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To the Independent Directors of Darden Restaurants, Inc.:

As you know, Barington Capital Group, L.P. represents a group of shareholders of Darden Restaurants, Inc. ("Darden" or the "Company") who believes that the Company's common stock is significantly undervalued and would be worth substantially more if Clarence Otis, the Company's Chairman and Chief Executive Officer, were a more effective steward of Darden's eight brands and extensive real estate holdings. While we are patient, long-term investors, we are deeply concerned by the rapidly deteriorating financial performance of Darden under the leadership of Mr. Otis. In addition, we are dismayed by his efforts to separate Red Lobster and its valuable real estate from the Company without shareholder approval, notwithstanding the fact that this controversial transaction could potentially diminish shareholder value and appears to us to be self-serving.

In light of the foregoing, we have lost confidence in Mr. Otis's ability to run Darden in the best interest of shareholders. As the independent directors of Darden, you are responsible for selecting and overseeing management and ensuring that shareholder interests are protected. We are therefore writing to express the urgent need for you to pause and carefully reassess the situation at this critical time.

We encourage you to follow the advice of Roel Campos, a former Commissioner of the Securities and Exchange Commission, given in his August 2006 speech entitled "How to be an Effective Board Member." In his speech, Mr. Campos emphasizes that independent directors must be more involved in evaluating corporate decisions and should have an open mind when confronted by shareholders. He suggests that boards challenge management to explore shareholder concerns and recommendations before adopting a "friend or foe" status. Mr. Campos also recommends that directors not settle for what is merely acceptable, but should strive for what best benefits a company's shareholders as a whole. He states that directors who don't should be taken to task for their lackluster conduct.

In addition to heeding the advice of Mr. Campos, we also call upon you to take the following actions:

1. Appoint an Independent Chairman. Given the existence of potential conflicts of interest and the heightened need to ensure that shareholder concerns are being protected, we believe that Mr. Otis should no longer serve as Chairman of the Board. We recommend that a new independent chairman be immediately appointed in order to ensure that Board decisions are unbiased and made in the best interests of the owners of the Company.

2. Directly Engage in a Meaningful Dialogue with Shareholders. We recommend that the independent directors engage in meaningful dialogue with shareholders to more fully explore all alternatives to improve long-term shareholder value. Under the circumstances, we believe it is extremely important that the independent directors communicate directly with shareholders in order to receive a fair and unbiased understanding of their views and recommendations that have not been filtered through senior management.

3. Permit Shareholders to Vote on the Red Lobster Separation Plan. We fervently believe that the Darden Board should obtain the approval of shareholders before proceeding with the controversial separation of Red Lobster. Darden has sought to give the impression that shareholders are widely supportive of management's plan by repeatedly stating, with carefully chosen words, that its plan reflects "input" from shareholders.[1] Unfortunately, one only has to look at the stock market's reaction to the announcement of the Red Lobster separation on December 19th to confirm investors' disappointment with the plan.

As shareholders of Darden, we appreciate and strongly support Starboard Value's efforts to provide the owners of the Company with the right to express their views on the Red Lobster separation. However, we do not understand why you, as the representatives of shareholders on the Darden Board, are requiring Starboard to go through the tedious process of bringing a consent solicitation to call a special meeting in the first place. In light of the concerns that have been raised regarding this transaction, we believe that you should cause the Board to promptly announce that it will provide shareholders with the right to vote on the Red Lobster separation – an announcement that we believe the Board should have made in December. Providing shareholders with the right to vote on the Red Lobster separation is not only good corporate governance, it will help minimize the time and resources that the Company and its shareholders will have to spend to achieve the same outcome through a consent solicitation. If Mr. Otis is so confident that shareholders support his plan, he should welcome the opportunity to have his views on such an important transaction validated by shareholders.

4. Reconsider the Current Restructuring Plan and Explore Opportunities to Unlock the Value of the Company's Real Estate Assets. We strongly recommend that the Company reconsider its views regarding Red Lobster's real estate, as we believe that Darden should retain these valuable assets rather than include them as part of any sale or spin-off. Retaining Red Lobster's real estate would preserve the opportunity to pursue a variety of other opportunities to unlock the value of these assets in the future, including through the formation of a publicly traded real estate investment trust (REIT). It would also allow the Company to collect rent from Red Lobster, which we believe is a superior alternative to including the real estate in the separation. J.P. Morgan analyst John Ivankoe expresses a similar view in his March 4, 2014 analyst report, which estimates that $120 million in rental income per year could be generated for the Company and its shareholders by renting the real estate to Red Lobster.[2]

We encourage you to independently explore more comprehensive restructuring alternatives that include the separation of Olive Garden and the formation of a publicly traded REIT.[3] We also recommend that you permit the Company's financial advisors to engage in discussions with private and public real estate investment companies. We are confident that there are a number of interested parties that would welcome the opportunity to engage in a constructive dialogue regarding a variety of value-creating real estate solutions available to Darden.

5. Ensure that Shareholders Receive Full and Fair Disclosure. As independent directors, we believe that it is imperative that you ensure that shareholders are provided with full and fair disclosure from the Company's senior management team. We are appalled by recent press reports detailing Darden's heavy-handed treatment of financial analysts critical of the Company. Acts of "retribution" have allegedly included preventing such analysts from asking questions on earnings conference calls and refusing to give such analysts and their clients access to management or invitations to Company-sponsored conferences.[4] We also disapprove of the recent decision by Darden to cancel the Company's 2014 Analyst and Investor Conference and replace it with private, "invitation-only" meetings with analysts, which appears to us to represent an attempt by management to control and obfuscate the flow of information concerning its restructuring plan. This type of behavior is unacceptable to us and, in our opinion, is not indicative of a management team that can be relied upon to run a public company in the best interests of shareholders.

6. Improve the Company's Corporate Governance. It is our belief that the Board needs to improve Darden's corporate governance and do a better job of aligning management and shareholder interests. This is not only evident to us from the restructuring plan that the Board approved, but from the Company's horrific corporate governance rating that was recently issued by Institutional Shareholder Services.[5] We were also shocked to learn that just days after the Company issued its disappointing

financial results for the third quarter, the Board voted to update Darden's Bylaws to help protect their jobs by making it more burdensome for shareholders to nominate new directors. One would expect that that if the Board was truly shareholder focused, it would find it unnecessary to increase Darden's defenses, particularly at a time when it is implementing a restructuring plan that Mr. Otis claims will enhance shareholder value.

7. Consider Beginning a Search for a New Chief Executive Officer. Under Mr. Otis's leadership, the Company has underperformed virtually every financial benchmark over the past one, two, three, four and five-year periods. Shareholders have been given little reason to believe that that this will change any time soon if Mr. Otis remains Chairman and Chief Executive Officer. As you know, on Friday the Company announced same-store-sales declines of -5.4% at Olive Garden and -8.8% at Red Lobster for the third quarter of fiscal 2014. This comes on top of same-store-sales declines of -4.1% at Olive Garden and -6.6% at Red Lobster for the third quarter of fiscal 2013. In fact, same-store-sales have declined at Olive Garden – Darden's largest brand accounting for approximately 42% of the Company's revenue – in six out of the last eight quarters, and at Red Lobster – Darden's second largest brand accounting for approximately 30% of the Company's revenue – in seven out of the last eight quarters.

As the financial performance of Darden continues to decline, we believe that Mr. Otis is not only failing to pursue opportunities to create strong independent operating companies and unlock the value of Darden's significant real estate holdings, he is proceeding with a restructuring plan that could potentially destroy the opportunity to fully unlock this value in the future. We are puzzled by Mr. Otis's continued resistance to more broadly implementing the proven strategies we have recommended that have improved long-term shareholder value at a number of other restaurant companies. Given the extensive list of benefits that Darden has stated Red Lobster will achieve from a separation, one would expect that a CEO truly focused on doing what is best for shareholders would want the same for Darden's seven other brands.

It is our belief that the rationale Mr. Otis has given to defend his decision not to separate Darden's remaining brands is spurious. During Darden's March 3rd conference call, Morgan Stanley analyst John Glass asked why a spin off creates value for Red Lobster, but not for the Specialty Restaurant Group. In response, Mr. Otis stated:

> "From a strategic perspective, we believe that all of our casual dining brands, with the exception of Red Lobster, really have a great deal in common as they move forward in terms of the things they need to do to protect their core. So strategically there's a lot of comparability there that is not at Red Lobster … And our Specialty Restaurant Group is comprised mostly of casual dining brands that have a lot in common with LongHorn and Olive Garden."

We believe that Mr. Otis is being disingenuous, given the significant and obvious differences that exist between brands such as The Capital Grille and Olive Garden. These brands have vastly different target customers, average check sizes and alcohol sales, as well as significantly different needs in terms of marketing, menu innovation, food sourcing and supply chain requirements (just to name a few).

Clearly, keeping Darden's seven remaining brands together is beneficial to Mr. Otis for a variety of reasons. Among other things, it allows him to continue to run Darden in the same fashion as before, with the further benefit that his poorest performing brand would be removed from the portfolio. We also recognize that including the real estate in a sale benefits Mr. Otis in that it will obscure the value that is received for the brand alone, which has significantly declined under his stewardship.

It therefore appears to us that Mr. Otis's views regarding the Red Lobster separation support the adage "where you stand [on an issue] depends on where you sit." Mr. Otis, who led Darden in the acquisition of five brands over the past six years or so, sits in an office in Darden's spectacular, $152 million corporate headquarters located on a 57-acre campus in Orlando. This facility was designed and built under Mr. Otis's leadership to run the multi-brand portfolio he assembled in a centralized fashion. Given that Mr. Otis's background in finance and investment banking leaves him more qualified to run a restaurant conglomerate than an individual restaurant brand, some have questioned whether his views may be more influenced by his personal desire to maintain his position, pay and perquisites than a concern for what is ultimately in the best interest of shareholders.[6]

We have long questioned why the Board did not select a person with stronger operating experience in the restaurant industry to run Darden. While we have patiently tried to work with Mr. Otis, it is clear to us that the Company has not been able to effectively compete with Darden's better managed peers under his leadership. We therefore think it is time to for the Board to consider whether it should begin to look for a new CEO – someone with exceptional operating and management skills in the restaurant industry, who has the background and experience to run Darden no matter how it may be restructured in the future.

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In closing, we believe that there is clearly a need for greater leadership at Darden by its independent directors, and we encourage you to be significantly more proactive. As stated by Mr. Campos:

> "Directors must ask the tough questions and get involved. And most importantly, when something that should raise an eyebrow comes to the attention of a director, that director must follow up and investigate. The director cannot ignore red flags, or even pink ones. In fulfilling the role of an effective director, an individual must take a proactive approach, going beyond the minimum legal obligations…. Frankly, to be an effective board member, directors who are supposed to be independent must have the wherewithal to be an active presence on management's radar and to act

> independently in the interest of the shareholder. Passivity is not an option."

Needless to say, the status quo at Darden is unacceptable. Nevertheless, we remain convinced that Darden can significantly improve its long-term financial performance if the right strategic and operating decisions are implemented by a well-qualified management team. We are therefore looking to you, as the independent directors of Darden, to take decisive action at this critical time for the Company – it is your responsibility to ensure that the right management team is in place and that it is focused on making decisions that are in the best interests of shareholders.

Sincerely yours,

/s/ James A. Mitarotonda

James A. Mitarotonda

Endnotes:

[1] For example, Barclays analyst Jeff Bernstein asked the following question during the Company's March 3rd conference call: "I'm just wondering whether at this point you believe you have overwhelming support of the current initiatives, or better yet, if you did hear from a large number of shareholders going forward that they would like you to consider alternatives?" Mr. Otis elected not to directly answer the question, stating in response: "[W]e have reached out to shareholders. The plan that we've put together really reflects that input. And so it's a comprehensive plan."

[2] See J.P. Morgan Analyst Report, "Darden Digs in, Tough to See Much Upside on Current Plan," (Mar. 4, 2014), which notes that even if a REIT structure is not undertaken by the Company, the value of the real estate could be unlocked by retaining Red Lobster real estate and collecting rent from the spun-off company ("If the company collected rent at 7% of sales on ~70% of the Red Lobster units as 473 of 705 are owned, this could be $120m in high-margin income (~$0.70 in F15 EPS) based on a $3.6m AUV. This excludes potential rent from properties with land-only leases, which could be accretive in this format despite not receiving much value in a separate REIT according to the company. The "new" DRI income would logically trade at a higher multiple than Red Lobster, and in our opinion this could be a way for the company, and investors, to realize some arbitrage value in the different income streams.").

[3] It is our belief that management's arguments against proceeding with a REIT are disingenuous and not well-founded. We would be happy to make our financial advisors available to you to discuss our views in greater detail. It is a matter of great disappointment to us that Mr. Otis appears not to have undertaken a thorough, objective analysis of this important alternative.

[4] See "Darden uses lobster claws on critical analysts," CNBC.com (Feb. 28, 2014); "An Analyst Lowers a Rating, and a Company Clams Up," The New York Times (Oct. 20, 2002).

[5] Institutional Shareholder Services issued Darden a governance rating of 10 on a scale of 1-10, with a 10 being higher governance risk.

[6] See, "CEO Clarence Otis feels the heat as Darden struggles," Orlando Sentinel (Mar. 8, 2014) ("Otis's lack of experience running restaurants might be a problem, some say. Other than a two-year stint running Smokey Bones, which Darden later sold as sales floundered, Otis's background is primarily financial."); and "DRI: A Generational Opportunity," Hedgeye (Oct. 15, 2013) ("[Mr. Otis's] lack of restaurant operating experience is a major reason the current management team has been decidedly unsuccessful.").

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