

**IN THE CIRCUIT COURT FOR THE NINTH JUDICIAL CIRCUIT  
IN AND FOR ORANGE COUNTY, FLORIDA**

IN RE DARDEN RESTAURANTS, INC.  
SHAREHOLDER LITIGATION

Case No. 2014-CA-003712-O

**CLASS ACTION**

**FINAL ORDER AND JUDGMENT  
APPROVING CLASS ACTION SETTLEMENT**

WHEREAS, a consolidated shareholder class action is pending in this Court entitled *In re Darden Restaurants, Inc. Shareholder Litigation*, Case No. 2014-CA-003712-O (the “Shareholder Class Action”);

WHEREAS, (a) plaintiff Teamsters Local 443 Health Services & Insurance Plan (“Plaintiff”), on behalf of itself and the Class (as defined below), and derivatively on behalf of Darden Restaurants, Inc. (“Darden” or the “Company”), the nominal defendant in the shareholder derivative action pending in this Court entitled *Teamsters Local 443 Health Services & Insurance Plan v. Clarence Otis Jr., et al.*, Case No. 3024-VS-009926-O (the “Shareholder Derivative Action”); (b) defendants Clarence Otis Jr., Michael W. Barnes, Leonard L. Berry, Christopher J. Fraleigh, Victoria D. Harker, David H. Hughes, Charles A. Ledsinger, Jr., William M. Lewis Jr., Connie Mack III, Michael D. Rose, Maria A. Sastre, and William S. Simon (collectively, the “Individual Defendants”), and Darden (together with the Individual Defendants, the “Class Defendants”); and (c) Darden as the nominal defendant in the Shareholder Derivative Action (together with the Class Defendants, “Defendants”) (each Defendant and Plaintiff a “Party” and, collectively, the “Parties”) have entered into a Stipulation and Agreement of Settlement dated March 13, 2015 (the “Stipulation”) that provides for a complete dismissal with prejudice of the claims asserted against the Class Defendants in the

Shareholder Class Action on the terms and conditions set forth in the Stipulation, subject to the approval of this Court;

WHEREAS, by Order dated March 27, 2015 entered in the Shareholder Class Action (the "Class Preliminary Approval Order"), this Court (a) preliminarily certified the Class solely for purposes of effectuating the Settlement; (b) ordered that notice of the proposed Settlement be provided to Class Members; (c) provided Class Members with the opportunity to object to the proposed Settlement; and (d) scheduled a hearing regarding final approval of the Settlement;

WHEREAS, the Court conducted a hearing on July 8, 2015 (the "Settlement Fairness Hearing") to consider, among other things, (a) whether the terms and conditions of the Settlement of the Shareholder Class Action are fair, reasonable and adequate to the Class, and should therefore be approved; and (b) whether a judgment should be entered dismissing the Shareholder Class Action with prejudice as against the Class Defendants; and

WHEREAS, it appearing that due notice of the Settlement Fairness Hearing has been given in accordance with the Class Preliminary Approval Order; the Parties having appeared by their respective attorneys of record; the Court having heard and considered evidence in support of the proposed Settlement; the attorneys for the respective Parties having been heard; an opportunity to be heard having been given to all other persons or entities requesting to be heard in accordance with the Class Preliminary Approval Order; the Court having determined that notice to members of the Class was adequate and sufficient; and the entire matter of the proposed Settlement having been heard and considered by the Court;

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED, this  
8th day of July, 2015, as follows:

1. **Definitions:** Unless otherwise defined in this Judgment, the capitalized terms used herein shall have the same meaning as they have in the Stipulation.

2. **Jurisdiction:** The Court has jurisdiction over the subject matter of the Shareholder Class Action, and all matters relating to the Settlement, as well as personal jurisdiction over all of the Parties and each of the Class Members.

3. **Incorporation of Settlement Documents:** This Judgment incorporates and makes a part hereof: (a) the Stipulation filed with the Court on March 13, 2015; and (b) the Notice and Summary Notice, which were filed with the Court on March 23, 2015.

4. **Class Certification for Settlement Purposes:** The Court hereby finally certifies, for the purposes of the Settlement only, the Shareholder Class Action as a non-opt out class action pursuant to Rules 1.220(a), 1.220(b)(1) and 1.220(b)(2) of the Florida Rules of Civil Procedure on behalf of a class (the “Class”) consisting of all persons and entities who held shares of the Company’s common stock at any time during the period from March 19, 2014 through and including October 13, 2014 (the date of election of Starboard’s nominees to the Darden Board of Directors) (the “Class Period”). Excluded from the Class are Defendants, any members of the Immediate Family of each of the Individual Defendants, and the legal representatives, agents, affiliates, heirs, successors-in-interest, or assigns of any such excluded party.

5. **Appointment of Class Representative and Class counsel:** For the purposes of the Settlement only, the Court hereby finally appoints Plaintiff as class representative for the Class and Lead Counsel as class counsel for the Class. Plaintiff and Lead Counsel have fairly and adequately represented the Class both in terms of litigating the Shareholder Class Action and for purposes of entering into and implementing the Settlement.

6. **Class Findings:** Solely for purposes of the proposed Settlement of the Shareholder Class Action, the Court finds that each element required for certification of the Class pursuant to Rules 1.220(a), 1.220(b)(1) and 1.220(b)(2) of the Florida Rules of Civil Procedure has been met in that: (a) the Class Members are so numerous that their joinder in the Shareholder Class Action would be impracticable; (b) there are questions of law and fact common to the Class; (c) the claims of Plaintiff are typical of the claims of the Class; (d) in connection with both the prosecution of the Shareholder Class Action as well as the Settlement, Plaintiff and Lead Counsel have fairly and adequately represented and protected the interests of the Class; (e) the prosecution of separate actions by individual Class Members would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for Class Defendants; (f) as a practical matter, the disposition of the Shareholder Class Action would influence the disposition of any pending or future identical cases brought by other Class Members; and (g) the Class Defendants have allegedly acted or refused to act on grounds generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

7. **Notice:** The Court finds that the dissemination of the Notice and publication of the Summary Notice: (a) were implemented in accordance with the Class Preliminary Approval Order; (b) constituted the best notice practicable under the circumstances; (c) constituted notice that was reasonably calculated, under the circumstances, to apprise Class Members of (i) the pendency of the Shareholder Class Action, (ii) the effect of the proposed Settlement (including the Releases to be provided thereunder), (iii) Lead Counsel's application for an award of attorneys' fees and reimbursement of Litigation Expenses in the Shareholder Derivative Action, (iv) the Class Members' right to object to any aspect of the Settlement and/or Lead Counsel's

application for attorneys' fees and Litigation Expenses in the Shareholder Derivative Action, and (v) the Class Members' right to appear at the Settlement Fairness Hearing; (d) constituted due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (e) satisfied the requirements of Rule 1.220 of the Florida Rules of Civil Procedure, the United States Constitution and the Florida Constitution (including the Due Process Clauses thereof), and all other applicable law and rules.

8. **Final Settlement Approval:** Pursuant to, and in accordance with, Rule 1.220(e) of the Florida Rules of Civil Procedure, this Court hereby fully and finally approves the Settlement set forth in the Stipulation in all respects (including, without limitation, the Settlement Consideration, the Releases, including the release of the Released Class Claims as against the Defendants' Releasees, and the dismissal with prejudice of the claims asserted against the Class Defendants in the Shareholder Class Action), and finds that the Settlement of the Shareholder Class Action is, in all respects, fair, reasonable and adequate to the Class. The Parties are directed to implement, perform and consummate the Settlement in accordance with the terms and provisions contained in the Stipulation.

9. **Dismissal of Claims:** The Shareholder Class Action and all of the claims asserted against the Class Defendants in the Shareholder Class Action by Plaintiff and the other Class Members are hereby dismissed with prejudice. The Parties shall bear their own costs and expenses, except as otherwise expressly provided in the Stipulation.

10. **Binding Effect:** The terms of the Stipulation and of this Judgment shall be forever binding on Defendants, Plaintiff and all other Class Members, as well as their respective successors and assigns.

11. **Releases:** The Releases set forth in Paragraphs 8 and 9 of the Stipulation, together with the definitions contained in Paragraph 1 of the Stipulation relating thereto, are expressly incorporated herein in all respects. The Releases set forth in Paragraphs 8 and 9 of the Stipulation are effective as of the Effective Date. Accordingly, this Court orders that:

(a) Without further action by anyone, and subject to Paragraph 12 below, upon the Effective Date of the Settlement, Plaintiff and each of the other Class Members, on behalf of themselves and any and all of their respective successors in interest, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under any of them in their capacities as such, shall be deemed to have, and by operation of law and of this Judgment shall have, fully, finally and forever discharged, dismissed with prejudice, settled, and released each and every Released Class Claim against the Class Defendants and the other Defendants' Releasees, and shall forever be enjoined from commencing, prosecuting, instigating, or in any way participating in or promoting the commencement or prosecution of any or all of the Released Class Claims against any of the Defendants' Releasees.

(b) Without further action by anyone, and subject to Paragraph 12 below, upon the Effective Date of the Settlement, the Class Defendants and the other Defendants' Releasees, on behalf of themselves and any and all of their respective successors in interest, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under any of them in their capacities as such, shall be deemed to have, and by operation of law and of this Judgment shall have, fully, finally and forever discharged, dismissed with prejudice, settled, and released each and every Released Defendants' Claim against Plaintiff and the other Plaintiff's Releasees,

and shall forever be enjoined from commencing, prosecuting, instigating, or in any way participating in or promoting the commencement or prosecution of any or all of the Released Defendants' Claims against any of the Plaintiff's Releasees.

12. **Enforceability:** Notwithstanding paragraphs 11(a)-(b) above, nothing in this Judgment shall bar any action by any of the Parties to enforce or effectuate the terms of the Stipulation or this Judgment.

13. **No Admissions:** Neither this Judgment, nor the MOU, nor the Stipulation (whether or not consummated), including the exhibits thereto, nor the negotiations leading to the execution of the MOU and the Stipulation, nor any proceedings taken pursuant to or in connection with the MOU, the Stipulation and/or approval of the Settlement (including any arguments proffered in connection therewith):

(a) shall be offered against any of the Defendants' Releasees as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by any of the Defendants' Releasees with respect to the truth of any fact alleged by Plaintiff or the validity of any claim that was or could have been asserted or the deficiency of any defense that has been or could have been asserted in the Shareholder Actions or in any other litigation, or of any liability, negligence, fault, breach of duty, or other wrongdoing of any kind of any of the Defendants' Releasees or in any way referred to for any other reason as against any of the Defendants' Releasees, in any civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation;

(b) shall be offered against any of the Plaintiff's Releasees, as evidence of, or construed as, or deemed to be evidence of any presumption, concession or admission by

any of the Plaintiff's Releasees that any of their claims are without merit, that any of the Defendants' Releasees had meritorious defenses, or with respect to any liability, negligence, fault or wrongdoing of any kind, or in any way referred to for any other reason as against any of the Plaintiff's Releasees, in any civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation; or

(c) shall be construed against any of the Releasees as an admission, concession, or presumption that the consideration to be given hereunder represents the consideration which could be or would have been achieved after trial;

*provided, however,* that if the Stipulation is approved by the Court, the Parties and the Releasees and their respective counsel may refer to it to effectuate the protections from liability granted hereunder or otherwise to enforce the terms of the Settlement.

14. **Retention of Jurisdiction:** Without affecting the finality of this Judgment in any way, this Court retains continuing and exclusive jurisdiction over the Parties and all Class Members for purposes of the administration, interpretation, implementation, and enforcement of the Settlement.

15. **Modification of the Stipulation:** Without further approval from the Court, Plaintiff and Defendants are hereby authorized to agree to and adopt such amendments or modifications of the Stipulation or any exhibits attached thereto to effectuate the Settlement that: (a) are not materially inconsistent with this Judgment; and (b) do not materially limit the rights of Class Members in connection with the Settlement. Without further order of the Court, Plaintiff and the Class Defendants may agree to reasonable extensions of time to carry out any provisions of the Settlement.

16. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation or the Effective Date of the Settlement otherwise fails to occur, this Judgment shall be vacated, rendered null and void and be of no further force and effect, except as otherwise provided by the Stipulation, and this Judgment shall be without prejudice to the rights of Plaintiff, the other Class Members and the Class Defendants, and the Parties shall revert to their respective positions in the Shareholder Class Action on November 10, 2014, as provided in the Stipulation.

17. **Entry of Final Judgment:** There is no just reason to delay the entry of this Judgment as a final judgment in the Shareholder Class Action. Accordingly, the Clerk of the Court is expressly directed to immediately enter this final judgment in the Shareholder Class Action.

/s/ Alice L. Blackwell

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The Honorable Alice L. Blackwell  
Circuit Judge