Darden Restaurants, Inc.
ANNUAL MEETING OF SHAREHOLDERS
20TH OF SEPTEMBER 2023
QUESTIONS FROM DWS INVESTMENT GMBH

Dear members of the Board,

DWS Investment GmbH, also acting on behalf of funds of DWS Investment S.A. (incl. SICAVS and PLCs) and certain institutional mandates of DWS International GmbH, all according to delegation agreements (hereafter DWS), is one of the largest asset managers in Europe. As a responsible investor in Darden Restaurants, Inc., it is our fiduciary duty to express expectations in the best interest of our clients. Our commitment to environmental, social and governance (ESG) practices is a crucial element of our responsibilities and forms an integral part of our investment process.

Ahead of your 2023 annual general meeting (AGM) of shareholders, we would like to share our questions with you. We would appreciate a response in written form. Please note that we will share our questions on our website (www.dws.com) on the day of your AGM. Thank you for your consideration.

Overboarding

Directors should not hold excessive number of mandates (or listed directorships). Directors must ensure that they have sufficient time and capacity to fulfil their board commitments. DWS considers directors overboarded in case they hold more than five external non-executive mandates. For directors who hold executive positions on any board, our limit is two additional non-executive mandates.
Further, due to their extended responsibilities, DWS attributes an additional mandate to members assuming the role of CEO, chair position of the board or the chair position of the audit committee.
Based on their current outside commitments, serving as audit committee chair(s) elsewhere, we view CEO Ricardo Cardena (4) and non-executive director Cynthia T. Jamison (6) as overboarded.

Question 1: Are overall time commitments of directors a point of consideration for the Nomination and Governance Committee?

Question 2: If so, are there any plans in place to reduce the excessive board positions of the above-mentioned directors in the near future?

Auditor

DWS acknowledges that the objectivity and criticality of auditors can be impeded due to long tenure. Therefore, we expect companies to rotate their auditors after ten years. KPMG LLP, the current audit firm, has a tenure of 27 years.

Question 3: How do you evaluate and ensure the objectivity and independence of the audit firm after a long tenure? Might you consider a rotation of the audit firm in the near term?

Limited liability Company domiciled in Frankfurt am Main, Germany
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VAT Identification Number: DE 811 248 2899

Question 4: Would you be willing to commit to a regular audit tender process?

Executive Remuneration

We expect investee companies to integrate material ESG factors into their thinking and strategy and disclose how their ESG/sustainability priorities are factored into their remuneration systems. The variable pay components should reflect ESG-related targets which are meaningful, ideally quantifiable and reflect a material ESG priority for the company.

Question 5: When can we expect to see meaningful non-financial goals along with adequate disclosure of the targets and metrics used to evaluate performance incorporated into the executive remuneration plan?

Thank you in advance for your response.

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