfeasance, abdication of duty, abuse of trust, approval of unlawful actions, and violations of the duties of care and loyalty under Florida law, the state in which Darden is incorporated), or a similar material violation of any U.S. federal or state law. This definition requires difficult judgments. For this reason, Darden attorneys should not attempt to determine whether a particular violation is covered by the SEC rules. If an attorney becomes aware of any credible evidence that a violation of law or breach of fiduciary duty has occurred, is ongoing or is about to occur by the company or one of its officers, directors, employees or agents, the attorney must report that violation up the ladder to the General Counsel.

## **REPORTING OBLIGATIONS**

Any Darden attorney who becomes aware of evidence of a material violation, either directly or indirectly, should report that evidence to the General Counsel. In addition, a supervisory attorney must take reasonable efforts to ensure that a subordinate attorney complies with this reporting requirement, and must comply with this reporting requirement himself if a subordinate attorney reports evidence of a material violation to the supervisory attorney. The SEC rules require reporting attorneys to report evidence of material violations up the ladder to the General Counsel, or to both the General Counsel and the Chief Executive Officer. It is Darden's policy that such reports be made only to the General Counsel. If an attorney reasonably believes that reporting to the General Counsel would be futile (e.g., if the General Counsel is or may be involved in the perceived wrongdoing), then the attorney may report to the Audit Committee of Darden's Board of Directors. Reports of material violations should be made *by telephone or in person; they should not be made in writing or by electronic mail or voice-mail.* (See "Confidentiality and Records" below.) To report evidence of a material violation, an attorney should contact the General Counsel as soon as possible, but no later than three business days after becoming aware of the evidence. Reports made more than three business days after becoming aware of evidence of a material violation will be considered a violation of this policy.

## **ASSESSMENT OF REPORTS**

### **A. General Counsel Assessment**

The General Counsel must assess evidence of material violations and decide on an appropriate response. When the General Counsel receives a report from an in-house or outside attorney (see Section VIII below) regarding evidence of a material violation, or otherwise becomes aware of such evidence, she must evaluate the evidence to determine whether a "material violation" contemplated by the SEC rules has occurred, is ongoing or is about to occur. If the General Counsel determines that no material violation exists, she must notify the reporting attorney or outside attorney and advise him or her of the basis for that determination, with, in the case of a reporting attorney who does not report directly to the General Counsel, a copy to the reporting attorney's supervisory attorney. If the General Counsel concludes that a material violation covered by the SEC rules exists, she must: (1) take all reasonable steps to cause Darden to adopt an appropriate response; and (2) advise the reporting attorney of that response within a reasonable time. The General Counsel is entitled to exercise her discretion in deciding how to respond, including with respect to the use of in-house counsel or the retention of outside counsel to investigate the evidence and recommend an appropriate response. If the General Counsel decides to use or retain in-house or outside counsel to investigate evidence of a material violation, she must obtain consent from the Board of Directors in order for such actions to be deemed an "appropriate response," as discussed below.

### **B. Reporting Attorney Assessment**

An attorney who reports evidence of a material violation to the General Counsel is responsible for assessing the General Counsel's response (as reported to the attorney by the General Counsel) to determine whether it is an "appropriate response" under the SEC rules and consider the need for further action. An appropriate response is one that leads the reporting attorney reasonably to believe: (1) that no material violation exists; (2) that Darden has adopted appropriate remedial measures; or (3) that

Darden, with the consent of the Board of Directors, has directed an attorney to review the evidence and either has substantially implemented any remedial recommendations made by the attorney or has been advised that the attorney may assert a “colorable defense” on behalf of Darden (or Darden's agent) in a proceeding relating to the evidence. If the reporting attorney believes that the General Counsel has provided an appropriate response within a reasonable time, the attorney is not obligated to take any additional action under the SEC rules.

### **C. Appropriate Response Not Provided Within a Reasonable Time**

If the reporting attorney concludes that the General Counsel has not provided an appropriate response within a reasonable time, the attorney must report the evidence to the Audit Committee of Darden's Board of Directors. The Audit Committee will then be required to advise the reporting attorney of its response. If, after reporting the evidence to the Audit Committee and being advised of its response, the reporting attorney believes that Darden still has not provided an appropriate response within a reasonable time, the reporting attorney must explain his or her reasons to the General Counsel, Darden's Chief Executive Officer and the Audit Committee, with a copy to the reporting attorney's supervisory attorney, if he or she does not report directly to the General Counsel.

## **CONFIDENTIALTY AND RECORDS**

Subject to their general ethical obligations, Darden attorneys should not make public their reports under the SEC rules or take any other action that breaches company confidences or that might be viewed as a waiver of the attorney-client privilege. Any attorney who has questions about this policy should consult with the General Counsel. The final SEC rules do not require documentation of reports and responses. It is Darden's policy that reports pursuant to this policy be made by telephone or in person (see Section IV above), and not in writing or by email. The General Counsel and any attorney who reports evidence of a violation under the SEC rules must then make a very brief written record documenting that a report was made, providing a very brief description of the nature of the report, and noting whether a response was received. If a reporting attorney has any questions regarding the scope of this requirement, they should consult with the General Counsel.

## **QUALIFIED LEGAL COMPLIANCE COMMITTEE**

The SEC rules permit Darden's Board of Directors to form a Qualified Legal Compliance Committee ("QLCC") or to designate the Audit Committee or another committee of the Board as a QLCC for the purpose of receiving, retaining and considering any report of evidence of a material violation. As of the date of this policy, Darden's Board has not formed or designated a QLCC. If the Board takes such action, Darden will inform all of its attorneys and revise this policy to reflect certain alternative procedures for reports to, and investigations by, the QLCC.

## **APPLICATION TO OUTSIDE LAW FIRMS**

Darden's outside law firms that have attorneys who appear and practice before the SEC are expected to comply fully with the SEC rules and this policy by making appropriate reports to Darden's General Counsel of evidence of a material violation. Every Darden attorney who retains outside counsel on behalf of the company must make reference to this policy in engagement letters and indicate that a copy of this policy is available on Darden's website. Provisions to this effect have been added to Darden's standard engagement letter for outside counsel.

## **ATTORNEYS RETAINED TO INVESTIGATE VIOLATIONS**

In-house or outside attorneys who are directed by the General Counsel to investigate evidence of a material violation or to defend Darden in litigation relating to such evidence are subject to different standards than those set forth above. An attorney directed by the General Counsel to investigate evidence of a material violation has no obligation to report that evidence under the SEC rules if: (1) the

attorney reports the results of the investigation to the General Counsel; and (2) except where the attorney and the General Counsel reasonably believe that no material violation exists, the General Counsel reports the results of the investigation to Darden's Board of Directors or a committee of independent directors. Similarly, an attorney directed by the General Counsel to assert a colorable defense on behalf of Darden or its agent in an administrative or judicial proceeding relating to evidence of a material violation has no reporting obligations if the General Counsel provides to the Board or a committee of independent directors reasonable and timely reports on the progress and outcome of the proceeding.

July 21, 2003