

## **RP-29: CIVIC ENGAGEMENT AND DISCLOSURE OF POLITICAL AND ADVOCACY EXPENDITURES**

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### **OUR PHILOSOPHY**

Decisions are made every day at the local, state and federal levels that may have a significant impact on Darden Restaurants, Inc. (Darden or the Company), our employees and guests. When it is in the best interest of our Company, and with the approval of our Board of Directors or members of senior management to whom authority is delegated, it may be appropriate for Darden to engage in the state and local political process where permitted by law and at the federal level through the Darden Restaurants Employees Good Government Fund (Darden PAC). Also with the approval of our Board of Directors or members of senior management to whom authority is delegated, Darden may engage in direct advocacy activities and indirect advocacy through trade associations and other organizations.

### **OUR COMMITMENT**

Darden is committed to transparency and accountability in our political and advocacy activities. We believe our shareholders, employees and guests should have access to information about our efforts to promote our interests and business objectives. We are also committed to ensuring our political and advocacy activities are lawful and consistent with our core values and protect and enhance shareholder value.

To this end, Darden will disclose annually all direct and in-kind political spending to candidates, political parties, political organizations and independent expenditures in support of or in opposition to particular candidates for office at the federal, state and local levels. Darden will provide an annual description of priority issues addressed through lobbying. Darden will not use any political contribution as a way to gain improper business advantage or to obtain business, whether in the U.S. or abroad. Darden will also disclose lobbying expenditures including contributions for lobbying and political purposes to trade associations and other tax-exempt organizations.

### **COMPANY POLITICAL ACTIVITIES**

All Darden political activities shall only be in accordance with law, and must be reviewed by, and deemed in compliance with applicable laws by an appropriate attorney in the Darden Law Department. Following the close of the calendar year, Darden will disclose on its website all state and local level political contributions that exceed \$100 during the prior calendar year.

### **POLITICAL ACTION COMMITTEE ACTIVITIES**

Federal law prohibits corporations from contributing money directly to political candidates, political parties or most other political entities. However, federal law permits companies to establish Political Action Committees (PACs) to pool voluntary contributions from eligible employees to support candidates and campaigns as regulated by the Federal Election Commission (FEC).

To the extent Darden has a Darden PAC, contributions to federal candidates and committees will be made only through Darden PAC in accordance with this Policy and FEC regulations. The Darden PAC Board would be charged with oversight and approval of all Darden PAC contributions. Darden will fully disclose all Darden PAC activities in reports filed regularly with the FEC, which are publicly available at the FEC website.

## **PERSONAL CONTRIBUTION BY DARDEN EMPLOYEES**

Employee participation in the political process is considered personal and may not involve the use of Company resources or coercive actions. Darden will not reimburse directly or indirectly employees who make personal political contributions or expend money on behalf of candidates. Darden will not pressure or coerce employees to make personal contributions or take retaliatory actions against any employee who chooses not to become involved. No Darden employee, manager, director or officer shall pressure or seek to influence another Darden employee to support a particular candidate, financially or otherwise. We respect our employees' political choices.

## **TRADE ASSOCIATIONS AND OTHER ORGANIZATIONS**

Darden is a member of several trade associations that represent the restaurant industry, professional associations, segments of our supply chain and the business community at large in an effort to bring about consensus on policy issues that impact our business, our employees and our guests. We believe these organizations give us a collective voice and enable us to communicate with government officials more effectively; however, any contribution Darden makes to these groups does not infer an endorsement of their entire agenda or record. In the event a group takes a position inconsistent with Darden's views, Darden will continue to represent our views within the organization and may advocate independently on behalf of our employees, shareholders and business interests as necessary. As with all organizations that we contribute to, we will perform ongoing reviews of our participation to ensure the activities of the organization are compatible with our business interests. For any trade association, tax exempt organization (including those that write model legislation) that receives at least \$25,000 in payments during the calendar year, Darden will disclose those organizations and the portion of those payments that are used for lobbying and political expenditures as defined by 26 U.S.C. Section 162(e)(1). This information will be reported annually.

## **OVERSIGHT AND GOVERNANCE**

This policy and the provisions of the Code of Conduct governing political and advocacy contributions and activities shall be enforced through Darden's internal legal and compliance departments. Darden's Board of Directors shall receive regular reports on political and policy issues facing the Company.

Adopted July 25, 2013

Amended by Board of Directors November 11, 2014

Amended by Board of Directors June 17, 2015