



SHAREHOLDER COMMUNICATION PROCEDURES

The Board of Directors of Darden Restaurants, Inc. (“Darden” or the “Company”) has designated Charles M. Sonsteby, a non-employee director, to serve as Chairman of the Board of Directors (the “Board”).

The Company believes that communication between the Board, shareholders and other interested parties is an important part of the Company’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 Independent Chairman. Communications may be sent in writing or by email to:

Charles M. Sonsteby, Chairman
Darden Restaurants, Inc.
c/o Matthew R. Broad
Corporate Secretary
1000 Darden Center Drive
Orlando, FL 32837
Email: chairman@darden.com

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

- A. The Corporate Secretary of the Company will act as agent for the Independent Chairman in facilitating direct communications to the Board.
- B. In his capacity as agent, the Corporate Secretary of the Company may review, sort and summarize the communications. He will not, however, “filter out” any direct communications from being presented to the Independent Chairman without explicit instruction from the Independent Chairman, 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 of the Company will not make independent decisions with regard to what communications are forwarded to the Independent Chairman.
- C. The Independent Chairman and non-employee directors have instructed the Corporate Secretary of the Company to:
 1. Refer good faith allegations of improper accounting, internal controls or auditing matters affecting the Company to the Audit Committee;
 2. Refer good faith allegations of other improper conduct affecting the Company to the Independent Chairman;
 3. Refer questions or comments concerning the Company’s general corporate governance to the Independent Chairman; and
 4. Refer all other questions regarding restaurant/food issues, human resources, or other similar concerns to the appropriate department in the Company for response.
- D. The Corporate Secretary of the Company 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 Company's management only if deemed appropriate by the Independent Chairman.

- F. It is the policy of the Company 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 Company 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
Revised: November 11, 2014