Darden's

CODE OF CONDUCT

TABLE OF CONTENTS

Message from Rick 1
Our People Strategy 1
Our Personal Responsibilities 2
Raising Questions and Concerns 2
Retaliation is Prohibited 3
Workplace Environment 3
- Discrimination and Harassment 3
- Diversity & Inclusion 4
- Workplace Safety 4

Company Assets & Information 5
- Confidentiality 5
- Electronic Communication 5
- Intellectual Property 6
- Insider Trading 6
- Corporate Opportunities 6

Social Media & Communications 6
- Social Media 6
- External Communications 7

Conflicts of Interest 7
- Gifts, Entertainment, and Professional Events 7
- Gifts 8
- Entertainment 8
- Professional Events 8
- Non-Darden Employment 8
- Relationships with Vendors or Suppliers 8
- Former Team Members 9
- Personal or Outside Business Relationships 9
- Competing Financial Interests 9

Compliance 10
- Food Safety 10
- Work Authorization 10
- Wage and Hour 10
- Fair Competition 11

Anti-Corruption 11
- Kickbacks 11
- Anti-Money Laundering 11

Community 12
- Sustainability 12
- Political Participation 13

Waivers of the Code of Conduct 13
Resources 13

MESSAGE FROM RICK

Our mission is to be financially successful through great people consistently delivering outstanding food, drinks and service in an inviting atmosphere making every guest loyal. And we're able to fulfill our mission thanks to our Competitive Advantages, our "Back to Basics" operating philosophy, and our portfolio of differentiated brands. But it's our people who bring our mission to life every day for every one of our guests.

To be successful at what we do, we must always keep in mind that conducting ourselves in an ethical and honest way gets the job done right. Our Code of Conduct is the foundation of what integrity looks like for all team members, each and every day.

We're committed to our foundational core value of *integrity* and understand it can only be fulfilled with a sincere commitment from each of us. We must always act ethically, even when no one's watching. The Code of Conduct serves as an important reminder of how we engage in relationships withteam members, guests, vendors and suppliers, shareholders, and all whohave a stake in Darden's success.

OUR PEOPLE STRATEGY

Five Winning Behaviors

- GET BETTER EVERY DAY
- GROW INDIVIDUALS & TEAMS
- DEVELOP RELATIONSHIPS
- SIMPLIFY
- OWN IT

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Our Core Values

- Diversity
- Respect and Caring
- Excellence
- Integrity and Fairness
- Being of Service
- Always Learning, Always Teaching
- Teamwork

OUR PERSONAL RESPONSIBILITIES

Each team member is responsible for knowing and following this Code and related policies. We must make ethical decisions and engage in practices that are driven by integrity. Our Code of Conduct applies to all Darden team members, including executive officers.

PEOPLE LEADERS

If you are a supervisor, you have an increased responsibility to serve as an example of integrity and ethical decision making. You are also expected to make sure your team members are aware of our Code and serve as a champion for compliance with our policies and the law.

RAISING QUESTIONS AND CONCERNS

If you come across a situation where you need guidance, or have questions on how to interpret the Code, always ask. Every team member is responsible for raising questions and reporting concerns immediately. Our Code may not describe every situation. Have questions or concerns about Company policies or the law? You have several options to ask questions or report a concern:

- Speak with your immediate supervisor
- Contact your Director of Operations
- Contact Employee Relations at **1-800-932-2558**
- Contact your HR Business Partner at **1-407-245-4201**
- Dispute Resolution Program (DRP) **1-800-817-3171**
- Email the Ethics & Compliance team at **ethics@darden.com**

To report anonymously, call 1-800-876-2089 or visit www.darden.ethicspoint.com

To review the policies listed in this Code, log in to krowD and go to Departments > Legal > Policies

Examples of potential conduct violations include, but are not limited to:

- Significant environmental, safety, or product quality issues
- Actual or potential conflicts of interest
- Discrimination and harassment, including sexual harassment
- Fraud, theft, bribery, and other corrupt business practices
- Financial reporting, accounting or auditing concerns
- Antitrust/Fair Competition violations
- Insider trading violations

RETALIATION IS PROHIBITED

No one is allowed to threaten you or take any action against you for raising questions or reporting concerns. Retaliation against a team member who in good faith raises a concern, makes a complaint, or provides information regarding conduct is strictly prohibited. We will not discharge, demote, suspend, threaten, harass, intimidate, coerce, or otherwise retaliate against any team member as a result of his or her making a good faith complaint or assisting in the handling or investigation of a good faith complaint.

If you believe you have been retaliated against, that any other violation of this policy has occurred, or if you have questions, please notify your supervisor, Director of Operations, Employee Relations, your HR Business Partner or the Ethics and Compliance team. You may also contact the toll-free Helpline to report your concern anonymously at **1-800-876-2089** or visit **www.darden.ethicspoint.com**.

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Q: What happens if I report a concern in good faith and it turns out not to be true? Can I lose my job?

A: No, if you report the concern in good faith, it cannot lead to the loss of your job or other forms of retaliation. Even if the allegation does not turn out to be a violation of a Company policy, you will not be negatively affected.

Q: Am I only protected from retaliation if I report an allegation anonymously?

A: No, retaliation is prohibited regardless of how you report your concern.

WORKPLACE ENVIRONMENT

At Darden, we are deeply committed to providing an environment that is free of inappropriate conduct for our team members as well as our guests. The Company believes that discrimination, harassment, and retaliation in any form constitute misconduct and violates our Core Value of Respect and Caring. Therefore, the Company strictly prohibits this type of behavior.

Discrimination and Harassment, including retaliation, includes inappropriate conduct based on sex, gender, race, color, religion, religious creed, age, national origin, ancestry, physical disability, mental disability, medical condition, pregnancy, genetic information, marital status, sexual orientation, gender identity, gender expression, military and veteran status, crime victim status, or any other protected category. Discrimination in the workplace violates not only this policy and our Core Values, but also the law.

Q: **My supervisor regularly makes comments about how I look very sexy and fit since I started working out. It makes me uncomfortable. What should I do?**

A: **Explain to your supervisor how the comments make you feel. If you're not comfortable talking to your supervisor about it, report it to another supervisor, your Director of Operations, Employee Relations, your HR Business Partner, or the Ethics and Compliance team.**

Diversity & Inclusion is what makes us great. We value differences in experience, age, race, length of service, and religion, among other qualities, in our team members, guests, and vendors and suppliers. By treating everyone with respect, we create an inclusive workplace. We are also committed to the equal employment of individuals regardless of sex, gender, race, color, religion, religious creed, age, national origin, physical disability, mental disability, medical condition, genetic information, marital status, sexual orientation, gender identity, gender expression, military and veteran status, or any other protected category. For more information, please refer to the ***Non-Discrimination and Non-Harassment Policy*** on krowD or your handbook.

Q: **I overheard my supervisor saying she's frustrated at how many young adults quit without giving two weeks notice. She also said it's the reason why she hasn't hired anyone under 25 for the past year. Is this discrimination?**

A: **Refusing to hire someone based on age is a form of discrimination. Contact another supervisor, your Director of Operations, Employee Relations, your HR Business Partner, or the Ethics and Compliance team to report any concerns about hiring practices.**

Workplace Safety is important in maintaining a productive and secure workplace environment. We are committed to providing a safe place for every team member. No one benefits from cutting corners or avoiding safety rules, especially in our restaurants. We must always do our best to avoid hazardous conditions, follow safety schedules, and correct or eliminate unsafe conditions. If you become aware of, suspect, or have any health or safety concerns, please contact the Safety Department at **safety@darden.com** or report them to your supervisor.

COMPANY ASSETS AND INFORMATION

Confidentiality and protection of our sensitive business information are important because we operate in a highly competitive industry. Our practices, strategies, and intellectual property are critical to securing our success for the future.

Sensitive information includes, but is not limited to, guest and team member information, recipes, trade secrets, financial results, business plans and analytics, audit reports, investigations, and other relevant information.

We must not disclose sensitive company information unless specifically authorized by management or when disclosure is required by law. We also must give only appropriate people access to our systems and sensitive company information, whether internally or externally.

We also share the responsibility to protect information related to team members and guests, also known as Personal Information (PI). This includes information that could be used to identify a specificindividual. We must securely store such information and keep it confidential. Safeguarding personal information is also important in maintaining the trust of our team members and guests.

We should only disclose sensitive Company and personal information within the Company on a business “need to know” basis. Disclosure to outsiders is inconsistent with this Code and may be illegal. For more information on the types of sensitive Company and personal information and how to protect it, please refer to the ***Information Protection*** and ***Dissemination of Company Information*** policies on krowD.

Please contact the Ethics and Compliance team if disclosure of personal information is necessary to comply with a contractual or legal requirement.

Electronic Communication allows us to connect and operate more efficiently but also requires reasonable security measures and good judgment to protect against unauthorized access or misuse. We prohibit electronic messages (including internal and personal email) that contain profanity, discriminatory or harassing comments or images, sexually explicit messages, or other inappropriate content (except as required to investigate or discipline such conduct). For more information on the proper use and protection of Darden’s assets, refer to the ***Electronic Use and Communications Policy*** on krowD.

Intellectual Property such as trademarks, copyrights, patents, trade secrets, and any other information that we develop and use related to our products, services, and Company business are valuable Company assets. We must prevent the misuse and unintentional disclosure that could damage our brand or property. For additional guidelines and responsibilities, please review the ***Intellectual Property Policy*** on krowD.

Insider Trading is the illegal use of non-public Company information to trade stock for financial benefit to you or others with whom you share the information. We must never disclose material, non-public information about Darden that a reasonable investor is likely to consider important when making an investment decision. The misuse of material, non-public information may result in criminal and civil liability. For more information, refer to the ***Insider Trading Policy*** on krowD.

Corporate Opportunities refers to the use of Company property, including Company computers, mobile phones, restaurant equipment or facilities, for personal gain. You also may not take advantage of or pursue a business opportunity, for your own personal benefit, that you discovered through your position or through your level of access to Company information. This refers to potential dealings with third parties, vendor, suppliers, mergers or acquisitions.

You must protect and ensure the proper use of ***Corporate Assets***, including their efficient use. We should prevent and report any waste, carelessness, or theft of the Company's property.

Q: A few of the handouts I received during a recent training session had some really cool graphics. Can I share the information I received with my friend who's a graphic designer?

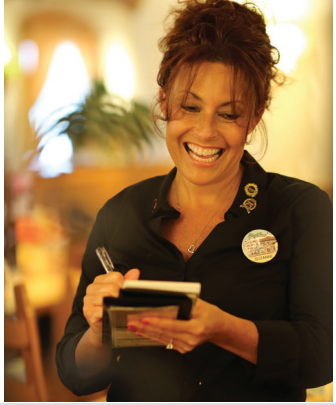
A: Team member training materials are considered sensitive information per the Darden Information Protection Policy. Training materials are not publicly available and may even contain other sensitive information such as our strategies or other internal procedures. You should not share this information with others who do not work for Darden.

SOCIAL MEDIA AND COMMUNICATIONS

Social Media is an excellent way to foster and grow relationships with fellow team members and to contribute to the Company's culture of openness, trust, and integrity. However, your use of social media to exchange information also presents risks and carries certain responsibilities. It's important that your actions are consistent with our Core Values.

Keep in mind that what you share online is permanent. You must be honest and accurate in what you post or write and respect the audience that may view and read your posts. This may mean avoiding inappropriate discussions. When posting comments about our industry or your job, disclose your affiliation with the Company and make it clear that your comments and opinions are your own and not Darden's. For further information on this topic, please refer to the ***Social Media Policy*** on krowD.

External Communications with the media or public on behalf of the Company should only be addressed by authorized team members. If someone approaches you for information, direct them to contact our Media Relations team. We must not release information to the news media about Darden's activities without first discussing the matter with the Media Relations team and getting the appropriate management approval. For more information, please review the ***Media Policy*** on krowD.



Q: Can I post my personal opinions about the Company on social media?

A: If your posts relate to your job, be sure to state your affiliation with the Company (i.e., your position or title) and make it clear that your comments represent your own opinion, not Darden's or your brand's opinion. It's not appropriate to represent your views as those of the Company.

CONFLICTS OF INTEREST

We have a responsibility to make decisions based on the best interests of the Company without regard to personal gain. A conflict may arise when our decision making or judgment is, or may appear to be, influenced by a personal benefit, or for the benefit of family members or other relationships. Conflicts of interest undermine judgment and fairness and put Darden's reputation at risk. We must always be aware of situations that may appear to create a conflict of interest and respond by avoiding participation and disclosing the situation to your supervisor, your Director of Operations, HR Business Partner, the Ethics and Compliance team, or reporting it anonymously by calling **1-800-876-2089** or visiting **www.darden.ethicspoint.com**. A conflict of interest can happen in a number of different ways:

Gifts, Entertainment, and Professional Events offered by vendors and suppliers, government employees or representatives, or other business partners should not influence our decision-making process. Accepting gifts, favors, hospitality, or entertainment may create a conflict of interest and an unfair advantage or disadvantage. We must not request meals, entertainment, marketing merchandise, benefits or other items from vendors, suppliers or external business partners. We must also avoid the *appearance* that these gestures influence our decision making. To help you understand these matters and avoid conflicts, please review the next sections in detail.

Gifts may be accepted by a team member as long as the acceptance does not create an actual, or the appearance of, a conflict of interest and the gift is not of material value. At Darden, this means that the gift must be valued at $150 or less.

Entertainment is defined as attendance at an event (dinner, concert, sporting event, etc.) where the vendor or supplier is present and hosting the team member. Entertainment with a vendor or supplier that does not create an actual or apparent conflict of interest is permitted. We must give special consideration to the cost of attendance. Team members should not accept invitations to attend major sporting or public events if the attendance is at substantial cost to the vendor or supplier and no significant business is expected to be conducted. Contact the Ethics and Compliance team for approval before attending entertainment events offered or sponsored by vendors or suppliers. If the vendor or supplier is not going to be present, then the event is considered a gift and is subject to the $150 limit for gifts.

Professional Events provide opportunities to gain knowledge and meet others in our industry. Vendors may offer to waive fees or offer discounted costs associated with attending their industry or tradeshow sponsored events. We must be very careful of how others may perceive accepting these offers. If a vendor invites you to speak at a conference or offers to pay for or waive certain costs (e.g. conference registration, transportation, lodging, etc.), please contact the Ethics and Compliance team for approval before accepting the invitation.

Non-Darden Employment with a business partner, vendor, supplier, or competitor may create a conflict of interest. We must be cautious about accepting employment outside of Darden, especially those in management and decision-making roles. If a family member has a management or decision-making role with a company that we do business with, or with a competitor, it may also be considered a conflict of interest, and must be disclosed. If you are an hourly team member and you, or a family member, is a non-salaried, hourly employee at a vendor, supplier, or competitor of Darden, this is unlikely to be considered a conflict of interest.

Always seek guidance from the Ethics and Compliance team as soon as you become aware of a potential employment conflict of interest.

Relationships with Vendors or Suppliers should always be kept professional and must not be influenced by personal relationships. We base the selection of vendors and suppliers on quality, price, availability, and service. Having a friend or relative that works for a vendor or supplier may be, or appear to be, a conflict of interest. This is especially true if the friend or family member is an officer, member of the Board of Directors, or in a decision making role with a vendor or supplier. Vendors and suppliers should never be asked or hired to complete personal projects at your home, for family members, or friends. Be sure to disclose, especially if you are the decision maker, when you have a personal or familial relationship with an employee of a vendor or supplier. You also may not loan or borrow money to or from vendors, suppliers or competitors. It's best to notify your supervisor or the Ethics and Compliance team prior to a bid process or final selection.

Former Team Members wishing to become a vendor or supplier of Darden must understand that information they learned during their time as a Darden team member can create a conflict of interest, or the appearance of a conflict of interest. Therefore, Darden requires there be a 'cooling off' period upon leaving the Company before a former team member can seek to be a vendor or supplier. For former hourly team members, the cooling off period must be at least six months. For former managers, that cooling off period is two years. All inquiries of any former team member doing business with Darden must be submitted to the Ethics and Compliance team and will be reviewed on a case by case basis.

Personal or Outside Business Relationships between managers and team members that directly report to them are prohibited. To avoid the appearance of a conflict of interest or favoritism, managers should not borrow or loan money to any team member in their reporting structure, share housing, sell personal assets such as cars, computers, homes, etc.; hire or contract for professional services such as lawn care, painting, household chores, etc.; share transportation or run personal errands.

Competing Financial Interests occur when you or an immediate family member have a material financial stake in a business partner, vendor or supplier, or competitor and you are also responsible or involved as a decision maker at Darden. A material financial stake may be through direct or indirect ownership of securities or a partnership interest. If the ownership is of a company listed on a stock exchange, the value of ownership should be $100,000 or less. Always disclose any financial interest you have, or may have, directly or indirectly, to your supervisor or the Ethics and Compliance team.

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Q: I received a gift basket from a supplier that's worth more than $150. What should I do?

A: If the gift is not significantly valued more than the $150 limit, and you can share the gift among team members. Notify the team members and place the basket in a common area where it can be shared. If the gift is significantly valued over the $150 limit, or cannot be reasonably shared among team members, you may not accept the gift. If you have additional questions, reach out to your supervisor or the Ethics and Compliance team for guidance.

Q: A vendor has offered tickets to a sporting event to me and up to five members of my team. Can we attend the game?

A: The answer depends on a number of factors including the value of the tickets and their availability (regular season or the Super Bowl), and whether any business will be conducted during the event. It's best to contact the Ethics and Compliance team to determine if accepting the tickets could be a conflict of interest.

Q: I am an hourly team member, and my sister is opening a small café that serves breakfast and lunch only. She asked if I can serve as a manager on weekends based on my restaurant experience. Is there a conflict of interest if I help her out?

A: Supporting family members is always great. When their business is in the same industry as ours, however, we need to make sure we play it safe. Taking on a role as a manager at another restaurant company means you are a decision maker, and there may be a conflict of interest. Contact your supervisor and the Ethics and Compliance team to determine if a conflict of interest exists.

Q: My daughter was offered an internship with one of the Company's vendors. Can she accept the position? Do I need to report it to anyone?

A: While internships generally do not pose a conflict of interest, it is best to check with your supervisor and the Ethics & Compliance team to make sure no conflict exists based on your role and responsibilities with the Company.

COMPLIANCE

We must always follow the laws that relate to our business. We must never participate in activities that are deceptive, dishonest, or fraudulent. Dishonest activities put Darden at risk for financial and reputational loss, which could impact our guest and shareholder trust in us. Failure by any team member to comply with the laws or regulations that govern our business and practices, including this Code of Conduct and related policies, may result in disciplinary action, up to and including termination. If you are aware of any violations of any laws or policies, please report it to your supervisor, your Director of Operations, Employee Relations, your HR Business Partner, or the Ethics and Compliance team. You may also contact the toll-free Helpline to report your concern anonymously at **1-800-876-2089** or visit **www.darden.ethicspoint.com**.

Food Safety is at the core of our business and we must meet and exceed our guests' expectations. Darden has committed to implementing standards that go above and beyond industry norms and government regulations related to the sourcing, testing, handling, and preparation of food in our restaurants. It's important for every team member to follow all policies and procedures to ensure we provide high quality meals to our guests. If you witness or suspect any concerns with matters impacting food safety or food quality, report them immediately to your supervisor, Director of Operations, or the Total Quality Department.

Work Authorization must be validated. We are prohibited by law from knowingly hiring or continuing to employ anyone that is not authorized to work. It is our responsibility to verify the work authorization of every new team member. We also are responsible for re-verifying the continuing employment eligibility of team members when the initial work authorization has expired.

Wage and Hour laws include, but are not limited to, regulations related to break times, meal times, overtime pay, minimum wage requirements, and pay for all time worked. Restaurant managers must know, understand and comply with laws specific to their restaurant. Keeping integrity in mind, if you see or hear of any violations, or if you have concerns about our practices, please report and share them with your supervisor or Director of Operations. The ***Open Door Policy*** is in place to make sure you are comfortable with sharing information you observe with someone within the Company (e.g., a supervisor, Director of Operations, HR Business Partner, Employee Relations, etc.).

Fair Competition laws are in place to make sure we are able to compete fairly in our industry. These laws, also known as antitrust laws, promote a vigorous and competitive economy in which each business has a full opportunity to compete on the basis of price, quality, and service. We not only compete fairly, but also hold our vendors and suppliers to the same standards in their business practices.

Q: A supplier that we've purchased beef from for the last two years has recently started selling chicken. The supplier's sales representative asked for our historical bid prices, so they can offer a competitive bid. Can I share this information?

A: Sharing price information, even if it's historical data, can be considered a violation of antitrust laws. Gaining an unfair advantage prior to bidding defeats the purpose of having an open bid process. If you are ever asked to share information regarding pricing, including exclusive dealings and terms, please contact your supervisor or the Ethics and Compliance team.

ANTI-CORRUPTION

There are many anti-corruption laws and standards that impact global businesses.Bribery, kickbacks, and anti-money laundering are just a few examples of activities that are considered corrupt. We must never offer or accept any form of payment, or anything else of value, to improperly influence a business decision or engage in activity that appears to be improper; it could be considered a bribe. This includes offering or accepting any form of payment, or anything else of value, to improperly influence the decision of a person who works for a government agency at any level.

Kickbacks involve giving or receiving something of value as a reward for the grant of a favorable outcome or business transaction. We must never offer or solicit a kickback to influence the way we do business. We win based on the skills and qualities of our people, providing the best service to our guests, and profitable business strategies, not by offering or accepting bribes or kickbacks. Our ***Anti-Corruption Policy***, which can be found on krowD, provides further detail. If you have any questions related to anti-corruption, please contact the Ethics and Compliance team.

Anti-Money Laundering refers to policies, laws, and regulations designed to prevent illegal financial transactions obtained from illegitimate business operations. We should keep an eye out for businesses or guests who wish to complete significant bulk purchasing of gift cards or are reluctant to provide complete information to avoid reporting or record keeping requirements.

Q: **A local beer vendor representative offered me and my team tickets to a hockey game if we would agree to increase our spending with them. Can I accept the tickets?**

A: **Accepting tickets to a sporting event, regardless of their value, in exchange for increasing your spending with a vendor is considered a kickback and is prohibited. This offer of a kickback from the vendor should also be reported to your supervisor or the Ethics & Compliance team.**

COMMUNITY

Giving back is a way for us to stay connected to the places where we live and work. We encourage participation in community, charity, and political activities. As a Company, we support numerous charities and non-profit organizations that provide us opportunities to serve locally. We are also there when it matters. Whether celebration or crisis, we want to serve great food to support our community.

Our focus on **Sustainability** is embedded in all we do, from our food and culture to our community and environmental efforts. Every team member has a role to play in our sustainability journey. A core part of sustainability at Darden is our commitment to reducing the environmental impact of our physical footprint, including energy efficiency, water conservation, and food waste reduction at our restaurants. To help us improve sustainability, *Sustainable Sourcing* is important in our commitment to the global community.

We believe in doing business in a way that promotes respect for everyone we come in contact with. We do not partner with organizations that employ or condone unfair labor practices, domestic or abroad. We source products from suppliers in countries around the world who share our commitment to ethical business conduct, fair labor practices, proven environmental, health, and safety practices, animal welfare, and sustainability.

Political Participation at all levels of government is important to our business and to our country. Decisions are made every day at the local, state, and federal levels that have a significant impact on our business, team members, and guests. We have the duty, right, and privilege to choose who will make the laws governing how we live and work. We must make it clear, however, that our views and actions are our own and not those of the Company and comply with local campaign finance and election laws.

WAIVERS OF THE CODE OF CONDUCT

Any waiver of this Code for actions by executive officers, or member of the Board of Directors, can only be made by the Board of Directors or a Board committee, and must be disclosed promptly to Darden's shareholders as required by the Securities and Exchange Commission (SEC) and the New York Stock Exchange listing standards.

RESOURCES

Asking questions and raising concerns are important because we value integrity and engage in ethical business practices. ***If you see or hear something, say something.*** You have several options to seek guidance or report a concern:

- Speak with your immediate supervisor
- Contact your Director of Operations
- Contact Employee Relations at **1-800-932-2558**
- Contact your HR Business Partner at **1-407-245-4201**
- RSC HR Hotline **1-800-863-5052**
- Dispute Resolution Program (DRP) **1-800-817-3171**
- Email the Ethics & Compliance team at **ethics@darden.com**
- To report anonymously, call **1-800-876-2089** or visit **www.darden.ethicspoint.com**
- Contact Corporate Security at **1-407-245-4533**
- Total Quality Department **1-407-245-5330**

You may also find additional information in the following documents:

- RSC Handbook
- Manager Handbook
- Team Member Handbook
- Darden's website at **www.darden.com**
- To review the policies listed in this Code, log in to krowD and go to Departments > Legal > Policies

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2026