

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 conducting its business in an ethical and socially responsible manner, complying with all applicable laws and regulations. We hold to these same standards 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.

Suppliers must comply with this Supplier Code of Business Conduct (the “Code”). Darden understands that Suppliers are independent businesses, but their actions may impact and reflect upon Darden. All Suppliers are expected to educate the appropriate employees, consultants, agents, representatives and subcontractors about the Code to ensure compliance in connection with work performed for Darden. Darden reserves the right to terminate any agreement with any Supplier for a material breach of this Code that is not cured on 30 days’ notice. Darden may request information from Supplier to verify Suppliers’ 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 performed in accordance with industry best practices to evidence ongoing compliance.

LEGAL COMPLIANCE AND BUSINESS PRACTICES

Suppliers must comply with all laws and regulations applicable to their business. Darden also expects our Suppliers to conduct business ethically and pursuant to best practices in our industry. Below is a non-exhaustive set of relevant laws and business practices Suppliers must follow in performing services related to Darden:

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 the purpose of improperly getting or keeping business, gaining an improper business advantage, or influencing the recipient to perform a job function improperly, even if such activities are customary in the country where considered. Items of value may include gifts, favors, meals, entertainment, job offers, and travel. Suppliers must not use product or service discounts, equipment loans, marketing funds, or other business activity to disguise an improper payment. Suppliers also must not use other entities to make or offer payments that they are not permitted to make or offer directly.

Suppliers must also comply with any additional requirements set by the anti-corruption laws of the countries in which they conduct business, as well as all representations and warranties in their agreements with Darden.

Business courtesies or gifts: Suppliers must not offer to Darden employees or other third parties in connection with any Darden-related business any courtesies or gifts, including meals or entertainment, which are inappropriate in nature (e.g. meals at an adult entertainment establishment) or which could be considered an attempt to influence the judgment of the recipient improperly (especially when extravagant or

frequent). Suppliers are allowed to offer Darden employees or other third parties meals when a legitimate, business purpose exists and the cost is reasonable (i.e. less than \$100 USD). Suppliers also are permitted to offer ceremonial gifts to commemorate an occasion or token gifts of low value, i.e. a plaque to celebrate a restaurant’s grand opening or the signing of a supply agreement. Suppliers must not offer gifts, other than ceremonial gifts, to any government official in connection with Darden-related business without prior written approval from Darden’s General Counsel or Chief Compliance & Ethics Officer. Suppliers must not accept any gifts that are over \$100 USD in value or inappropriate in nature in connection with any Darden-related business.

Confidential information: Suppliers must not disclose any Darden sensitive or proprietary information or trade secrets to anyone, unless disclosure is required by law or in the conduct of the Supplier’s lawful business. Confidential information includes all non-public information that might be of use to competitors, or harmful to Darden or its customers, if disclosed. Examples include marketing plans and strategies, customer information, sales and marketing data, production and supply costs, pricing information, and information pertaining to business development opportunities and new products and services. Suppliers must advise their employees and representatives with access to Darden’s sensitive or proprietary information

or trade secrets of the requirement to keep this information in confidence.

Conflicts of interest: Suppliers must act objectively in business dealings involving Darden and avoid conflicts of interest. A conflict of interest describes a circumstance that could cast doubt on whether a transaction was negotiated fairly and at arms-length. If you identify a conflict of interest or you have a question about whether a conflict of interest may exist, advise Darden promptly.

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

Fair competition laws: Suppliers must comply with applicable fair competition laws. These laws generally prohibit anti-competitive behavior and unfair business practices. Examples of activities that violate competition laws are agreements (written or oral) to fix or control prices or bidding, allocate markets, or make false and/or misleading statements about your or a competitor's products, services, or business.

Financial responsibility: Suppliers must document accurately, timely, and fully all Darden-related transactions. Suppliers must not: make false or misleading accounting entries or documents; maintain secret or unrecorded funds or assets; enter unauthorized side agreements; make a payment knowing it will be used for a purpose other than the stated purpose; or sign, create or request documents that are inaccurate, untruthful or misleading. Expenditures related to Darden transactions must be reasonable, customary, done in the ordinary and proper course of business, appropriate to the circumstances, **and** in compliance with the standards of the recipient's organization and this Code. Supporting documents for all Darden-related transactions must be kept pursuant to applicable laws and made available for review by Darden on reasonable notice.

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. These laws and regulations include, without limitation, anti-discrimination, anti-harassment, fair treatment, prevention of forced or child labor, working hours, minimum wages and benefits, freedom of association, and prevention of any form of physical abuse or intimidation. In addition, Suppliers must abide by the highest ethical standards in the recruitment and employment of its workers. Suppliers must not engage in any form of discrimination or harassment based on race, ethnicity, sex, gender, gender identity, gender expression, national or social origin, caste, age, political affiliation, military or veteran status, religion, sexual orientation, union membership or affiliation, crime victim status, physical ability, health, pregnancy, marital or family status, or any other protected status. Darden also prohibits any form of retaliation by Suppliers against their employees for having engaged in any form of protected activity.

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. All interactions with government officials or representatives of regulatory entities related to Darden business, including individual brands, must be transparent, honest, and permitted by applicable laws

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

Darden expects our Suppliers to ensure compliance with this Code by the Supplier's employees. Where applicable laws are less restrictive than this Code, Suppliers must comply with this Code, even if their conduct would otherwise be legal. If applicable laws are more restrictive than this Code, Suppliers must always, at minimum, comply with those laws.

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 US, US 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. You 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://dardenspuppliers.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 non-compliance with this Code.