

# **NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER**

## **COMPOSITION AND MEETINGS**

The Nominating and Governance Committee is a committee of the Board of Directors that shall consist of at least three members of the Board of Directors, all of whom in the judgment of the Board shall be independent in accordance with the New York Stock Exchange listing standards and the Company's Corporate Governance Guidelines.

The members of the Nominating and Governance Committee shall be appointed by the Board on the recommendation of the Committee. The Board may, upon recommendation by the Committee, remove any member of the Committee at any time with or without cause.

The Nominating and Governance Committee shall meet at least two times annually, or more frequently as circumstances dictate. Meetings may be called by the Chairman of the Committee, the Chairman of the Board, or Chief Executive Officer. The Committee shall operate pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waivers of notice, the number of Committee members required to take actions at meetings and by written consent, and other related matters. The Committee shall maintain minutes of its meetings and report its findings to the Board after each Committee meeting. Unless otherwise authorized by an amendment to this Charter, the Committee shall not delegate any of its authority to any subcommittee.

## **PRIMARY PURPOSE AND RESPONSIBILITIES**

The primary purposes and responsibilities of the Nominating and Governance Committee are to:

- A. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders;
- B. Develop and recommend to the Board a set of corporate governance guidelines applicable to the corporation; and
- C. Oversee the evaluation of the Board.

Except as otherwise required by applicable laws, regulations or listing standards, all major decisions are considered by the Board of Directors as a whole.

## **ADDITIONAL RESPONSIBILITIES**

The Nominating and Governance Committee also is responsible for:

### A. Board of Directors

1. Reviewing the appropriate size, function and needs of the Board;
2. Developing the Board's policy involving tenure and retirement of directors;
3. Establishing specific criteria for selecting new Board members, the current protocol for which is attached as Appendix A;
4. Recruiting candidates to fill new positions on the Board;
5. Reviewing Board candidates recommended by shareholders using the procedures on Appendix A. The Company will disclose any material changes to the shareholder nomination procedures as required by applicable law;
6. Conducting appropriate and necessary inquiries into the backgrounds and qualifications of possible Board candidates;
7. Evaluating each new director candidate, including those candidates recommended by shareholders in accordance with the Company's procedures, and each incumbent director before recommending that the Board nominate or re-nominate such individual for election or reelection as a director based on the extent to which such individual meets the established criteria;
8. Overseeing the evaluation of the Board and monitor the performance of directors;
9. Making recommendations concerning the structure of Board meetings; and
10. Developing and periodically evaluating initial orientation guidelines and continuing education guidelines for each member of the Board and any committee regarding his or her responsibilities as a director generally and as a member of any applicable Board committee.

### B. Board Committees

1. Evaluating at least annually the functions, performance, authority, operations, charter and composition of each standing or ad hoc Board committee, including any authority of a committee to delegate to a subcommittee, management committee or senior executive officer; and
2. Submitting to the Board candidates for membership on each Board committee.

C. Corporate Governance

1. Developing and recommending to the Board the corporate governance principles applicable to the Corporation, including such revisions as from time to time the Committee deems appropriate;
2. Monitoring and making recommendations to the Board on other matters or Board policies and practices relating to corporate governance;
3. Reviewing and making recommendations to the Board regarding proposals of shareholders that relate to corporate governance; and
4. Considering questions of possible conflicts of interest of Board members and of the Corporation's senior executives, recommending to the Board of Directors those directors determined to satisfy the requirements for "independence" as set forth in the Corporation's Corporate Governance Guidelines, and approving or ratifying interested transactions with related parties pursuant to the policies and procedures provided on Appendix B.

D. Other duties

1. Annually evaluating the performance of the Nominating and Governance Committee.
2. Undertaking such additional activities within the scope of its primary functions as the Committee or the Chairman of the Board may from time to time determine.

**ADDITIONAL RESOURCES**

To assist and advise the Committee in connection with its responsibilities, the Nominating and Governance Committee shall have access to the Corporation's internal staff and may hire independent experts, lawyers and other consultants. The Committee shall have sole authority to retain and terminate one or more search firms to assist in identifying and evaluating director candidates, and shall have the sole authority to approve any such firm's fees and other retention terms. The Committee shall keep the Chairman of the Board advised as to the general range of anticipated expenses for outside consultants.

Adopted by Board of Directors: April 12, 1995  
Amended and restated: July 21, 2003  
Amended: March 25, 2004  
Amended: March 22, 2005  
Amended: June 15, 2007

## APPENDIX A

### DARDEN RESTAURANTS, INC. DIRECTOR NOMINATION PROTOCOL

#### **BACKGROUND**

Nominating individuals to serve on the Company's Board of Directors is one of the incumbent directors' key responsibilities. Sound corporate governance indicates that the process be directed by the board's nominating committee, with support from the remaining board members and the CEO. This protocol describes the process by which Darden intends to fill vacancies on its Board of Directors.

#### **PRINCIPLES**

- A. Any candidate for service on Darden's board must share and exhibit Darden's values of Integrity and Fairness, Respect and Caring, Diversity, Always Learning-Always Teaching, Being "of service", Teamwork and Excellence, and must strongly support Darden's Core Purpose, which is "To nourish and delight everyone we serve". Directors should reflect these core values, possess the highest personal and professional ethics, and be committed to representing the long-term interests of the shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment.
- B. Darden seeks board members who will bring to the board a deep and wide range of experience in the business world, and diverse problem-solving talents. Typically, they will be people who have demonstrated high achievement in business or another field, enabling them to provide strategic support and guidance for the company. Particular areas of expertise sought include: finance and accounting, customer service, marketing, human resources, public affairs and government, technology, media, retailing, and general business management at the highest level. The company also seeks expertise in several unique aspects of business, such as managing a large workforce spread across many business units across the United States, the need to develop and maintain strong brands, and an emphasis on service and hospitality.
- C. Darden strives to maintain a board that reflects the gender, ethnic, racial and other diversity of our work force and restaurant guests, and also fosters diversity of thought.
- D. Director nominations shall be considered in light of the Company's stated policy that at least two-thirds of the Company's directors must be independent directors as defined under applicable NYSE rules and the Company's Corporate Governance Guidelines.

#### **NOMINATING PROCESS**

- A. This nominating process will be used when a vacancy occurs, or when the board determines to add one or more additional directors.
- B. The Nominating & Governance Committee (the "Committee") will recommend to the full board for its input and approval, the particular skills to be sought in a new director, using the principles described above.
- C. The Committee will identify potential candidates for nomination. All directors (inside and outside) may recommend candidates. In the discretion of the Committee, a search firm may be engaged to identify additional candidates and to assist with initial screening of all candidates.

- D. The Chairman of the Committee and CEO, assisted by staff and the search firm as needed, will review the credentials of all candidates to (a) identify those candidates that appear to possess the skills sought by the board and (b) to evaluate each candidate's overall qualifications and fitness for the position. Those candidates that, in the judgment of the Chairman of the Committee and the CEO, do not meet both the criteria described in (a) and (b) above will not receive further consideration.
- E. The Chairman of the Committee and CEO will obtain background and reference information, as appropriate, for the remaining candidates.
- F. The Chairman of the Committee and CEO will review all available information concerning the candidates' qualifications, and will identify the candidate(s) they feel are best qualified to serve.
- G. The Chairman of the Committee, the CEO, and one or more representatives of the Board appointed by the Chairman of the Board will meet with the leading candidate(s) to further assess their qualifications and fitness, and to determine their interest in joining the Board. At the discretion of the Chairman of the Committee, the candidates may also meet with one or more of the management directors, the CFO, the General Counsel, and other members of management as appropriate.
- H. Following the personal meeting, the board representatives and CEO will make a recommendation concerning the candidate to the Committee, which will consider whether to recommend the candidate to the full board for election.

#### **SHAREHOLDER NOMINATING PROCESS**

- A. Shareholders may recommend nominees for director, and the Committee will consider such nominees.
- B. The procedures by which shareholders may submit their nominees are set forth in Article I, Section 7 of the Company's bylaws, a copy of which is attached as Schedule I. Shareholders making director nominations should not only provide, as required by the bylaws, all information regarding the nominee that is required by law to be disclosed in proxy solicitations, but also should provide such additional information as will allow the Committee to evaluate the candidate in light of the key principles listed above, including but not limited to information concerning the candidate's commitment to the Company's core values, personal and professional ethics, business experience, and independence. The Committee may ask the candidate or the shareholder nominating the candidate to provide additional information at any time, and may conduct its own investigation of a candidate's background, as the Committee deems appropriate under the circumstances.
- C. The process for identifying and evaluating nominees is provided above, and there are no differences in the manner of evaluation if the nominee is recommended by a shareholder.
- D. There are no specific minimum qualifications that a shareholder nominee for director must satisfy in order to be recommended for the Board, but the general qualities and skills the Committee believes are necessary for directors to possess are listed above.

- E. The Company will disclose shareholder nominations if such disclosure is required by applicable laws, including current SEC rules providing that, if the Company receives, at least 120 days before the anniversary of the prior year's release of the proxy statement, notice of a director candidate recommended by a shareholder or group owning more than 5% of the Company's voting common stock for at least one year as of the date of recommendation, and if both the candidate and the recommending shareholder or group provide their consent at the time of recommendation, the Company will disclose:
1. the name of the candidate and of the shareholder or group that made the recommendation; and
  2. whether the Company chose to nominate the candidate and include the candidate on the Company proxy.

# **SCHEDULE I**

## **ARTICLE I, SECTION 7 OF DARDEN RESTAURANTS, INC. BYLAWS**

### **SECTION 7. NOMINATION OF DIRECTORS**

Only persons who are nominated in accordance with the procedures set forth in these bylaws shall be eligible to serve as directors. Nominations of persons for election to the board of directors of the corporation may be made at a meeting of shareholders (a) by or at the direction of the board of directors or (b) by any shareholder of the corporation who is a shareholder of record at the time of giving of notice provided for in this Section, who shall be entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this Section. Such nominations, other than those made by or at the direction of the board of directors, shall be made pursuant to timely notice in writing to the secretary of the corporation. To be timely, a shareholder's notice shall be delivered to or mailed and received at the principal executive offices of the corporation not less than 120 calendar days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event no annual meeting was held in the previous year or the date of the annual meeting has been changed by more than thirty days, notice by the shareholder to be timely must be so received not later than the close of business on the later of 120 calendar days in advance of such annual meeting or ten calendar days following the day on which such notice of the date of the meeting or such public disclosure is first made. Such shareholder's notice shall set forth (a) as to each person whom the shareholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (b) as to the shareholder giving the notice (i) the name and address, as they appear on the corporation's books, of such shareholder and (ii) the class and number of shares of the corporation which are beneficially owned by such shareholder.

At the request of the board of directors, any person nominated by the board of directors for election as a director shall furnish to the secretary of the corporation that information required to be set forth in a shareholder's notice of nomination which pertains to the nominee. No person shall be eligible to serve as a director of the corporation unless nominated in accordance with the procedures set forth in this Section. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the bylaws, and if such person should so determine, such person shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Section, a shareholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, and the rules and regulations there under with respect to the matters set forth in this Section.

## APPENDIX B

### DARDEN RESTAURANTS, INC. RELATED PARTY TRANSACTION POLICIES AND PROCEDURES

It is the policy of the Board of Directors of Darden Restaurants, Inc. (the “Company”) that each Interested Transaction with a Related Party, as those terms are defined below, shall be subject to approval or ratification by the Nominating and Governance Committee (“Committee”) in accordance with the following procedures.

The Committee shall review the material facts of each Interested Transaction and either approve or disapprove of the entry into the Interested Transaction. If advance Committee approval of an Interested Transaction is not feasible, the Committee will consider and, if appropriate, ratify the Interested Transaction at its next regularly scheduled meeting. In determining whether to approve or ratify an Interested Transaction, the Committee will consider whether the Interested Transaction is in, or not inconsistent with, the best interests of the Company and its stockholders. The Committee will take into account, among other facts and circumstances it deems appropriate, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances, and the extent of the Related Party’s interest in the transaction.

The chair of the Committee is delegated the authority to pre-approve or ratify (as applicable) any Interested Transaction with a Related Party in which the aggregate amount involved is expected to be less than \$500,000. A summary of each Interested Transaction that is pre-approved or ratified by the Chair shall be provided to the Committee for its review at its next regularly scheduled meeting.

No director shall participate in any discussion or approval of an Interested Transaction for which he or she is a Related Party, except to provide all material information as requested. If an Interested Transaction will be ongoing, the Committee may establish guidelines for the Company’s management to follow in its dealings with the Related Party.

An “Interested Transaction” as used in this policy is any transaction, arrangement or relationship (or series of similar transactions, arrangements or relationships) in which (1) the amount involved exceeds \$120,000 in any calendar year, (2) the Company is a participant, and (iii) any Related Party has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10 percent beneficial owner of another entity), but does not include any salary or compensation paid by the Company to a director or for the employment of an executive officer that is required to be reported in the Company’s proxy statement.

A “Related Party” is any (1) person who is or was since the beginning of the last fiscal year an executive officer, director or nominee for election as a director of the Company, (2) beneficial owner of more than five percent of the Company’s common stock, or (3) immediate family member of any of the foregoing.