

PUBLIC RESPONSIBILITY COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

COMPOSITION AND MEETINGS

The Public Responsibility Committee is a committee of the Board of Directors that shall consist of at least three members of the Board of Directors, all of whom in the judgment of the Board shall be independent in accordance with the New York Stock Exchange listing standards and the Company's Corporate Governance Guidelines.

The members of the Public Responsibility Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. The Board may, upon recommendation by the Nominating and Governance Committee, remove any Public Responsibility Committee member at any time with or without cause.

The Public Responsibility Committee shall meet at least two times annually, or more frequently as circumstances dictate. Meetings may be called by the Chairman of the Committee, the Chairman of the Board, or Chief Executive Officer. The Committee shall operate pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waivers of notice, the number of Committee members required to take actions at meetings and by written consent, and other related matters. The Committee shall maintain minutes of its meetings and report its findings to the Board after each Committee meeting. The Committee shall have authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.

PURPOSE

The purpose of the Public Responsibility Committee is to review the policies, practices and positions on public issues of significance to the Corporation and the Darden Restaurants, Inc. Foundation to assure that they are consistent with social and legal obligations to employees, consumers, shareholders and society.

Except as otherwise required by applicable laws, regulations or listing standards, all major decisions are considered by the Board of Directors as a whole.

DUTIES AND RESPONSIBILITIES

The Public Responsibility Committee is responsible for:

- A. Reviewing the Corporation's key public policy positions.
- B. Reviewing the Corporation's actions in furtherance of its corporate social responsibility, with emphasis on:
 - 1. the physical and social environment;
 - 2. the status of women, racial and ethnic minorities and disadvantaged persons; and
 - 3. the ethical standards of the Corporation.
- C. Identifying and reviewing key trends in legislation, regulation, litigation, and general public debate in order to determine whether the Corporation should consider additional corporate social responsibility actions.
- D. Reviewing the impact of Corporation procedures, processes and positions on employees, consumers, citizens and communities, especially with respect to environmental, health and safety issues.

- E. Reviewing the manner in which the Corporation conducts its public policy and government relations activities.
- F. Reviewing the Corporation's and the Darden Restaurants, Inc. Foundation's support of charitable, educational and business organizations.

OTHER DUTIES

- A. Annually evaluating the performance of the Public Responsibility Committee and this Charter.
- B. Undertaking such additional activities within the scope of its primary functions as the Committee or the Chairman of the Board may from time to time determine.

ADDITIONAL RESOURCES

To assist and advise the Committee in connection with its responsibilities, the Public Responsibility Committee shall have access to the Corporation's internal staff and may hire independent experts, lawyers and other consultants. The Committee shall have the sole authority to approve any such firm's fees and other retention terms. The Committee shall keep the Chairman of the Board advised as to the general range of anticipated expenses for outside consultants.

Adopted: May 25, 1995

Amended and restated: June 15, 2004