

DARDEN RESTAURANTS, INC. POLICY STATEMENT

Subject: SUPPLIER CODE OF BUSINESS CONDUCT

Darden Restaurants, Inc. and/or its affiliates, including Darden Direct Distribution, Inc. (collectively, “Darden”), is committed to complying with all applicable laws and regulations. We expect similar compliance from any entities and individuals, including agents, independent contractors, brokers, vendors, suppliers, consultants, and the like (collectively, “Suppliers”), who perform work, deliver services, or provide goods to Darden. A signed supplier agreement, acceptance of a purchase order, and/or provision of goods or services to Darden constitutes acceptance of this Supplier Code of Business Conduct (the “Code”) and serves as Supplier’s continuing affirmation of compliance. Darden may enter into contracts with other parties that require those parties to comply with this Code. To this end, all Suppliers must comply with this Code in connection with any work for Darden.

Darden expects all Suppliers to educate appropriate employees, consultants, agents, representatives, and subcontractors about the Code to ensure compliance. Darden reserves the right to terminate any agreement with any Supplier for a breach of this Code. Darden may request information from Suppliers to verify their compliance with this Code, and Suppliers must cooperate timely with any such request. At any time, Darden may request recertification to this Code and documentation of audits or other evidence of compliance. This Code does not change the independent contractor relationship between the Supplier, Supplier’s employees, and Darden.

LEGAL COMPLIANCE AND BUSINESS PRACTICES

Suppliers must comply with all laws and regulations applicable to their business, including:

Anti-corruption laws: Suppliers must never, directly or indirectly, offer or pay bribes to anyone, accept kickbacks, or offer anything of value—even to Darden employees—for any purpose.

Business courtesies or gifts: Suppliers must not offer to Darden employees or other third parties nor accept in connection with any Darden-related business any courtesies or gifts over \$150 USD in value or that are inappropriate in nature.

Confidential information: Suppliers must not disclose any Darden sensitive or proprietary information or trade secrets to anyone, unless disclosure is required by law and after reasonable notice and written approval by Darden, where permitted by law.

Conflicts of interest: Suppliers must act objectively in business dealings involving Darden and avoid even the appearance of conflicts of interest.

Environment, health and safety: Suppliers must comply with all applicable environmental laws and regulations, demonstrate sound environmental practices, and provide a safe and healthy work environment pursuant to applicable laws and regulations.

Fair competition laws: Suppliers must comply with applicable fair competition laws, which generally prohibit anti-competitive behavior and unfair business practices.

Financial responsibility: Suppliers must document accurately, transparently, timely, and fully all Darden-related transactions. Expenditures related to Darden transactions must be reasonable, in the ordinary course of business, **and** in compliance with the standards of the recipient’s organization and this Code, with supporting documents kept pursuant to applicable laws and available for review by Darden upon request.

Food safety: Suppliers of food products or ingredients must ensure that their products or ingredients meet the highest quality standards. All food products and ingredients supplied to Darden must be safe for human consumption, pure, wholesome, unadulterated and in compliance with all applicable food safety requirements and specifications under applicable laws.

Human rights and labor laws: Suppliers must comply with all applicable human rights and labor laws and regulations with regard to Suppliers’ treatment of their employees.

Interaction with government officials or regulators: Suppliers must not interact with government entities or government officials on behalf of Darden (or its individual brands) without prior written approval from Darden.

Trade and export laws: Suppliers must comply with applicable U.S. and local trade control and export and import laws, in connection with Darden related business.

SUPPLIER RESPONSIBILITY

Suppliers have a responsibility to report any actual or potential ethical or legal compliance issues to Darden, including any possible non-compliance with this Code, Supplier Agreement, or applicable laws. Suppliers must promptly report any unethical behavior by any Darden employee. To raise a concern, Suppliers may call Darden's confidential, toll-free helpline phone number at: **800-876-2089**. Suppliers based in the U.S., U.S. Territories, or Canada may call the number directly. Suppliers in all other countries must dial their AT&T direct country code first (codes can be found at <http://www.business.att.com/bt/access.jsp>) and then the helpline number. Suppliers may also submit a report online at the following URLs:

Darden Global Suppliers Reporting Program (Except EU): <http://dardenglobalsuppliers.ethicspoint.com>

Darden EU Suppliers Reporting Program (Except Spain/Portugal): <http://dardeneusuppliers.ethicspoint.com>

Darden Spain/Portugal Suppliers Reporting Program: <http://dardenspsuppliers.ethicspoint.com>

All reports (helpline number and web) may be submitted anonymously if permitted by applicable local law.

Darden prohibits any retaliation against any individual who, in good faith, reports questionable behavior or noncompliance with this Code.