

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

TEAMSTERS LOCAL 443 HEALTH SERVICES )  
& INSURANCE PLAN, )

Plaintiff, )

v. )

Case No. 2014-CA-009926-O

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, )

**DERIVATIVE ACTION**

Defendants, )

and )

DARDEN RESTAURANTS, INC., )

Nominal Defendant. )

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

WHEREAS, a consolidated shareholder derivative action is 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”);

WHEREAS, (a) plaintiff Teamsters Local 443 Health Services & Insurance Plan (“Plaintiff”), on behalf of itself and the class in the shareholder class action pending in this Court entitled *In re Darden Restaurants, Inc. Shareholder Litigation*, Case No. 2014-CA-003712-O,

and derivatively on behalf of Darden Restaurants, Inc. (“Darden” or the “Company”), the nominal defendant in 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 Individual Defendants in the Shareholder Derivative 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 Derivative Action (the “Derivative Preliminary Approval Order”), this Court (a) ordered that notice of the proposed Settlement be provided to Current Darden Shareholders; (b) provided Current Darden Shareholders with the opportunity to object to the proposed Settlement; and (c) 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 Derivative Action are fair, reasonable and adequate to Darden, and should therefore be approved; and (b) whether a judgment should be entered dismissing the Shareholder Derivative Action with prejudice as against the Defendants; and

WHEREAS, it appearing that due notice of the Settlement Fairness Hearing has been given in accordance with the Derivative 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 requesting to be heard in accordance with the Derivative Preliminary Approval Order; the Court having determined that notice to Current Darden Shareholders 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 8<sup>th</sup> 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 Derivative Action, and all matters relating to the Settlement, as well as personal jurisdiction over all of the Parties and each of the Current Darden Shareholders.
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. **Notice:** The Court finds that the dissemination of the Notice and publication of the Summary Notice: (a) were implemented in accordance with the Derivative Preliminary Approval Order; (b) constituted the best notice practicable under the circumstances; (c) constituted notice that was reasonably calculated, under the circumstances, to apprise Current Darden Shareholders of (i) the pendency of the Shareholder Derivative 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, (iv) the Current Darden Shareholders' right to object to the Settlement and/or Lead Counsel's application for attorneys' fees and Litigation Expenses, and (v) the Current Darden Shareholders' 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 Section 607.07401(4) of the Florida Statutes, the United States Constitution and the Florida Constitution (including the Due Process Clauses thereof), and all other applicable law and rules.

5.     **Final Settlement Approval:** Pursuant to, and in accordance with, Section 67.07401 of the Florida Statutes, 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 Derivative Claims as against the Defendants' Releasees, and the dismissal with prejudice of the claims asserted against the Individual Defendants in the Shareholder Derivative Action), and finds that the Settlement of the Shareholder Derivative Action is, in all respects, fair, reasonable and adequate to Darden. The Parties are directed to implement, perform and consummate the Settlement in accordance with the terms and provisions contained in the Stipulation.

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

7. **Binding Effect:** The terms of the Stipulation and of this Judgment shall be forever binding on the Parties and all Current Darden Shareholders, as well as their respective successors and assigns.

8. **Releases:** The Releases set forth in paragraphs 7 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 7 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 9 below, upon the Effective Date of the Settlement, Plaintiff 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 its right to assert derivatively on behalf of Darden, and Darden shall be deemed to have, and by operation of law and of this Judgment shall have, fully, finally and forever directly discharged, dismissed with prejudice, settled, and released, each and every Released Derivative Claim against the Individual Defendants and the other Defendants' Releasees, and Plaintiff shall forever be enjoined from prosecuting derivatively on behalf of Darden, and Darden shall forever be enjoined from prosecuting directly, any or all of the Released Derivative Claims against any of the Defendants' Releasees.

(b) Without further action by anyone, and subject to Paragraph 9 below, upon the Effective Date of the Settlement, 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.

9. **Enforceability:** Notwithstanding paragraphs 9(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.

10. **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 this 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 this 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.

11. **Award of Attorneys' Fees and Expenses:** Plaintiff's Counsel are hereby awarded attorneys' fees and Litigation Expenses in the total amount of \$ 1.4 million, which sum the Court finds to be fair and reasonable. Darden (or its successor(s) in interest) shall pay or cause its insurance carriers to pay the Court-awarded attorneys' fees and expenses to Lead Counsel in accordance with the terms of the Stipulation.

12. **Finality:** No proceedings or court order with respect to the award of attorneys' fees and expenses to Plaintiff's Counsel shall in any way disturb or affect this Judgment (including precluding this Judgment from being Final or otherwise being entitled to preclusive effect), and any such proceedings or court order shall be considered separate from this Judgment.

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

14. **Modification of the Stipulation:** Without further approval from the Court, Plaintiff and the 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 Darden or Current Darden Shareholders in connection with the Settlement. Without further order of the Court, Plaintiff and the Defendants may agree to reasonable extensions of time to carry out any provisions of the Settlement.

15. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation, 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 and the Defendants, and the Parties shall revert to their respective positions in the Shareholder Derivative Action on November 10, 2014, as provided in the Stipulation.

16. **Entry of Final Judgment:** There is no just reason to delay the entry of this Judgment as a final judgment in the Shareholder Derivative Action. Accordingly, the Clerk of



the Court is expressly directed to immediately enter this final judgment in the Shareholder Derivative Action.

/s/ Alice L. Blackwell

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The Honorable Alice L. Blackwell  
Circuit Judge