

**DARDEN RESTAURANTS, INC.
POLICY STATEMENT**

CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

Number **RP-33**
Effective 3/07/2011
Revised 6/20/2018

The Company has a Code of Conduct 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 Conduct 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 and each Senior Financial Officer should avoid actual or apparent conflicts of interest. A conflict of interest may arise when an individual's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole. A conflict situation may arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company duties objectively and effectively. Private interests may include, but are not limited to, outside activities, financial or other business interests, personal or charitable relationships or political interests or offices. Conflicts of interest may also arise if an employee, officer or director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position with the Company, including loans or guarantees of obligations. The Company expects the CEO and each Senior Financial Officer to adhere to honest and ethical conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

The CEO and each Senior Financial Officer shall promptly bring to the attention of the General Counsel or the CEO and the Audit Committee any information he or she may have concerning any violation of the Company's Code of Conduct or this Code of

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.
5. The CEO and each Senior Financial Officer should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. They should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice, or permit any employees to do so.
6. Only the Board of Directors or a Committee thereof may approve a waiver from any provision of this Code of Ethics. 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, the Code of Conduct or 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.
7. 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 Conduct or of this Code of Ethics 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 Conduct and to this Code of Ethics, 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.

June 20, 2018