



LEAD DIRECTOR AND SHAREHOLDER COMMUNICATION PROCEDURES

The Corporation's non-employee directors have designated Odie C. Donald, a non-employee director, to serve as Lead Director to chair the Board's executive sessions of non-employee directors pursuant to the paragraph "Meetings of Non-Employee Directors; Lead Director" in the Corporation's Corporate Governance Guidelines.

The Corporation believes that communication between the Board, stockholders and other interested parties is an important part of the Corporation's corporate governance process. To this end, the Board provides a process for shareholders to send communications to the Board, any individual director or the non-management directors as a group, through the Lead Director. Communications may be sent in writing or by email to:

Odie C. Donald, Lead Director
Darden Restaurants, Inc.
c/o Teresa Sebastian, Senior Vice President,
General Counsel and Secretary
1000 Darden Center Drive
Orlando, FL 32837
Email: leaddirector@arden.com

The non-employee directors have established the following procedures for the Corporate Secretary to follow in dealing with all direct communications, including if and when such communications should be shared with the Corporation's management:

- A. The Corporation's Corporate Secretary will act as agent for the Lead Director in facilitating direct communications to the Board.
- B. In their capacity as agent, the Corporate Secretary may review, sort and summarize the communications. The Corporate Secretary will not, however, "filter out" any direct communications from being presented to the Lead Director without instruction from the Lead Director, and in such event, any communication that has been filtered out will be made available to any non-employee director who asks to review it. The Corporate Secretary will not make independent decisions with regard to what communications are forwarded to the Lead Director.
- C. The Lead Director and non-employee directors have instructed the Corporate Secretary to:
 1. Refer good faith allegations of improper accounting, internal controls or auditing matters affecting the Corporation to the General Counsel for processing in accordance with the Employee Complaint Procedure for Accounting and Auditing Matters that was approved by the Audit Committee;
 2. Refer good faith allegations of other improper conduct affecting the Corporation to the Lead Director;
 3. Refer questions or comments concerning the Corporation's general corporate governance to the Lead Director; and
 4. Refer all other questions regarding restaurant/food issues, human resources, or other similar concerns to the appropriate department in the Corporation for response.

- D. The Corporate Secretary will send a reply to the sender of each communication acknowledging receipt of the communication.
- E. The content of the communication will be shared with the Corporation's management only if deemed appropriate by the Lead Director.
- F. It is the policy of the Corporation as stated in its Code of Business Conduct and Ethics not to allow retaliation for reports made in good faith. In addition, the Sarbanes-Oxley Act of 2002 specifically prohibits the Corporation 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.

Approved by the Board of Directors, including all independent directors: March 25, 2004