

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended May 27, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from \_\_\_ to \_\_\_

Commission File Number: 1-13666

**DARDEN RESTAURANTS, INC.**

(Exact name of Registrant as specified in its charter)

**Florida**

(State or other jurisdiction of incorporation or organization)

**59-3305930**

(IRS Employer Identification No.)

**1000 Darden Center Drive, Orlando, Florida**

(Address of principal executive offices)

**32837**

(Zip Code)

Registrant's telephone number, including area code: **(407) 245-4000**

**Securities registered pursuant to Section 12(b) of the Act:**

| <u>Title of each class</u>             | <u>Name of each exchange on which registered</u> |
|--|--|
| <b>Common Stock, without par value</b> | <b>New York Stock Exchange</b>                   |

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark if the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|                         |  |                           |                          |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/>                                    | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
|                         |  | Emerging growth company   | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of Common Stock held by non-affiliates of the Registrant based on the closing price of \$80.24 per share as reported on the New York Stock Exchange on November 24, 2017, was approximately: \$9,897,066,000.

Number of shares of Common Stock outstanding as of May 27, 2018 : 123,540,453 (excluding 1,263,682 shares held in the Company's treasury).

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Proxy Statement for its Annual Meeting of Shareholders on September 19, 2018, to be filed with the Securities and Exchange Commission no later than 120 days after May 27, 2018, are incorporated by reference into Part III of this Report.

DARDEN RESTAURANTS, INC.  
FORM 10-K  
FISCAL YEAR ENDED MAY 27, 2018

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**Cautionary Statement Regarding Forward-Looking Statements**

Statements set forth in or incorporated into this report regarding the expected net increase in the number of our restaurants, U.S. same-restaurant sales, total sales growth and capital expenditures in fiscal 2019, and all other statements that are not historical facts, including without limitation statements with respect to the financial condition, results of operations, plans, objectives, future performance and business of Darden Restaurants, Inc. and its subsidiaries that are preceded by, followed by or that include words such as “may,” “will,” “expect,” “intend,” “anticipate,” “continue,” “estimate,” “project,” “believe,” “plan,” “outlook” or similar expressions, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and are included, along with this statement, for purposes of complying with the safe harbor provisions of that Act. Any forward-looking statements speak only as of the date on which such statements are made, and we undertake no obligation to update such statements for any reason to reflect events or circumstances arising after such date. By their nature, forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by such forward-looking statements. In addition to the risks and uncertainties of ordinary business obligations, and those described in information incorporated into this report, the forward-looking statements contained in this report are subject to the risks and uncertainties described in Item 1A below under the heading “Risk Factors.”

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## PART I

### Item 1. BUSINESS

#### Introduction

Darden Restaurants, Inc. is a full-service restaurant company, and as of May 27, 2018, we owned and operated 1,746 restaurants through subsidiaries in the United States and Canada under the Olive Garden<sup>®</sup>, LongHorn Steakhouse<sup>®</sup>, Cheddar’s Scratch Kitchen<sup>®</sup>, Yard House<sup>®</sup>, The Capital Grille<sup>®</sup>, Bahama Breeze<sup>®</sup>, Seasons 52<sup>®</sup> and Eddie V’s Prime Seafood<sup>®</sup> trademarks. We served nearly 390 million meals in fiscal 2018. As of May 27, 2018, we also had 71 restaurants operated by independent third parties pursuant to area development and franchise agreements. The following table details the number of company-owned and operated restaurants, as well as those operated under franchise agreements, as of May 27, 2018:

| Number of restaurants      | Olive Garden | LongHorn Steakhouse | Cheddar’s Scratch Kitchen | Yard House | The Capital Grille (2) | Bahama Breeze | Seasons 52 | Eddie V’s | Total        |
|----------------------------|--------------|---------------------|---------------------------|------------|------------------------|---------------|------------|-----------|--------------|
| <b>Owned and operated:</b> |              |                     |                           |            |                        |               |            |           |              |
| United States (1)          | 850          | 504                 | 156                       | 72         | 58                     | 39            | 42         | 19        | 1,740        |
| Canada                     | 6            | —                   | —                         | —          | —                      | —             | —          | —         | 6            |
| <b>Total</b>               | <b>856</b>   | <b>504</b>          | <b>156</b>                | <b>72</b>  | <b>58</b>              | <b>39</b>     | <b>42</b>  | <b>19</b> | <b>1,746</b> |
| <b>Franchised:</b>         |              |                     |                           |            |                        |               |            |           |              |
| United States (3)          | 5            | 16                  | 14                        | —          | —                      | 1             | —          | —         | 36           |
| Middle East                | 4            | 2                   | —                         | —          | —                      | —             | —          | —         | 6            |
| Latin America              | 24           | 2                   | —                         | —          | 2                      | —             | —          | —         | 28           |
| Malaysia                   | 1            | —                   | —                         | —          | —                      | —             | —          | —         | 1            |
| <b>Total</b>               | <b>34</b>    | <b>20</b>           | <b>14</b>                 | <b>—</b>   | <b>2</b>               | <b>1</b>      | <b>—</b>   | <b>—</b>  | <b>71</b>    |

- (1) Includes three restaurants that are owned jointly by us and third parties, and managed by us.
- (2) Includes one company-owned The Capital Burger restaurant.
- (3) Includes Puerto Rico.

Darden Restaurants, Inc. is a Florida corporation incorporated in March 1995, and is the parent company of GMRI, Inc., also a Florida corporation. GMRI, Inc. and certain other of our subsidiaries own and operate our restaurants. GMRI, Inc. was originally incorporated in March 1968 as Red Lobster Inns of America, Inc. We were acquired by General Mills, Inc. in 1970 and became a separate publicly held company in 1995 when General Mills distributed all of our outstanding stock to the stockholders of General Mills. Our principal executive offices and restaurant support center are located at 1000 Darden Center Drive, Orlando, Florida 32837, telephone (407) 245-4000. Our corporate website address is [www.darden.com](http://www.darden.com). We make our reports on Forms 10-K, 10-Q and 8-K, Section 16 reports on Forms 3, 4 and 5, and all amendments to those reports available free of charge on our website the same day as the reports are filed with or furnished to the Securities and Exchange Commission. Information on our website is not deemed to be incorporated by reference into this Form 10-K. Unless the context indicates otherwise, all references to “Darden,” “the Company,” “we,” “our” or “us” include Darden Restaurants, Inc., GMRI, Inc. and our respective subsidiaries.

On April 24, 2017, we completed the acquisition of Cheddar’s Scratch Kitchen for \$799.8 million in total consideration. The acquired operations of Cheddar’s Scratch Kitchen included 140 company-owned restaurants and 25 franchised restaurants. On August 28, 2017, we completed the acquisition of 11 Cheddar’s Scratch Kitchen franchised restaurants from an existing franchisee. The results of operations, financial position and cash flows of Cheddar’s Scratch Kitchen are included in our consolidated financial statements as of the date of acquisition. For additional information, see Note 2 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report).

On November 9, 2015, we completed the spin-off of Four Corners Property Trust, Inc. (Four Corners) with the pro rata distribution of 1 share of common stock for every 3 shares of Darden common stock to Darden shareholders. The separation included the transfer of 418 restaurant properties and 6 LongHorn Steakhouse restaurants to Four Corners.

We have a 52/53 week fiscal year ending the last Sunday in May. Our fiscal year 2018 ended May 27, 2018 and consisted of 52 weeks, fiscal 2017 ended May 28, 2017 and consisted of 52 weeks, and fiscal 2016 ended May 29, 2016 and consisted of 52 weeks.

The following description of our business should be read in conjunction with the information in Part II of this report under the caption “Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 8 - Financial Statements and Supplementary Data.”

## **Segment Information**

We manage our restaurant brands in North America as operating segments. The brands operate principally in the U.S. within full-service dining. We aggregate our operating segments into reportable segments based on a combination of the size, economic characteristics and sub-segment of full-service dining within which each brand operates. We have four reportable segments: 1) Olive Garden, 2) LongHorn Steakhouse, 3) Fine Dining (which includes The Capital Grille and Eddie V’s) and 4) Other Business (which includes Cheddar’s Scratch Kitchen, Yard House, Seasons 52, Bahama Breeze and results from our franchise operations). External sales are derived principally from food and beverage sales, we do not rely on any major customers as a source of sales and the customers and long-lived assets of our reportable segments are predominantly in the U.S. There were no material transactions among reportable segments. Additional information about our segments, including financial information, is included in Note 6 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report).

### **Restaurant Brands**

#### *Olive Garden*

Olive Garden is an internally-developed brand and is the largest full-service dining Italian restaurant operator in the United States. Olive Garden offers a variety of Italian foods featuring fresh ingredients presented simply with a focus on flavor and quality, and a broad selection of imported Italian wines. In 1982, Olive Garden opened its first restaurant in Orlando, Florida.

Most dinner menu entrée prices range from \$9.00 to \$18.50 , and most lunch menu entrée prices range from \$7.00 to \$14.00 . The price of each entrée includes as much fresh salad or soup and breadsticks as a guest desires. During fiscal 2018 , the average check per person (defined as total sales divided by number of entrées sold) was approximately \$18.50 , with alcoholic beverages accounting for 6.7 percent of Olive Garden’s sales. Olive Garden maintains different menus for dinner and lunch and different menus across its trade areas to reflect geographic differences in consumer preferences, prices and selections, as well as a smaller portioned, lower-priced children’s menu.

#### *LongHorn Steakhouse*

LongHorn Steakhouse is a full-service steakhouse restaurant with locations primarily in the eastern United States, operating in an atmosphere inspired by the American West. LongHorn Steakhouse opened its first restaurant in 1981 and we acquired LongHorn Steakhouse in October 2007 as part of the RARE Hospitality International, Inc. (RARE) acquisition. LongHorn Steakhouse restaurants feature a variety of menu items including signature fresh steaks and chicken, as well as salmon, shrimp, ribs, pork chops, burgers and prime rib.

Most dinner menu entrée prices range from \$12.00 to \$28.00 , and most lunch menu entrée prices range from \$8.00 to \$16.00 . The price of most entrées includes a side and/or salad and as much freshly baked bread as a guest desires. During fiscal 2018 , the average check per person was approximately \$21.50 , with alcoholic beverages accounting for 9.6 percent of LongHorn Steakhouse’s sales. LongHorn Steakhouse maintains different menus for dinner and lunch and different menus across its trade areas to reflect geographic differences in consumer preferences, prices and selections, as well as a smaller portioned, lower-priced children’s menu.

#### *Cheddar’s Scratch Kitchen*

Cheddar’s Scratch Kitchen is a full service restaurant operating in Texas and throughout the southern, midwestern and mid-Atlantic regions of the United States. The casual dining menu features modern classics and American favorites cooked from scratch. Cheddar’s Scratch Kitchen opened its first restaurant in 1979 and we acquired Cheddar’s Scratch Kitchen in April 2017.

Most lunch and dinner menu entrée prices at Cheddar’s Scratch Kitchen range from \$6.99 to \$19.99 . During fiscal 2018 , the average check per person was approximately \$13.75 , with alcoholic beverages accounting for 9.0 percent of Cheddar’s Scratch Kitchen’s sales. Cheddar’s Scratch Kitchen features different menus across its trade areas to reflect geographic differences in consumer preferences, prices and selections, as well as a smaller portioned, lower-priced children’s menu .

#### *Yard House*

Yard House is a full-service restaurant operating in metropolitan areas across the United States and is known for great food, classic rock and over 100 draft beer offerings. The American menu includes more than 100 chef driven items with a wide range of

appetizers, snacks, burgers and steaks, street tacos, salads, sandwiches and a generous selection of vegetarian dishes. Yard House opened its first restaurant in 1996 and we acquired Yard House in August 2012.

Yard House design elements create a contemporary, yet casual, “come as you are” environment. Most lunch and dinner menu entrée prices at Yard House range from \$9.00 to \$36.00 . During fiscal 2018 , the average check per person was approximately \$33.00 , with alcoholic beverages accounting for 36.0 percent of Yard House’s sales. Yard House maintains different menus and selections of craft beers across its trade areas to reflect geographic differences in consumer preferences, prices and selections, as well as a smaller portioned, lower-priced children’s menu.

#### *The Capital Grille*

The Capital Grille is a fine dining restaurant with locations in major metropolitan cities in the United States featuring relaxed elegance and style. The Capital Grille opened its first restaurant in 1990 and we acquired The Capital Grille in October 2007 as part of the RARE acquisition. Nationally acclaimed for dry aging steaks on the premises, The Capital Grille is also known for fresh seafood flown in daily and culinary specials created by its chefs. The restaurants feature an award-winning wine list offering over 350 selections, personalized service, a comfortable club-like atmosphere, and premiere private dining rooms.

Most dinner menu entrée prices range from \$18.00 to \$64.00 and most lunch menu entrée prices range from \$18.00 to \$33.00 . During fiscal 2018 , the average check per person was approximately \$82.00 , with alcoholic beverages accounting for 29.0 percent of The Capital Grille’s sales. The Capital Grille offers different menus for dinner and lunch and varies its wine list to reflect geographic differences in consumer preferences, prices and selections.

#### *Bahama Breeze*

Bahama Breeze is an internally-developed full-service restaurant brand operating primarily in the eastern United States, that offers guests the feeling of a Caribbean escape, with food, drinks and atmosphere found in the islands. The menu features distinctive, Caribbean-inspired fresh seafood, chicken and steaks as well as handcrafted tropical cocktails. In 1996, Bahama Breeze opened its first restaurant in Orlando, Florida.

Most lunch and dinner menu entrée prices at Bahama Breeze range from \$7.00 to \$24.00 . During fiscal 2018 , the average check per person was approximately \$29.50 , with alcoholic beverages accounting for 23.7 percent of Bahama Breeze’s sales. Bahama Breeze maintains different menus across its trade areas to reflect geographic differences in consumer preferences, prices and selections, as well as a smaller portioned, lower-priced children’s menu.

#### *Seasons 52*

Seasons 52 is an internally-developed full-service restaurant brand operating primarily in the eastern United States, with a casually sophisticated, fresh grill and wine bar that offers a seasonally changing menu inspired by the appeal of a local farmer’s market. The menu includes an international collection of more than 100 wines, with 52 available by the glass, along with exceptional signature handcrafted cocktails. In 2003, Seasons 52 opened its first restaurant in Orlando, Florida.

Most dinner menu entrée prices at Seasons 52 range from \$14.50 to \$32.50 , and most lunch entrée prices range from \$10.00 to \$32.50 . During fiscal 2018 , the average check per person was approximately \$44.50 , with alcoholic beverages accounting for 24.9 percent of Seasons 52’s sales. Seasons 52 maintains different menus for dinner and lunch and different menus across its trade areas to reflect geographic differences in consumer preferences, prices and selections.

#### *Eddie V’s*

Eddie V’s is a fine dining restaurant with locations in major metropolitan cities in the United States with a sophisticated and contemporary ambiance, featuring live nightly music in the V-Lounge. The menu is inspired by the great classic restaurants of New Orleans, San Francisco and Boston, with an emphasis on prime seafood creations, USDA prime beef and chops, and fresh oyster bar selections. The atmosphere provides a comfortable dining experience “where your pleasure is our sole intention.” Eddie V’s opened its first restaurant in 2000 and we acquired Eddie V’s in November 2011.

Most dinner menu entrée prices at Eddie V’s range from \$27.00 to \$96.00 . During fiscal 2018 , the average check per person was approximately \$98.00 , with alcoholic beverages accounting for 32.1 percent of Eddie V’s sales. Eddie V’s maintains different menus for dinner and varies its wine list to reflect geographic differences in consumer preferences, prices and selections.

The following table shows our growth and lists the number of restaurants owned and operated by each of our brands as of the end of the fiscal years indicated. The table excludes our restaurants operated by independent third parties pursuant to area development and franchise agreements. The final column in the table lists our total sales from continuing operations for the fiscal years indicated.

| Fiscal Year | Olive Garden | LongHorn Steakhouse | Cheddar's Scratch Kitchen | Yard House | The Capital Grille (3) | Bahama Breeze | Seasons 52 | Eddie V's | Total Restaurants (1)(2) | Total Sales (in millions) |
|-------------|--------------|---------------------|---------------------------|------------|------------------------|---------------|------------|-----------|--------------------------|---------------------------|
| 1999        | 464          |                     |                           |            |                        | 6             |            |           | 470                      | \$1,490.2                 |
| 2000        | 469          |                     |                           |            |                        | 11            |            |           | 480                      | \$1,615.7                 |
| 2001        | 477          |                     |                           |            |                        | 16            |            |           | 493                      | \$1,780.0                 |
| 2002        | 496          |                     |                           |            |                        | 22            |            |           | 518                      | \$1,966.1                 |
| 2003        | 524          |                     |                           |            |                        | 25            | 1          |           | 550                      | \$2,097.5                 |
| 2004        | 543          |                     |                           |            |                        | 23            | 1          |           | 567                      | \$2,359.3                 |
| 2005        | 563          |                     |                           |            |                        | 23            | 3          |           | 589                      | \$2,542.4                 |
| 2006        | 582          |                     |                           |            |                        | 23            | 5          |           | 610                      | \$2,775.8                 |
| 2007        | 614          |                     |                           |            |                        | 23            | 7          |           | 644                      | \$2,965.2                 |
| 2008        | 653          | 305                 |                           |            | 32                     | 23            | 7          |           | 1,020                    | \$3,997.5                 |
| 2009        | 691          | 321                 |                           |            | 37                     | 24            | 8          |           | 1,081                    | \$4,593.1                 |
| 2010        | 723          | 331                 |                           |            | 40                     | 25            | 11         |           | 1,130                    | \$4,626.8                 |
| 2011        | 754          | 354                 |                           |            | 44                     | 26            | 17         |           | 1,196                    | \$4,980.3                 |
| 2012        | 792          | 386                 |                           |            | 46                     | 30            | 23         | 11        | 1,289                    | \$5,327.1                 |
| 2013        | 828          | 430                 |                           | 44         | 49                     | 33            | 31         | 12        | 1,431                    | \$5,921.0                 |
| 2014        | 837          | 464                 |                           | 52         | 54                     | 37            | 38         | 15        | 1,501                    | \$6,285.6                 |
| 2015        | 846          | 480                 |                           | 59         | 54                     | 36            | 43         | 16        | 1,534                    | \$6,764.0                 |
| 2016        | 843          | 481                 |                           | 65         | 54                     | 37            | 40         | 16        | 1,536                    | \$6,933.5                 |
| 2017        | 846          | 490                 | 140                       | 67         | 56                     | 37            | 41         | 18        | 1,695                    | \$7,170.2                 |
| 2018        | 856          | 504                 | 156                       | 72         | 58                     | 39            | 42         | 19        | 1,746                    | \$8,080.1                 |

- (1) Includes only restaurants included in continuing operations. Excludes other restaurant brands operated by us in these years that are no longer owned by us, and restaurants that were classified as discontinued operations.
- (2) Includes company-owned synergy restaurants as follows: one in fiscal 2011, one in fiscal 2012, four in fiscal 2013, and four in fiscal 2014. We converted the four synergy restaurants to Olive Garden restaurants in the first quarter of fiscal 2015.
- (3) Includes one The Capital Burger restaurant in fiscal 2018.

## Strategy

We believe that capable operators of strong multi-unit brands have the opportunity to increase their share of the restaurant industry's full-service segment. Generally, the restaurant industry is considered to be comprised of three segments: quick service, fast casual, and full service. All of our restaurants fall within the full-service segment, which is highly fragmented and includes many independent operators and small chains. We believe we have strong brands, and that the breadth and depth of our experience and expertise sets us apart in the full-service restaurant industry. This collective capability is the product of investments over many years in areas that are critical to success in our business, including restaurant operations excellence, brand management excellence, supply chain, talent management and information technology, among other things.

During fiscal 2018, our operating philosophy remained focused on improving the core operational fundamentals of the business by providing an outstanding guest experience rooted in culinary innovation, attentive service, engaging atmosphere, and integrated marketing. Darden enables each brand to reach its full potential by leveraging its scale, insight, and experience in a way that protects uniqueness and competitive advantages. Additionally, brands can capitalize on insights to deliver customized one-to-one customer relationship marketing. We hold ourselves accountable for operating our restaurants with a sense of urgency to achieve our commitments to all of our stakeholders.

## Recent and Planned Restaurant Growth

During fiscal 2018, we added 51 net new company-owned restaurants in the United States, including the Cheddar's Scratch Kitchen franchised restaurants acquired in August 2017. Our fiscal 2018 actual restaurant openings and closings, fiscal 2019 projected openings, and approximate capital investment, square footage and dining capacity, by brand, are shown below:

|                           | Actual - Fiscal 2018   |                 |                        | Projected -<br>Fiscal 2019    | Pro-Forma New Restaurants                        |   |       |                       |                        |
|---------------------------|------------------------|-----------------|------------------------|-------------------------------|--|---|-------|-----------------------|------------------------|
|                           | Restaurant<br>Openings | Acquired<br>(1) | Restaurant<br>Closings | New<br>Restaurant<br>Openings | Capital Investment<br>Range (3)<br>(in millions) |   |       | Square<br>Feet<br>(4) | Dining<br>Seats<br>(5) |
| Olive Garden              | 12                     | —               | 2                      | 11 - 13                       | \$3.5  | - | \$4.5 | 7,700                 | 240                    |
| LongHorn Steakhouse       | 15                     | —               | 1                      | 13 - 15                       | \$2.5  | - | \$3.5 | 5,500                 | 190                    |
| Cheddar's Scratch Kitchen | 5                      | 11              | —                      | 5 - 6                         | \$3.0  | - | \$4.0 | 8,000                 | 280                    |
| Yard House                | 5                      | —               | —                      | 5 - 7                         | \$6.0  | - | \$7.0 | 11,500                | 380                    |
| The Capital Grille (2)    | 2                      | —               | —                      | 0 - 1                         | \$6.0  | - | \$7.0 | 9,500                 | 250                    |
| Bahama Breeze             | 2                      | —               | —                      | 2 - 3                         | \$5.0  | - | \$6.0 | 9,000                 | 360                    |
| Seasons 52                | 1                      | —               | —                      | 1 - 2                         | \$5.5  | - | \$6.5 | 9,000                 | 300                    |
| Eddie V's                 | 2                      | —               | 1                      | 2 - 3                         | \$7.5  | - | \$8.5 | 9,000                 | 250                    |
| <b>Totals</b>             | <b>44</b>              | <b>11</b>       | <b>4</b>               | <b>45 - 50</b>                |  |   |       |                       |                        |

(1) Includes the 11 Cheddar's Scratch Kitchen franchised restaurants acquired on August 28, 2017.

(2) Fiscal 2018 restaurant openings include one The Capital Burger restaurant. Pro-forma new restaurant data excludes The Capital Burger.

(3) Includes cash investments for building, equipment, furniture and other construction costs; excludes internal capitalized overhead, pre-opening expenses, tenant allowance and future lease obligations. Olive Garden, LongHorn Steakhouse and Cheddar's Scratch Kitchen capital investments are based on costs associated with land-only leases; The Capital Grille, Bahama Breeze, Seasons 52, Eddie V's and Yard House capital investments are based on ground and building leases. Actual costs can vary significantly depending on the specific location.

(4) Includes all space under the roof, including the coolers and freezers.

(5) Includes bar dining seats and patio seating, but excludes bar stools.

The actual number of openings for each of our brands for fiscal 2019 will depend on many factors, including our ability to locate appropriate sites, negotiate acceptable purchase or lease terms, obtain necessary local governmental permits, complete construction, and recruit and train restaurant management and hourly personnel. Our objective is to continue to expand all of our restaurant brands.

We consider location to be a critical factor in determining a restaurant's long-term success, and we devote significant effort to the site selection process. Prior to entering a market, we conduct a thorough study to determine the optimal number and placement of restaurants. Our site selection process incorporates a variety of analytical techniques to evaluate key factors. These factors include trade area demographics, such as target population density and household income levels; competitive influences in the trade area; the site's visibility, accessibility and traffic volume; and proximity to activity centers such as shopping malls, hotel/motel complexes, offices and universities. Members of senior management evaluate, inspect and approve each restaurant site prior to its acquisition. Constructing and opening a new restaurant typically takes approximately 180 days on average after permits are obtained and the site is acquired.

We systematically review the performance of our restaurants to ensure that each one meets our standards. When a restaurant falls below minimum standards, we conduct a thorough analysis to determine the causes, and implement marketing and operational plans to improve that restaurant's performance. If performance does not improve to acceptable levels, the restaurant is evaluated for relocation, closing or conversion to one of our other brands. Permanent closures are typically due to economic changes in trade areas, the expiration of lease agreements, or site concerns. Accordingly, we continue to evaluate our site locations in order to minimize the risk of future closures or asset impairment charges.

## Restaurant Operations

We believe that high-quality restaurant management is critical to our long-term success. Our restaurant management structure varies by brand and restaurant size. We issue detailed operations manuals covering all aspects of restaurant operations,

as well as food and beverage manuals which detail the preparation procedures of our recipes. The restaurant management teams are responsible for the day-to-day operation of each restaurant and for ensuring compliance with our operating standards.

Each Olive Garden restaurant is led by a general manager, and each LongHorn Steakhouse restaurant is led by a managing partner. Each also has three to five additional managers, depending on the operating complexity and sales volume of the restaurant. In addition, each restaurant typically employs an average of 80 to 120 hourly team members, most of whom work part-time. Restaurant general managers or managing partners report to a director of operations who is responsible for approximately seven to ten restaurants. Each director of operations of Olive Garden and LongHorn Steakhouse reports to a Senior Vice President of Operations who is responsible for up to one hundred restaurants. Restaurants are visited regularly by operations management, including officer level executives, to help ensure strict adherence to all aspects of our standards.

Each Cheddar's Scratch Kitchen restaurant is led by a managing partner. Each also has two to six managers and one to two culinary managers. In addition, each restaurant typically employs an average of 65 to 150 hourly team members, most of whom work part-time. The managing partner of each restaurant reports directly to a director of operations, who has operational responsibility for approximately three to ten restaurants. Restaurants are visited regularly by operations management, including officer level executives, to help ensure strict adherence to all aspects of our standards.

Each Bahama Breeze and Yard House restaurant is led by a general manager, and each The Capital Grille, Seasons 52 and Eddie V's restaurant is led by a managing partner. Each also has two to eight managers. Each The Capital Grille, Yard House, Seasons 52 and Eddie V's restaurant has one to three executive chefs, and one to two sous chefs, and each Bahama Breeze restaurant has one to three culinary managers. In addition, each restaurant typically employs an average of 65 to 200 hourly team members, most of whom work part-time. The general manager or managing partner of each restaurant reports directly to a director of operations, who has operational responsibility for approximately three to ten restaurants. Restaurants are visited regularly by operations management, including officer level executives, to help ensure strict adherence to all aspects of our standards.

Our Learning and Employee Development team in partnership with each brand's training leader, together with senior operations executives, is responsible for developing and maintaining our operations training programs. These efforts include a 10 to 12-week training program for management trainees and continuing development programs for all levels of leadership. The emphasis of the training and development programs varies by restaurant brand, but includes leadership, restaurant business management and culinary skills. We also use a highly structured training program to open new restaurants, including deploying training teams experienced in all aspects of restaurant operations. The opening training teams typically begin work one and a half weeks prior to opening and remain at the new restaurant for up to three weeks after the opening. They are re-deployed as appropriate to enable a smooth transition to the restaurant's operating staff.

We maintain performance measurement and incentive compensation programs for our management-level team members. We believe that our leadership position, strong results-oriented culture and various short-term and long-term incentive programs, including stock-based compensation, enhances our ability to attract and retain highly motivated restaurant managers.

### **Quality Assurance**

Our Total Quality Department helps ensure that all restaurants provide safe, high-quality food in a clean and safe environment. Through rigorous supplier and risk-based product evaluations, we purchase only products that meet or exceed our product specifications. We rely on independent third parties to inspect and evaluate our suppliers and distributors. Suppliers that produce "high-risk" products are subject to a food safety evaluation by Darden personnel at least annually. We require our suppliers to maintain sound manufacturing practices and operate with the comprehensive Hazard Analysis and Critical Control Point (HACCP) food safety programs and risk-based preventative controls adopted by the U.S. Food and Drug Administration. These programs focus on preventing hazards that could cause food-borne illnesses by applying scientifically-based controls to analyze hazards, identify and monitor critical control points, and establish corrective actions when monitoring shows that a critical limit has not been met. We require routine food safety verification for high-risk products from our suppliers. Our total quality managers and third party auditors visit each restaurant regularly throughout the year to review food handling and to provide education and training in food safety and sanitation. The total quality managers also serve as a liaison to regulatory agencies on issues relating to food safety.

### **Purchasing and Distribution**

Our ability to ensure a consistent supply of safe, high-quality food and supplies at competitive prices to all of our restaurant brands depends on reliable sources of procurement. Our purchasing staff sources, negotiates and purchases food and supplies from more than 1,500 suppliers whose products originate in more than 35 countries. Suppliers must meet our requirements and



strict quality control standards in the development, harvest, catch and production of food products. Competitive bids, long-term contracts and strategic supplier relationships are routinely used to manage availability and cost of products.

We believe that our significant scale is a competitive advantage and our purchasing team leverages this purchasing capability. Our purchasing staff travels routinely within the United States and internationally to source top-quality food products at competitive prices. We believe that we have established excellent long-term relationships with key suppliers and usually source our product directly from producers (not brokers or middlemen). We actively support several national minority supplier organizations to ensure that Darden incorporates women- and minority-owned businesses in all of its purchasing decisions.

We continue to drive automation of our supply chain by working with our suppliers, logistics partners and distributors to improve optimization with information visibility. Through our subsidiary, Darden Direct Distribution, Inc. (Darden Direct), and long-term agreements with our third party national distribution companies, we maintain inventory ownership of food and supplies in warehouses primarily dedicated to Darden where practical to do so. Darden Direct further enables our purchasing staff to integrate demand forecasts into long-term agreements driving efficiencies in production economics when we collaborate with suppliers. Because of the relatively rapid turnover of perishable food products, inventories in the restaurants have a modest aggregate dollar value in relation to sales.

## **Advertising and Marketing**

Integrated marketing is a key element of our strategy, and our scale enables us to be a leading advertiser in the full-service dining segment of the restaurant industry. Olive Garden leverages the efficiency of national network television advertising. Olive Garden supplements this with cable, local television and digital advertising. LongHorn Steakhouse uses local television and digital advertising to build engagement and loyalty by market. Cheddar's Scratch Kitchen, The Capital Grille, Yard House, Bahama Breeze, Seasons 52 and Eddie V's do not use television advertising, but rely on local and digital marketing. Our restaurants appeal to a broad spectrum of consumers and we use advertising to build awareness and strengthen our brands. We implement periodic promotions as appropriate to maintain and increase our sales and profits, as well as increase frequency of visitation by our guests. We also rely on outdoor billboard, direct mail and email advertising, as well as radio, newspapers, digital coupons, search engine marketing and social media such as Facebook® and Instagram®, as appropriate, to attract, engage and retain our guests. We have developed and consistently use sophisticated consumer marketing research techniques to monitor guest satisfaction and evolving food service trends and expectations.

In fiscal 2018, we continued a multi-year effort to implement new technology platforms that allow us to digitally engage with our guests and team members and strengthen our marketing and analytics capabilities in an increasingly connected society. We also continued making improvements to our online and mobile ordering system for Olive Garden and LongHorn Steakhouse. In addition, we continued working on developing sophisticated customer relationship management programs, data analytics, and data-driven marketing approaches to effectively and efficiently target our existing and potential guests across our portfolio of brands. This enables us to tailor messaging and offerings depending on guest visit history, preferences and brand loyalty.

In fiscal 2018, Olive Garden continued to leverage Spanish language advertising to increase awareness and visits from Hispanic consumers.

## **Employees**

At the end of fiscal 2018, we employed over 180,000 people (team members) in the United States and Canada. Of these team members, approximately 170,000 were hourly restaurant personnel. The remainder were restaurant management personnel located in the restaurants or in the field, or were located at our restaurant support center facility in Orlando, Florida. Our executives have an average of 15 years of experience with us. The restaurant general managers and managing partners average 12 years with us. We believe that we provide working conditions and compensation that compare favorably with those of our competitors. Most team members, other than restaurant management and corporate management, are paid on an hourly basis. None of our team members are covered by a collective bargaining agreement. We consider our employee relations to be good.

As a full-service restaurant company, food is always top of mind, but our team members make the difference - they are at the heart of everything we do. We believe the guest experience can never exceed the team member experience, so we hire the best and retain them by fostering an environment of respect, where diversity of thought and background is valued and everyone has the opportunity to develop and grow their careers. We offer our team members flexible work schedules, competitive wages and benefits.

Consistent with one of our core values of diversity, we are committed to attracting, retaining, engaging and developing a workforce that mirrors the diversity of our guests. Approximately 50 percent of our restaurant team members are minorities and more than 55 percent are female. We also achieved a 100 percent score on the Human Rights Campaign's Corporate Equality Index for our business practices and policies toward our lesbian, gay, bisexual and transgender team members. Additionally, we

employ members of five generations of the United States population - Matures, Baby Boomers, Generation X, Millennials and Centennials.

During fiscal 2018, we received additional recognition for our employment practices, including: being included on Forbes' 2018 List of the Best Employers for Diversity; being named to Glassdoor's 2018 List of the 100 Best Places to Work, based entirely on employee feedback shared anonymously on Glassdoor over the past year; and Olive Garden and The Capital Grille being awarded the People Report's 2018 Best Practices Award in recognition of having the best workplace culture in casual dining and fine dining, respectively.

Consistent with our core values of respect and caring and teamwork, in fiscal 1999, we established a program called Darden Dimes to help fellow Darden team members in need. Darden Dimes provides short-term financial grants to team members experiencing financial need caused by unexpected emergencies or catastrophic natural disasters. Participating team members donate as little as 10 cents from each paycheck to the Darden Dimes fund, which raises and grants more than \$1.5 million annually.

We succeed because of our people, and with our success come rewards, recognition and great opportunities for our team members. We invest in their careers every step of the way by providing the tools they need to succeed in their current roles, to grow personally and professionally, and to deliver exceptional experiences to our guests each day. With thousands of leadership positions across our restaurants, we provide a pathway and training for thousands of individuals across the country to advance from entry-level jobs into management roles. In addition, our geographic footprint often puts us in a position to offer our restaurant team members jobs in their current roles when personal circumstances require relocation. This is one of the reasons Darden enjoys the lowest annual turnover rates for hourly team members in the industry.

### **Information Technology and Cybersecurity**

We strive for leadership in the restaurant business by using technology as a competitive advantage and as an enabler of our strategy. We have implemented technology-enabled business solutions to improve financial control, cost management, guest service and employee effectiveness, as well as enable e-commerce. These solutions are designed to be used across restaurant brands, yet are flexible enough to meet the unique needs of each restaurant brand. Our strategy is to fully integrate systems to drive operational efficiencies and enable restaurant teams to focus on restaurant operations excellence. Restaurant hardware and software support for all of our restaurant brands is provided or coordinated from the restaurant support center facility in Orlando, Florida. Our data network sends and receives business data to and from the restaurants throughout the day and night, providing timely and extensive information on business activity in every location. Our data center contains sufficient computing power to process information from all restaurants quickly and efficiently. Our information is processed in a secure environment to protect both our data and the physical computing assets. We guard against business interruption by maintaining a disaster recovery plan, which includes storing critical business information off-site, testing the disaster recovery plan at a host-site facility and providing on-site power backup. We use internally developed proprietary software, as well as purchased software, with proven, non-proprietary hardware.

We maintain a robust system of data protection and cyber security resources, technology and processes. We remain constantly vigilant of new and emerging risks and ever-changing legal and compliance requirements and make strategic continued investment in those systems to keep Company, customer and team member data secure. We monitor risks of sensitive information compromise at our business partners where relevant and reevaluate those relationships if necessary. We provide annual security awareness training to our management and restaurant service center team members.

Our management believes that our current systems and practice of implementing regular updates will position us well to support current needs and future growth. We use a strategic information systems planning process that involves senior management and is integrated into our overall business planning. We provide data protection and cybersecurity reports to the Audit Committee of the Company's Board of Directors on a quarterly basis and periodically to the full Board of Directors. Information systems projects are prioritized based upon strategic, financial, regulatory and other business advantage criteria.

### **Competition**

The restaurant industry is intensely competitive with respect to the type and quality of food, price, service, restaurant location, personnel, brand, attractiveness of facilities, availability of carryout and home delivery, internet and mobile ordering capabilities and effectiveness of advertising and marketing. The restaurant business is often affected by changes in consumer tastes; national, regional or local economic conditions; demographic trends; traffic patterns; the type, number and location of competing restaurants; and consumers' discretionary purchasing power. We compete within each market with national and regional chains and locally-owned restaurants for guests, management and hourly personnel and suitable real estate sites. We also face growing competition from the supermarket industry, which offers "convenient meals" in the form of improved entrées and

side dishes from the deli section. In addition, improving product offerings at fast casual restaurants and quick-service restaurants and expansion of home delivery services, together with negative economic conditions, could cause consumers to choose less expensive alternatives. We expect intense competition to continue in all of these areas.

Other factors pertaining to our competitive position in the industry are addressed under the sections entitled “Purchasing and Distribution,” “Advertising and Marketing” and “Information Technology and Cybersecurity” in this Item 1 and in our Risk Factors in Item 1A of this Form 10-K.

### **Trademarks and Service Marks**

We regard our Olive Garden<sup>®</sup>, LongHorn Steakhouse<sup>®</sup>, Cheddar’s Scratch Kitchen<sup>®</sup>, Yard House<sup>®</sup>, The Capital Grille<sup>®</sup>, The Capital Burger<sup>®</sup>, Bahama Breeze<sup>®</sup>, Seasons 52<sup>®</sup>, Eddie V’s Prime Seafood<sup>®</sup>, Darden<sup>®</sup> and Darden Restaurants<sup>®</sup> service marks, and other service marks and trademarks related to our restaurant businesses, as having significant value and as being important to our marketing efforts. Our policy is to pursue registration of our important service marks and trademarks and to vigorously oppose any infringement of them. Generally, with appropriate renewal and use, the registration of our service marks and trademarks will continue indefinitely.

### **Franchises, Joint Ventures and New Business Development**

As of May 27, 2018, we operated 1,746 restaurants through subsidiaries in the United States and Canada. We own all of those locations, except for 3 restaurants managed by us and owned by joint ventures. We control the joint ventures’ use of our service marks and the joint ventures pay management fees to us, which are not material to our consolidated financial statements.

As of May 27, 2018, franchisees operated 36 franchised restaurants in the United States and 35 franchised restaurants outside of the United States. We have area development, franchise and/or license agreements in place with unaffiliated operators to develop and operate Olive Garden, LongHorn Steakhouse, The Capital Grille and Bahama Breeze restaurants in the following regions:

- United States,
- Middle East (Kuwait, Saudi Arabia and the United Arab Emirates),
- Mexico,
- Central and South America (Brazil, El Salvador and Panama),
- Caribbean (Jamaica, Bahamas, Cayman Islands, Dominican Republic and Barbados), and
- Malaysia.

The open and operating franchised restaurants are all reflected in the table under the “Introduction” section of this Item 1. We do not have an ownership interest in any of these franchisees, but we receive fees under the area development and franchise agreements and royalty income under the franchise or license agreements. The amount of income we derive from our franchise arrangements is not material to our consolidated financial statements.

We license the sales and distribution of several items including Olive Garden salad dressings, salad croutons, LongHorn Steakhouse seasoning and Olive Garden seasoning through various channels including wholesale distribution chains and major grocery chains. The amount of income we derive from these licensing arrangements is not material to our consolidated financial statements.

### **Seasonality**

Our sales volumes fluctuate seasonally. Typically, our average sales per restaurant are highest in the winter and spring, followed by the summer, and lowest in the fall. Holidays, changes in the economy, severe weather and similar conditions may impact sales volumes seasonally in some operating regions. Because of the seasonality of our business, results for any quarter are not necessarily indicative of the results that may be achieved for the full fiscal year.

### **Government Regulation**

We are subject to various federal, state, local and international laws affecting our business. Each of our restaurants must comply with licensing requirements and regulations by a number of governmental authorities, which include health, safety and fire agencies in the state or municipality in which the restaurant is located. The development and operation of restaurants depend on selecting and acquiring suitable sites, which are subject to zoning, land use, environmental, traffic and other regulations. To date, we have not been significantly affected by any difficulty, delay or failure to obtain required licenses or approvals.

During fiscal 2018, 12.3 percent of our sales were attributable to the sale of alcoholic beverages. Regulations governing their sale require licensure by each site (in most cases, on an annual basis), and licenses may be revoked or suspended for cause at any time. These regulations relate to many aspects of restaurant operation, including the minimum age of patrons and employees, hours of operation, advertising, wholesale purchasing, inventory control and handling, and storage and dispensing of alcoholic beverages. The failure of a restaurant to obtain or retain these licenses would adversely affect the restaurant's operations. We also are subject in certain states to "dram-shop" statutes, which generally provide an injured party with recourse against an establishment that serves alcoholic beverages to an intoxicated person who then causes injury to himself or a third party. We carry liquor liability coverage as part of our comprehensive general liability insurance.

We also are subject to federal and state minimum wage laws and other laws governing such matters as overtime, tip credits, working conditions, safety standards, and hiring and employment practices.

Since 1995, Darden has had a Tip Rate Alternative Commitment (TRAC) agreement with the Internal Revenue Service. TRAC requirements, which include increased educational and other efforts in each restaurant to increase the reporting compliance of employees with respect to cash tips, are applied across all of our brands. Compliance with TRAC requirements reduces the likelihood of potential employer-only FICA tax assessments related to cash tips that are unreported by employees at Darden's covered units.

We are subject to federal and state environmental regulations, but these rules have not had a material effect on our operations. During fiscal 2018, there were no material capital expenditures for environmental control facilities and no material expenditures for this purpose are anticipated.

Our facilities must comply with the applicable requirements of the Americans with Disabilities Act of 1990 (ADA) and related state accessibility statutes. Under the ADA and related state laws, we must provide equivalent service to disabled persons and make reasonable accommodation for their employment, and when constructing or undertaking significant remodeling of our restaurants, we must make those facilities accessible.

We continue to monitor the status of the health care reform law enacted by Congress in March of 2010 (Affordable Care Act) and related rules and regulations.

We are subject to laws and regulations relating to the preparation and sale of food, including regulations regarding product safety, nutritional content and menu labeling. We are subject to laws and regulations requiring disclosure of calorie, fat, trans fat, salt and allergen content.

We are subject to laws relating to information security, privacy, cashless payments and consumer credit, protection and fraud. An increasing number of governments and industry groups worldwide have established data privacy laws and standards for the protection of personal information, including social security numbers, financial information (including credit card numbers), and health information. As a merchant and service provider of point-of-sale services, we are also subject to the Payment Card Industry Data Security Standard issued by the Payment Card Industry Council (PCI DSS).

See Item 1A "Risk Factors" below for a discussion of risks relating to federal, state and local regulation of our business, including in the areas of health care reform, data privacy and environmental matters.

## **Sustainability**

Darden's commitment to sustainability is a key component of providing great service and food to our guests. It is an element that separates us from our competitors and a contributor to our business success. Our approach is both integrated and strategic and spans the enterprise from the commodities we source to the operation of our restaurants.

We focus on running our restaurants efficiently, and we continually reduce water and energy use. We have reduced our use of these resources 18% and 22%, respectively, from fiscal 2010, when we began tracking this data, through fiscal 2017. Darden has also established an aspirational goal to send zero waste to landfill over time. We have made significant progress and doubled (compared to fiscal 2010) our diversion rate to 31% reduction in landfill waste in fiscal 2017 compared to fiscal 2010, achieved through a combination of recycling efforts, organic waste diversion and food donation through the Darden Harvest program. The achievement of these goals helps to distinguish Darden as a sustainability leader in the food service industry and beyond.

We also focus on sustainability in today's evolving food culture. In 2016, Darden's Food Principles were publicly shared, which outline our commitment to guests in areas of sourcing, food safety, sustainability and animal welfare. Darden's Food Principles is a statement that connects each of these strategic business efforts in a guest-centered platform, including sourcing and

ingredient commitments to our guests. We have set commitments related to the following food attributes: antibiotics, partially-hydrogenated oils (PHOs), cage-free eggs, and gestation crate-free pork. We are on track to meet the commitments, and we continue to monitor progress with our suppliers.

Conservation is a competitive advantage - it continues to lower our operating costs over time, insulate our supply chain, and help us attract and retain the most qualified employees - all increasing the success of our business.

More information about our sustainability strategy, our commitment to our guests on Food Principles and our progress to date is available at [www.darden.com](http://www.darden.com).

### **Darden Foundation and Community Affairs**

We are recognized for a culture that rewards caring for and responding to people. That defines service for Darden. The Darden Restaurants, Inc. Foundation (Foundation) works to bring to life this spirit of service through its philanthropic support of charitable organizations across the country as well as the volunteer involvement of our team members. The Foundation does this by focusing its philanthropic efforts on programs that enhance the communities in which our team members and guests live and work. In addition, Darden Restaurant Support Center team members are eligible for 16 hours per calendar year of paid time for approved community service activities during scheduled work hours.

In fiscal 2018, the Foundation awarded approximately \$3.7 million in grants to national organizations as well as local nonprofits including Second Harvest Food Bank of Central Florida and the Heart of Florida United Way. These organizations provide service to the public through disaster preparedness, hunger relief, community engagement, and the promotion of career opportunities in the culinary industry.

The Foundation's funding helps support the National Restaurant Association Education Foundation's ProStart program, a national high school program that introduces students to the restaurant industry and provides them with an industry-driven curriculum on topics ranging from culinary techniques to management skills. The Foundation's \$250,000 annual contribution also supports the Opportunity Youth-Restaurant ready program to engage and encourage disconnected young people to pursue a path to employment and improve their quality of life.

We are a proud member of the American Red Cross' Annual Disaster Giving Program which enables the Red Cross to respond to the needs of individuals and families impacted by disasters anywhere in the United States. In addition to financial support, our restaurants regularly donate meals to feed first responders and victims of natural disasters. In fiscal 2018, the Foundation provided \$750,000 to the American Red Cross, including \$250,000 to support the organization's Hurricane Harvey relief efforts. The Foundation also provided \$50,000 to Heart of Florida United Way to support Hurricane Maria victims in Puerto Rico.

The Foundation strengthened its partnership with Feeding America in fiscal 2018 with a \$2.0 million grant to provide food to hungry families in the communities where we do business. The Foundation's contribution will support food banks across the country and help provide meals for people facing hunger. This donation will mark a total of \$5.8 million that the Foundation and Darden have contributed to the Feeding America network.

In 2003, we began the Darden Harvest program as a mechanism for getting fresh and healthy food to people who need it. Each day, across every one of our restaurants, we collect surplus, wholesome food that is not served to guests and, rather than discarding the food, we prepare it for donation to local nonprofit feeding partners. In fiscal 2018, Darden contributed approximately 7 million pounds of food, the equivalent of more than 5.8 million meals provided to people in need across the communities served by our restaurants. As an added benefit of the Darden Harvest program, we are able to divert millions of pounds of surplus food from waste streams every year, making the Darden Harvest program a key part of our goal to one day send zero waste to landfills.

More information about the Foundation and its efforts to enhance the quality of life in the communities where we do business is available on our website at [www.darden.com](http://www.darden.com).

### **Executive Officers of the Registrant**

Our executive officers as of the date of this report are listed below.

Eugene I. (Gene) Lee, Jr., age 57, has been our President and CEO since February 2015. Prior to that, Mr. Lee served as President and Interim CEO since October 2014, and as President and COO of the Company from September 2013 to October 2014. He served as President, Specialty Restaurant Group from our acquisition of RARE in October 2007 to September 2013.

Prior to the acquisition, he served as RARE's President and COO from January 2001 to October 2007. From January 1999 until January 2001, he served as RARE's Executive Vice President and COO.

Matthew R. Broad, age 58, has been our Senior Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary since October 2015. Prior to joining Darden, he served as Executive Vice President, General Counsel and Chief Compliance Officer for OfficeMax, Incorporated from October 2004 to December 2013. Prior to that, he was Associate General Counsel with Boise Cascade Corporation from September 1989 to October 2004.

Todd A. Burrowes, age 55, has been our President, LongHorn Steakhouse since July 2015. He rejoined the Company after serving as President, Ruby Tuesday Concept and Chief Operations Officer of Ruby Tuesday, Inc. from June 2013 to July 2015. Prior to that, he served as Executive Vice President of Operations for LongHorn Steakhouse from May 2008 until June 2013. He joined the Company in 2002 as Regional Manager of LongHorn Steakhouse before being promoted to Director of Management Training. In 2004, he was promoted to Regional Vice President of Operations for LongHorn Steakhouse.

Ricardo (Rick) Cardenas, age 50, has been our Senior Vice President, Chief Financial Officer since March 2016. He was Senior Vice President, Chief Strategy Officer of the Company from July 2015 to March 2016, prior to which he served as Senior Vice President, Finance, Strategy and Technology from July 2014 to July 2015. He was Executive Vice President of Operations for LongHorn Steakhouse from June 2013 to July 2014 and Senior Vice President of Operations for LongHorn Steakhouse's Philadelphia Division from June 2012 to June 2013. He served as Senior Vice President of Finance for Red Lobster, which the Company previously owned, from June 2010 to June 2012. Mr. Cardenas originally joined the Company in 1984 as an hourly employee and served in various positions of increasing responsibility, including Vice President of Finance for Olive Garden, prior to the positions described above.

David C. George, age 62, has been our Executive Vice President and Chief Operating Officer since January 2018, prior to which he was our President, Olive Garden and Executive Vice President, Darden Restaurants since March 2016. He served as President, Olive Garden from January 2013 through March 2016 and he served as our President, LongHorn Steakhouse from October 2007, when we acquired RARE, until January 2013. Prior to the acquisition, he served as RARE's President of LongHorn Steakhouse from May 2003 until October 2007. From October 2001 until May 2003, he was RARE's Senior Vice President of Operations for LongHorn Steakhouse and from May 2000 until October 2001 was RARE's Vice President of Operations for The Capital Grille.

Daniel J. Kiernan, age 57, has been our President, Olive Garden since January 2018, prior to which he was our Executive Vice President of Operations for Olive Garden since March 2011. He began his career with Olive Garden in 1992 as a Manager in Training and has held a series of roles of increasing responsibility with Olive Garden, serving as a General Manager from February 1993 to August 1994, as Director of Operations from August 1994 to June 2002, as Senior Vice President of the Chicago Division from June 2002 to May 2008 and as Senior Vice President, Operations Excellence from May 2008 to March 2011.

Sarah H. King, age 48, was named our Senior Vice President, Chief Human Resources Officer in March 2017. Prior to joining Darden, Sarah spent 19 years with Wyndham Worldwide Corporation in various human resources leadership positions worldwide. Most recently, from 2010 through 2017, she served as Executive Vice President, Human Resources for Wyndham Vacation Ownership.

John W. Madonna, age 42, has been our Senior Vice President, Corporate Controller since January 2016, prior to which he served as our Senior Vice President, Accounting since January 2015. Prior to that, he was a Director in Corporate Reporting from June 2010 through June 2013 when he was promoted to Senior Director, Corporate Reporting and then to Vice President of Corporate Reporting in March 2014. He joined the Company in 2005 as Manager, Corporate Reporting. He joined the LongHorn Steakhouse team in 2009 as Manager, Financial Planning & Analysis.

Douglas J. Milanes, age 54, has been our Senior Vice President, Chief Supply Chain Officer since May 2015, prior to which he served as Senior Vice President, Purchasing since January 2013. Prior to joining Darden, Doug served as Vice President, Global Procurement and Operations for Pfizer Inc. from January 2008 to July 2012 and as Chief Financial Officer for Pfizer's Capsugel Division from 2005 to 2008.

Richard L. Renninger, age 50, has been our Senior Vice President, Chief Development Officer since July 2016. Prior to joining Darden, he was Chief Development Officer for First Watch Restaurants, Inc., from September 2012 to June 2016. Prior to that, he served as Executive Vice President & Chief Development Officer for OSI Restaurant Partners (now Bloomin' Brands, Inc.) from January 2008 to March 2012 and Senior Vice President of Real Estate and Development from June 2005 to January 2008. Prior to joining OSI, he served as Vice President of Real Estate for RARE from July 2002 to June 2005.

## Item 1A. RISK FACTORS

Various risks and uncertainties could affect our business. Any of the risks described below or elsewhere in this report or our other filings with the Securities and Exchange Commission could have a material impact on our business, financial condition or results of operations. It is not possible to predict or identify all risk factors. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our business operations.

***We rely heavily on information technology in our operations, and insufficient guest or employee facing technology or a failure to maintain a continuous and secure cyber network, free from material failure, interruption or security breach, could harm our ability to effectively operate our business and/or result in the loss of respected relationships with our guests or employees.***

We rely heavily on information systems across our operations, including for e-commerce, marketing programs, employee engagement, management of our supply chain, the point-of-sale processing system in our restaurants, and various other processes and transactions. Our ability to effectively manage our business and coordinate the production, distribution and sale of our products depends significantly on the reliability, security and capacity of these systems. In addition, we must effectively respond to changing guest expectations and new technological developments. Disruptions, failures or other performance issues with guest facing technology systems could impair the benefits that they provide to our business and negatively affect our relationship with our guests. The failure of these systems to operate effectively, problems with transitioning to upgraded or replacement systems, a material network breach in the security of these systems as a result of a cyber attack, or any other failure to maintain a continuous and secure cyber network could result in substantial harm or inconvenience to our company, our employees or our guests. This could include the theft of our intellectual property, trade secrets or sensitive financial information, or the improper use of personal information or other “identity theft” of either guest or employee information. Some of these essential business processes that are dependent on technology are outsourced to third parties. While we make efforts to ensure that our providers are observing proper standards and controls, we cannot guarantee that breaches or failures caused by these outsourced providers will not occur.

Any such failures, disruptions or data privacy breaches may cause delays in guest service, reduce efficiency in our operations, require significant capital investments to remediate the problem, result in customer, employee or advertiser dissatisfaction or otherwise result in negative publicity that could harm our reputation. We could also be subjected to litigation, regulatory investigations or the imposition of penalties. As privacy and information security laws and regulations change and cyber risks evolve, we may incur additional costs to ensure we remain in compliance and protect guest, employee and Company information.

***A failure to maintain food safety throughout the supply chain and food-borne illness concerns may have an adverse effect on our business.***

Food safety is a top priority, and we dedicate substantial resources to ensuring that our guests enjoy safe, quality food products. Even with strong preventative interventions and controls, food safety issues could be caused at the source or by food suppliers or distributors and, as a result, be out of our control and require prompt action to mitigate impact. In addition, regardless of the source or cause, any report of food-borne illnesses such as E. coli, hepatitis A, norovirus or salmonella, and other food safety issues including food tampering or contamination, at one of our restaurants could adversely affect the reputation of our brands and have a negative impact on our sales. Even instances of food-borne illness, food tampering or food contamination occurring solely at restaurants of our competitors could result in negative publicity about the food service industry generally and adversely impact our sales. The occurrence of food-borne illnesses or food safety issues could also adversely affect the price and availability of affected ingredients, resulting in higher costs and lower margins.

***The inability to hire, train, reward and retain restaurant team members or an inability to adequately monitor and proactively respond to employee dissatisfaction may impact our ability to achieve our operating, growth and financial objectives.***

Our future growth depends substantially on our ability to recruit and retain high-quality team members to work in and manage our restaurants. Adequate staffing of qualified restaurant team members is a critical factor impacting our guests' experience in our restaurants. Maintaining adequate staffing in our existing restaurants and hiring and training staff for our new restaurants requires precise workforce planning. The low level of unemployment in the United States is resulting in aggressive competition for talent, wage inflation and pressure to improve benefits and workplace conditions to remain competitive. A shortage of quality candidates, failure to recruit and retain new team members in a timely manner or higher than expected turnover levels all could affect our ability to open new restaurants, grow sales at existing restaurants or meet our labor cost objectives. An inability to adequately monitor and proactively respond to team member dissatisfaction could lead to poor guest satisfaction, higher turnover, litigation and unionization which could jeopardize our ability to meet our growth targets.

***A failure to recruit, develop and retain effective leaders or the loss or shortage of personnel with key capacities and skills could impact our strategic direction and jeopardize our ability to meet our growth targets.***

Our future growth depends substantially on the contributions and abilities of key executives and other leadership team members. We must continue to recruit, retain and motivate management team members in order to maintain our current business and support our projected growth. Changes in senior management could expose us to significant changes in strategic direction and initiatives. A failure to maintain appropriate organizational capacity and capability to support leadership excellence (adequate resources, innovative skill sets and expectations) and build adequate bench strength required for growth or a loss of key skill sets could jeopardize our ability to meet our growth targets.

***Litigation, including allegations of illegal, unfair or inconsistent employment practices, may adversely affect our business, financial condition and results of operations.***

Our business is subject to the risk of litigation by employees, guests, suppliers, shareholders, government agencies or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. These actions and proceedings may involve allegations of illegal, unfair or inconsistent employment practices, including wage and hour violations and employment discrimination; guest discrimination; food safety issues including poor food quality, food-borne illness, food tampering, food contamination, and adverse health effects from consumption of various food products or high-calorie foods (including obesity); other personal injury; violation of "dram shop" laws (providing an injured party with recourse against an establishment that serves alcoholic beverages to an intoxicated party who then causes injury to himself or a third party); trademark infringement; violation of the federal securities laws; or other concerns. The outcome of litigation, particularly class action lawsuits and regulatory actions, is difficult to assess or quantify. Plaintiffs in these types of lawsuits may seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. The cost to defend litigation may be significant. There may also be adverse publicity associated with litigation that could decrease guest acceptance of our brands, regardless of whether the allegations are valid or we ultimately are found liable. Litigation could impact our operations in other ways as well. Allegations of illegal, unfair or inconsistent employment practices, for example, could adversely affect employee acquisition and retention. As a result, litigation may adversely affect our business, financial condition and results of operations.

***Unfavorable publicity, or a failure to respond effectively to adverse publicity could harm our reputation and adversely impact our guest counts and sales.***

The good reputation of our restaurant brands is a key factor in the success of our business. Actual or alleged incidents at any of our restaurants could result in negative publicity that could harm our brands. Even incidents occurring at restaurants operated by our competitors or in the supply chain generally could result in negative publicity that could harm the restaurant industry overall and, indirectly, our own brands. Negative publicity may result from allegations of illegal, unfair or inconsistent employment practices, employee dissatisfaction, guest discrimination, illness, injury, or any of the other matters discussed above that could give rise to litigation. Regardless of whether the allegations or complaints are valid, unfavorable publicity relating to a limited number of our restaurants, or to only a single restaurant, could adversely affect public perception of the entire brand. Negative publicity also may result from health concerns including food safety and flu outbreaks, publication of government or industry findings concerning food products, environmental disasters, crime incidents, data privacy breaches, scandals involving our employees, or operational problems at our restaurants, all of which could make our brands and menu offerings less appealing to our guests and negatively impact our guest counts and sales. Adverse publicity and its effect on overall consumer perceptions of our brands, or our failure to respond effectively to adverse publicity, could have a material adverse effect on our business.



***Our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media could have a material adverse impact on our business.***

There has been a marked increase in the use of social media platforms and similar devices which allow individuals access to a broad audience of consumers and other interested persons. Many social media platforms immediately publish the content their subscribers and participants post, often without filters or checks on accuracy of the content posted. Information posted on such platforms at any time may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects, or business. The harm may be immediate without affording us an opportunity for redress or correction. The dissemination of information online could harm our business, prospects, financial condition, and results of operations, regardless of the information's accuracy.

Many of our competitors are expanding their use of social media and new social media platforms are rapidly being developed, potentially making more traditional social media platforms obsolete. As a result, we need to continuously innovate and develop our social media strategies in order to maintain broad appeal with guests and brand relevance. As part of our marketing efforts, we rely on search engine marketing and social media platforms to attract and retain guests. We also continue to invest in other digital marketing initiatives that allow us to reach our guests across multiple digital channels and build their awareness of, engagement with, and loyalty to our brands. These initiatives may not be successful, resulting in expenses incurred without the benefit of higher revenues, increased employee engagement or brand recognition. In addition, a variety of risks are associated with the use of social media, including the improper disclosure of proprietary information, negative comments about us, exposure of personally identifiable information, fraud, or out-of-date information. The inappropriate use of social media vehicles by our guests or employees could increase our costs, lead to litigation or result in negative publicity that could damage our reputation.

***We are subject to a number of risks relating to public policy changes and federal, state and local regulation of our business, including in the areas of health care reform, environmental matters, minimum wage, unionization, data privacy, menu labeling, immigration requirements and taxes, and an insufficient or ineffective response to government regulation may impact our cost structure, operational efficiencies and talent availability.***

The restaurant industry is subject to extensive federal, state, local and international laws and regulations. The development and operation of restaurants depend to a significant extent on the selection and acquisition of suitable sites, which are subject to building, zoning, land use, environmental, traffic and other regulations and requirements. We are subject to licensing and regulation by state and local authorities relating to health, sanitation, safety and fire standards and the sale of alcoholic beverages. We are subject to laws and regulations relating to the preparation and sale of food, including regulations regarding product safety, nutritional content and menu labeling. We are subject to federal, state, and local laws governing employment practices and working conditions. These laws cover wage and hour practices, labor relations, paid and family leave, workplace safety, and immigration, among others. The myriad of laws and regulations being passed at the state and local level creates unique challenges for a multi-state employer as different standards apply to different locations, sometimes with conflicting requirements. We must continue to monitor and adapt our employment practices to comply with these various laws and regulations.

We also are subject to federal and state laws which prohibit discrimination and other laws regulating the design and operation of facilities, such as the ADA. Compliance with these laws and regulations can be costly and increase our exposure to litigation and governmental proceedings, and a failure or perceived failure to comply with these laws could result in negative publicity that could harm our reputation. New or changing laws and regulations relating to union organizing rights and activities may impact our operations at the restaurant level and increase our labor costs.

We are subject to a variety of federal, state and local laws and regulations relating to the use, storage, discharge, emission and disposal of hazardous materials. There also has been increasing focus by United States and overseas governmental authorities on other environmental matters, such as climate change, the reduction of greenhouse gases and water consumption. This increased focus may lead to new initiatives directed at regulating a yet to be specified array of environmental matters. Legislative, regulatory or other efforts to combat climate change or other environmental concerns could result in future increases in the cost of raw materials, taxes, transportation and utilities, which could decrease our operating profits and necessitate future investments in facilities and equipment.

We are subject to laws relating to information security, privacy, cashless payments and consumer credit, protection and fraud. An increasing number of governments and industry groups worldwide have established data privacy laws and standards for the protection of personal information, including social security numbers, financial information (including credit card numbers), and health information. Compliance with these laws and regulations can be costly, and any failure or perceived failure to comply with these laws or any breach of our systems could harm our reputation or lead to litigation, which could adversely affect our financial condition.

The impact of current laws and regulations, the effect of future changes in laws or regulations that impose additional requirements and the consequences of litigation relating to current or future laws and regulations, or an insufficient or ineffective response to significant regulatory or public policy issues, could negatively impact our cost structure, operational efficiencies and talent availability, and therefore have an adverse effect on our results of operations. Failure to comply with the laws and regulatory requirements of federal, state and local authorities could result in, among other things, revocation of required licenses, administrative enforcement actions, fines and civil and criminal liability. Compliance with these laws and regulations can be costly and can increase our exposure to litigation or governmental investigations or proceedings.

***A majority of our restaurants are operated in leased properties and we are committed to long-term and non-cancelable leases that we may want to cancel, and may be unable to renew the leases that we may want to extend at the end of their terms.***

As of May 27, 2018, 1,655 of our 1,746 restaurants operating in the United States and Canada operate in leased locations. If we close a restaurant in a leased location, we may remain committed to perform our obligations under the applicable lease, which would include, among other things, payment of the base rent for the balance of the lease term. Additionally, the potential losses associated with our inability to cancel leases may result in our keeping open restaurant locations that are performing significantly below targeted levels. As a result, ongoing lease obligations at closed or underperforming restaurant locations could impair our results of operations. In addition, at the end of the lease term and expiration of all renewal periods, we may be unable to renew the lease without substantial additional cost, if at all. As a result, we may be required to close or relocate a restaurant, which could subject us to construction and other costs and risks, and may have an adverse effect on our operating performance.

***We may be subject to increased labor and insurance costs.***

Our restaurant operations are subject to United States and Canadian federal, state and local laws governing such matters as minimum wages, working conditions, overtime and tip credits. As federal, state and local minimum wage rates increase, we may need to increase not only the wages of our minimum wage employees, but also the wages paid to employees at wage rates that are above minimum wage. Labor shortages, increased employee turnover and health care and other benefit mandates could also increase our labor costs. This in turn could lead us to increase prices which could impact our sales. Conversely, if competitive pressures or other factors prevent us from offsetting increased labor costs by increases in prices, our profitability may decline. In addition, the current premiums that we pay for our insurance (including workers' compensation, general liability, property, health, and directors' and officers' liability) may increase at any time, thereby further increasing our costs. The dollar amount of claims that we actually experience under our workers' compensation and general liability insurance, for which we carry high per-claim deductibles, may also increase at any time, thereby further increasing our costs. Further, the decreased availability of property and liability insurance has the potential to negatively impact the cost of premiums and the magnitude of uninsured losses.

***Our inability or failure to execute on a comprehensive business continuity plan following a major natural disaster such as a hurricane or manmade disaster, including terrorism, at our corporate facility could have a materially adverse impact on our business.***

Many of our corporate systems and processes and corporate support for our restaurant operations are centralized at one Florida location. We have disaster recovery procedures and business continuity plans in place to address most events of a crisis nature, including hurricanes and other natural disasters, and back up and off-site locations for recovery of electronic and other forms of data and information. However, if we are unable to fully implement our disaster recovery plans, we may experience delays in recovery of data, inability to perform vital corporate functions, tardiness in required reporting and compliance, failures to adequately support field operations and other breakdowns in normal communication and operating procedures that could have a material adverse effect on our financial condition, results of operation and exposure to administrative and other legal claims.

***Health concerns arising from food-related pandemics, outbreaks of flu viruses or other diseases may have an adverse effect on our business.***

The United States and other countries have experienced, or may experience in the future, outbreaks of viruses, such as norovirus, avian flu or "SARS," H1N1 or "swine flu," or other diseases. To the extent that a virus or disease is food-borne, or perceived to be food-borne, future outbreaks may adversely affect the price and availability of certain food products and cause our guests to eat less of a product, or could reduce public confidence in food handling and/or public assembly. For example, public concern over avian flu may cause fear about the consumption of chicken, eggs and other products derived from poultry. The inability to serve poultry-based products would restrict our ability to provide a variety of menu items to our guests. If we change a restaurant menu in response to such concerns, we may lose guests who do not prefer the new menu, and we may not be able to attract a sufficient new guest base to produce the sales needed to make the restaurant profitable. We also may have different or additional competitors for our intended guests as a result of such a change and may not be able to successfully compete against such competitors. If a virus is transmitted by human contact, our employees or guests could become infected, or could choose, or be advised, to avoid gathering in public places, any of which could adversely affect our restaurant guest traffic and our ability to adequately staff our restaurants, receive deliveries on a timely basis or perform functions at the corporate level. We also could be

adversely affected if the World Health Organization and/or the Centers for Disease Control were to restrict travel to affected geographic areas where we source our products, thus possibly impacting the continuity of supply. Additionally, jurisdictions in which we have restaurants may impose mandatory closures, seek voluntary closures or impose restrictions on operations. Even if such measures are not implemented and a virus or other disease does not spread significantly, the perceived risk of infection or significant health risk may adversely affect our business.

***We face intense competition, and if we have an insufficient focus on competition and the consumer landscape, our business, financial condition and results of operations would be adversely affected.***

The full-service dining sector of the restaurant industry is intensely competitive with respect to pricing, service, location, personnel, take-out and delivery options and type and quality of food, and there are many well-established competitors. We compete within each market with national and regional restaurant chains and locally-owned restaurants. We also face growing competition as a result of the trend toward convergence in grocery, deli and restaurant services, particularly in the supermarket industry which offers “convenient meals” in the form of improved entrées and side dishes from the deli section. We compete primarily on the quality, variety and value perception of menu items. The number and location of restaurants, type of brand, quality and efficiency of service, attractiveness of facilities and effectiveness of advertising and marketing programs are also important factors. We anticipate that intense competition will continue with respect to all of these factors. If we are unable to continue to compete effectively, our business, financial condition and results of operations would be adversely affected.

***Our failure to drive both short-term and long-term profitable sales growth through brand relevance, operating excellence, opening new restaurants of existing brands, and acquiring new dining brands could result in poor financial performance.***

As part of our business strategy, we intend to drive profitable sales growth by increasing same-restaurant sales at existing restaurants, continuing to expand our current portfolio of restaurant brands, and acquiring additional brands that can be expanded profitably. This strategy involves numerous risks, and we may not be able to achieve our growth objectives.

At existing brands, we may not be able to maintain brand relevance and restaurant operating excellence to achieve sustainable same-restaurant sales growth and warrant new unit growth. Existing brand short-term sales growth could be impacted if we are unable to drive near term guest count and sales growth, and long-term sales growth could be impacted if we fail to extend our existing brands in ways that are relevant to our guests. A failure to innovate and extend our existing brands in ways that are relevant to guests and occasions in order to generate sustainable same-restaurant traffic growth and produce non-traditional sales and earnings growth opportunities, insufficient focus on our competition, or failure to adequately address declines in the casual dining industry, could have an adverse effect on our results of operations. In addition, we may not be able to support sustained new unit growth or open all of our planned new restaurants, and the new restaurants that we open may not be profitable or as profitable as our existing restaurants. New restaurants typically experience an adjustment period before sales levels and operating margins normalize, and even sales at successful newly-opened restaurants generally do not make a significant contribution to profitability in their initial months of operation. The opening of new restaurants can also have an adverse effect on guest counts and sales levels at existing restaurants.

The ability to open and profitably operate restaurants is subject to various risks, such as the identification and availability of suitable and economically viable locations, the negotiation of acceptable lease or purchase terms for new locations, the need to obtain all required governmental permits (including zoning approvals and liquor licenses) on a timely basis, the need to comply with other regulatory requirements, the availability of necessary contractors and subcontractors, the ability to meet construction schedules and budgets, the ability to manage union activities such as picketing or hand billing which could delay construction, increases in labor and building material costs, the availability of financing at acceptable rates and terms, changes in weather or other acts of God that could result in construction delays and adversely affect the results of one or more restaurants for an indeterminate amount of time, our ability to hire and train qualified management personnel and general economic and business conditions. At each potential location, we compete with other restaurants and retail businesses for desirable development sites, construction contractors, management personnel, hourly employees and other resources. If we are unable to successfully manage these risks, we could face increased costs and lower than anticipated sales and earnings in future periods.

We also may not be able to identify and successfully acquire and integrate additional brands that are as profitable as our existing restaurants or that provide potential for further growth.

***A lack of availability of suitable locations for new restaurants or a decline in the quality of the locations of our current restaurants may adversely affect our sales and results of operations.***

The success of our restaurants depends in large part on their locations. As demographic and economic patterns change, current locations may not continue to be attractive or profitable. Possible declines in neighborhoods where our restaurants are located or adverse economic conditions in areas surrounding those neighborhoods could result in reduced sales in those locations. In addition, desirable locations for new restaurant openings or for the relocation of existing restaurants may not be available at an

acceptable cost when we identify a particular opportunity for a new restaurant or relocation. The occurrence of one or more of these events could have a significant adverse effect on our sales and results of operations.

***We may experience higher-than-anticipated costs associated with the opening of new restaurants or with the closing, relocating and remodeling of existing restaurants, which may adversely affect our results of operations.***

Our sales and expenses can be impacted significantly by the number and timing of the opening of new restaurants and the closing, relocating and remodeling of existing restaurants. We incur substantial pre-opening expenses each time we open a new restaurant and other expenses when we close, relocate or remodel existing restaurants. The expenses of opening, closing, relocating or remodeling any of our restaurants may be higher than anticipated. An increase in such expenses could have an adverse effect on our results of operations.

***A failure to identify and execute innovative marketing and guest relationship tactics, ineffective or improper use of other marketing initiatives, and increased advertising and marketing costs could adversely affect our results of operations.***

If our competitors increase their spending on advertising and promotions, if our advertising, media or marketing expenses increase, if our advertising and promotions become less effective than those of our competitors, or if we do not adequately leverage technology and data analytic capabilities needed to generate concise competitive insight, we could experience a material adverse effect on our results of operations. A failure to sufficiently innovate, develop guest relationship initiatives, or maintain adequate and effective advertising could inhibit our ability to maintain brand relevance and drive increased sales.

As part of our marketing efforts, we rely on search engine marketing and social media platforms to attract and retain guests. These initiatives may not be successful, and pose a variety of other risks, as discussed above under the heading: "Our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media could have a material adverse impact on our business."

***A failure to address cost pressures, including rising costs for commodities, labor, health care and utilities used by our restaurants, and a failure to effectively deliver cost management activities and achieve economies of scale in purchasing could compress our margins and adversely affect our sales and results of operations.***

Our results of operations depend significantly on our ability to anticipate and react to changes in the price and availability of food, ingredients, labor, health care, utilities and other related costs over which we may have little control. Operating margins for our restaurants are subject to changes in the price and availability of food commodities, including beef, pork, chicken, seafood, cheese, butter and produce. The introduction of or changes to tariffs on imported food products, such as shrimp, could increase our costs and possibly impact the supply of those products. We cannot predict whether we will be able to anticipate and react to changing food costs by adjusting our purchasing practices and menu prices, and a failure to do so could adversely affect our operating results. We attempt to leverage our size to achieve economies of scale in purchasing, but there can be no assurances that we can always do so effectively. We are subject to the general risks of inflation.

Increases in minimum wage, health care and other benefit costs may have a material adverse effect on our labor costs. We operate in many states and localities where the minimum wage is significantly higher than the federal minimum wage. Increases in minimum wage may also result in increases in the wage rates paid for non-minimum wage positions

Our restaurants' operating margins are also affected by fluctuations in the price of utilities such as electricity and natural gas, whether as a result of inflation or otherwise, on which the restaurants depend for their energy supply. In addition, interruptions to the availability of gas, electric, water or other utilities, whether due to aging infrastructure, weather conditions, fire, animal damage, trees, digging accidents or other reasons largely out of our control, may adversely affect our operations. Our inability to anticipate and respond effectively to an adverse change in any of these factors could have a significant adverse effect on our sales and results of operations.

***We may lose sales or incur increased costs if our restaurants experience shortages or interruptions in the delivery of food and other products from our third party vendors and suppliers.***

Shortages or interruptions in the supply of food items and other supplies to our restaurants may be caused by inclement weather; natural disasters such as hurricanes, tornadoes, floods, droughts and earthquakes; the inability of our vendors to obtain credit in a tightened credit market or remain solvent given disruptions in the financial markets; or other conditions beyond our control. Such shortages or interruptions could adversely affect the availability, quality and cost of the items we buy and the operations of our restaurants. We may have a limited number of suppliers for certain of our products. Supply chain risk could increase our costs and limit the availability of products that are critical to our restaurant operations. If we raise prices as a result of increased food costs or shortages, it may negatively impact our sales. If we temporarily close a restaurant or remove popular

items from a restaurant's menu, that restaurant may experience a significant reduction in sales during the time affected by the shortage or thereafter as a result of our guests changing their dining habits.

***Adverse weather conditions and natural disasters could adversely affect our restaurant sales.***

Adverse weather conditions can impact guest traffic at our restaurants, cause the temporary underutilization of outdoor patio seating and, in more severe cases such as hurricanes, tornadoes or other natural disasters, cause temporary closures, sometimes for prolonged periods, which would negatively impact our restaurant sales. Changes in weather could result in construction delays, interruptions to the availability of utilities, and shortages or interruptions in the supply of food items and other supplies, which could increase our costs. Some climatologists predict that the long-term effects of climate change and global warming may result in more severe, volatile weather or extended droughts, which could increase the frequency and duration of weather impacts on our operations.

***Volatility in the market value of derivatives we may use to hedge exposures to fluctuations in commodity and broader market prices may cause volatility in our gross margins and net earnings.***

We use or may use derivatives to hedge price risk for some of our principal ingredient, labor and energy costs, including but not limited to coffee, butter, wheat, soybean oil, pork, beef, diesel fuel, gasoline and natural gas. Changes in the values of these derivatives may be recorded in earnings currently, resulting in volatility in both gross margin and net earnings. These gains and losses are reported as a component of cost of sales in our Consolidated Statements of Earnings included in our consolidated financial statements.

***Certain economic and business factors specific to the restaurant industry and other general macroeconomic factors including unemployment, energy prices and interest rates that are largely beyond our control may adversely affect consumer behavior and our results of operations.***

Our business results depend on a number of industry-specific and general economic factors, many of which are beyond our control. The full-service dining sector of the restaurant industry is affected by changes in international, national, regional and local economic conditions, seasonal fluctuation of sales volumes, consumer spending patterns and consumer preferences, including changes in consumer tastes and dietary habits, and the level of consumer acceptance of our restaurant brands. The performance of individual restaurants may also be adversely affected by factors such as demographic trends, severe weather including hurricanes, traffic patterns and the type, number and location of competing restaurants.

General economic conditions may also adversely affect our results of operations. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, increased energy prices, rising interest rates, a downgrade of the U.S. government's long-term credit rating, imposition of retaliatory tariffs on important U.S. imports and exports or other industry-wide cost pressures could affect consumer behavior and spending for restaurant dining occasions and lead to a decline in sales and earnings. Job losses, foreclosures, bankruptcies and falling home prices could cause guests to make fewer discretionary purchases, and any significant decrease in our guest traffic or average profit per transaction will negatively impact our financial performance. In addition, if gasoline, natural gas, electricity and other energy costs increase, and credit card, home mortgage and other borrowing costs increase with rising interest rates, our guests may have lower disposable income and reduce the frequency with which they dine out, may spend less on each dining out occasion or may choose more inexpensive restaurants.

Furthermore, we cannot predict the effects that actual or threatened armed conflicts, terrorist attacks, efforts to combat terrorism, heightened security requirements, or a failure to protect information systems for critical infrastructure, such as the electrical grid and telecommunications systems, could have on our operations, the economy or consumer confidence generally. Any of these events could affect consumer spending patterns or result in increased costs for us due to security measures.

Unfavorable changes in the above factors or in other business and economic conditions affecting our guests could increase our costs, reduce traffic in some or all of our restaurants or impose practical limits on pricing, any of which could lower our profit margins and have a material adverse effect on our sales, financial condition and results of operations.

***Disruptions in the financial and credit markets may adversely impact consumer spending patterns, affect the availability and cost of credit and increase pension plan expenses.***

Our ability to make scheduled payments or to refinance our debt and to obtain financing for acquisitions or other general corporate and commercial purposes will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions and to financial, business and other factors beyond our control. Turmoil in global credit markets could adversely impact the availability of credit already arranged, and the availability and cost of credit in the future. There can be no assurances that we will be able to arrange credit on terms we believe are acceptable or that permit us to finance our business with

historical margins. A lack of credit could have an adverse impact on certain of our suppliers, landlords and other tenants in retail centers in which we are located. If these issues occur, they could negatively affect our financial results. Any new disruptions in the financial markets may also adversely affect the U.S. and world economy, which could negatively impact consumer spending patterns. Changes in the capital markets could also have significant effects on our pension plan. Our pension income or expense is affected by factors including the market performance of the assets in the master pension trust maintained for the pension plan for some of our employees, the weighted average asset allocation and long-term rate of return of our pension plan assets and the discount rate used to determine the interest cost component of our net periodic pension cost. If our pension plan assets do not achieve positive rates of return, or if our estimates and assumed rates are not accurate, our earnings may decrease because net periodic pension costs would rise and we could be required to provide additional funds to cover our obligations to employees under the pension plan.

***We face a variety of risks associated with doing business with franchisees and licensees.***

Certain of our domestic and all of our international locations other than in Canada are operated by franchisees or licensees. We believe that we have selected high-caliber operating partners and franchisees with significant experience in restaurant operations, and are providing them with training and support. However, the probability of opening, ultimate success and quality of any franchise or licensed restaurant rests principally with the franchisee or licensee. If the franchisee or licensee does not successfully open and operate its restaurants in a manner consistent with our standards, or guests have negative experiences due to issues with food quality or operational execution, our brand values could suffer, which could have an adverse effect on our business.

***We face a variety of risks associated with doing business with business partners and vendors in foreign markets.***

We are making efforts to expand our brands overseas through licensing and franchising relationships. There is no assurance that international operations will be profitable or that international growth will continue. Our international operations are subject to all of the same risks associated with our domestic operations, as well as a number of additional risks. These include, among other things, international economic and political conditions, foreign currency fluctuations, and differing cultures and consumer preferences. In addition, expansion into international markets could create risks to our brands and reputation.

We also are subject to governmental regulations throughout the world that impact the way we do business with our international franchisees and vendors. These include antitrust and tax requirements, anti-boycott regulations, import/export/customs regulations and other international trade regulations, the USA Patriot Act, the Foreign Corrupt Practices Act, and applicable local law. Failure to comply with any such legal requirements could subject us to monetary liabilities and other sanctions, which could harm our business, results of operations and financial condition.

***Failure to protect our service marks or other intellectual property could harm our business.***

We regard our Olive Garden<sup>®</sup>, LongHorn Steakhouse<sup>®</sup>, Cheddar's Scratch Kitchen<sup>®</sup>, Yard House<sup>®</sup>, The Capital Grille<sup>®</sup>, The Capital Burger<sup>®</sup>, Bahama Breeze<sup>®</sup>, Seasons 52<sup>®</sup>, Eddie V's Prime Seafood<sup>®</sup>, Darden<sup>®</sup> and Darden Restaurants<sup>®</sup> service marks, and other service marks and trademarks related to our restaurant businesses, as having significant value and being important to our marketing efforts. We rely on a combination of protections provided by contracts, copyrights, patents, trademarks, service marks and other common law rights, such as trade secret and unfair competition laws, to protect our restaurants and services from infringement. We have registered certain trademarks and service marks in the United States and foreign jurisdictions. However, we are aware of names and marks identical or similar to our service marks being used from time to time by other persons. Although our policy is to oppose any such infringement, further or unknown unauthorized uses or other misappropriation of our trademarks or service marks could diminish the value of our brands and adversely affect our business. In addition, effective intellectual property protection may not be available in every country in which we have or intend to open or franchise a restaurant. Although we believe we have taken appropriate measures to protect our intellectual property, there can be no assurance that these protections will be adequate, and defending or enforcing our service marks and other intellectual property could result in the expenditure of significant resources.

***Impairment of the carrying value of our goodwill or other intangible assets could adversely affect our financial condition and consolidated results of operations.***

Goodwill represents the difference between the purchase price of acquired companies and the related fair values of net assets acquired. A significant amount of judgment is involved in determining if an indication of impairment of goodwill exists. Factors may include, among others: a significant decline in our expected future cash flows; a sustained, significant decline in our stock price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; the testing for recoverability of a significant asset group within a reporting unit; and slower growth rates. Any adverse change in these factors would have a significant impact on the recoverability of these assets and negatively affect our financial condition and consolidated results of operations. We compute the amount of impairment by comparing the implied fair

value of reporting unit goodwill with the carrying amount of that goodwill. We are required to record a non-cash impairment charge if the testing performed indicates that goodwill has been impaired.

We evaluate the useful lives of our other intangible assets, primarily the LongHorn Steakhouse<sup>®</sup>, Cheddar's Scratch Kitchen<sup>®</sup>, The Capital Grille<sup>®</sup>, Yard House<sup>®</sup> and Eddie V's Prime Seafood<sup>®</sup> trademarks, to determine if they are definite or indefinite-lived. Reaching a determination on useful life requires significant judgments and assumptions regarding the future effects of obsolescence, demand, competition, other economic factors (such as the stability of the industry, legislative action that results in an uncertain or changing regulatory environment, and expected changes in distribution channels), the level of required maintenance expenditures, and the expected lives of other related groups of assets.

As with goodwill, we test our indefinite-lived intangible assets (primarily trademarks) for impairment annually and whenever events or changes in circumstances indicate that their carrying value may not be recoverable. We cannot accurately predict the amount and timing of any impairment of assets. Should the value of goodwill or other intangible assets become impaired, there could be an adverse effect on our financial condition and consolidated results of operations.

***Failure of our internal controls over financial reporting and future changes in accounting standards may cause adverse unexpected operating results, affect our reported results of operations or otherwise harm our business and financial results.***

Our management is responsible for establishing and maintaining effective internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that we would prevent or detect a misstatement of our financial statements or fraud. Our growth and acquisition of other restaurant companies with procedures not identical to our own could place significant additional pressure on our system of internal control over financial reporting. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud. A significant financial reporting failure or material weakness in internal control over financial reporting could cause a loss of investor confidence and decline in the market price of our common stock, increase our costs, lead to litigation or result in negative publicity that could damage our reputation.

A change in accounting standards can have a significant effect on our reported results and may affect our reporting of transactions before the change is effective. New pronouncements and varying interpretations of pronouncements have occurred and may occur in the future. Changes to existing accounting rules or the questioning of current accounting practices may adversely affect our reported financial results. Additionally, our assumptions, estimates and judgments related to complex accounting matters could significantly affect our financial results. Generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business, including but not limited to, revenue recognition, fair value of investments, impairment of long-lived assets, leases and related economic transactions, derivatives, pension and post-retirement benefits, intangibles, self-insurance, income taxes, property and equipment, unclaimed property laws and litigation, and stock-based compensation are highly complex and involve many subjective assumptions, estimates and judgments by us. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments by us could significantly change our reported or expected financial performance.

#### **Item 1B. UNRESOLVED STAFF COMMENTS**

None.

## Item 2. PROPERTIES

### Restaurant Properties – Continuing Operations

As of May 27, 2018, we operated 1,746 restaurants in the United States and Canada (consisting of 856 Olive Garden, 504 LongHorn Steakhouse, 156 Cheddar's Scratch Kitchen, 72 Yard House, 58 The Capital Grille, 39 Bahama Breeze, 42 Seasons 52, and 19 Eddie V's), in the following locations:

|                          |                    |                     |                     |
|--------------------------|--------------------|---------------------|---------------------|
| Alabama (33)             | Illinois (55)      | Montana (2)         | Rhode Island (3)    |
| Alaska (2)               | Indiana (46)       | Nebraska (8)        | South Carolina (31) |
| Arkansas (15)            | Iowa (14)          | Nevada (15)         | South Dakota (3)    |
| Arizona (42)             | Kansas (21)        | New Hampshire (9)   | Tennessee (63)      |
| California (101)         | Kentucky (32)      | New Jersey (50)     | Texas (183)         |
| Colorado (24)            | Louisiana (20)     | New Mexico (10)     | Utah (16)           |
| Connecticut (15)         | Maine (8)          | New York (52)       | Vermont (2)         |
| Delaware (7)             | Maryland (33)      | North Carolina (64) | Virginia (52)       |
| District of Columbia (3) | Massachusetts (40) | North Dakota (7)    | Washington (21)     |
| Florida (198)            | Michigan (35)      | Ohio (78)           | West Virginia (13)  |
| Georgia (110)            | Minnesota (15)     | Oklahoma (18)       | Wisconsin (20)      |
| Hawaii (1)               | Mississippi (13)   | Oregon (10)         | Wyoming (2)         |
| Idaho (6)                | Missouri (42)      | Pennsylvania (77)   | Canada (6)          |

Of these 1,746 restaurants open on May 27, 2018, 91 were located on owned sites and 1,655 were located on leased sites. The leases are classified as follows:

|   |              |
|---|--------------|
| Land-Only Leases (we own buildings and equipment) | 806          |
| Ground and Building Leases                        | 644          |
| Space/In-Line/Other Leases                        | 205          |
| Total   | <u>1,655</u> |

### Properties – General

We purchased several adjacent parcels of vacant land in Orange County, Florida, and relocated our restaurant support center to this site during fiscal 2010. The site includes a main headquarters building, data center and parking deck. In fiscal 2016, we completed a sale-leaseback of our restaurant support center buildings.

Our present restaurant sites and other facilities are not subject to mortgages or encumbrances securing money borrowed by us from outside sources. In our opinion, our current buildings and equipment generally are in good condition, suitable for their purposes and adequate for our current needs. See also Note 5 and Note 11 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report).

## Item 3. LEGAL PROCEEDINGS

See the discussion of legal proceedings contained in the third paragraph of Note 16 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report).

## Item 4. MINE SAFETY DISCLOSURES

Not applicable.



## PART II

### Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The principal United States market on which our common shares are traded is the New York Stock Exchange, where our shares are traded under the symbol DRI. As of June 30, 2018, there were approximately 10,318 holders of record of our common shares. The number of registered holders does not include holders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. The information concerning the dividends and high and low intraday sales prices for our common shares traded on the New York Stock Exchange for each full quarterly period during fiscal 2018 and 2017 is contained in Note 18 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report).

We have not sold any equity securities during the last fiscal year that were not registered under the Securities Act of 1933, as amended.

Since commencing our common share repurchase program in December 1995, we have repurchased a total of 191.4 million shares through May 27, 2018 under authorizations from our Board of Directors. The table below provides information concerning our repurchase of shares of our common stock during the quarter ended May 27, 2018 :

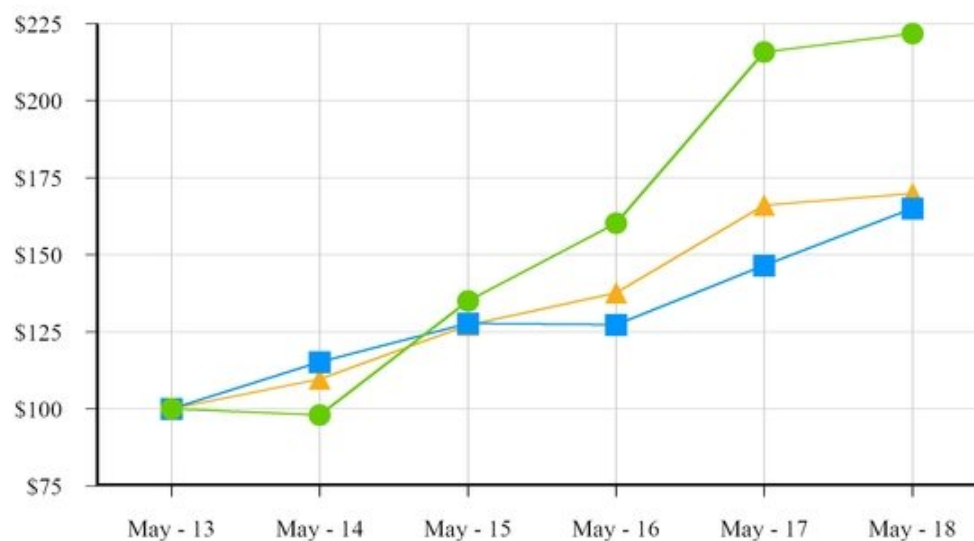
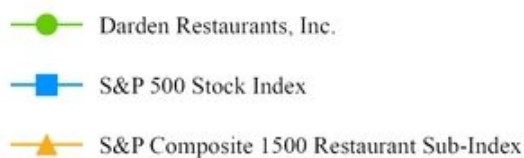
| (Dollars in millions, except per share data) | Total Number of Shares Purchased<br>(1) (2) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (3) |
|--|---|------------------------------|--|--|
| February 26, 2018 through April 1, 2018      | 213,186                                     | \$ 86.45                     | 213,186  | \$ 243.8   |
| April 2, 2018 through April 29, 2018         | 76,052                                      | \$ 86.93                     | 76,052   | \$ 237.2   |
| April 30, 2018 through May 27, 2018          | 24,843                                      | \$ 88.21                     | 24,843   | \$ 235.0   |
| Total  | 314,081                                     | \$ 86.71                     | 314,081  | \$ 235.0   |

- (1) All of the shares purchased during the quarter ended May 27, 2018 were purchased as part of our repurchase program. On June 20, 2018, our Board of Directors authorized a new share repurchase program under which the Company may repurchase up to \$500.0 million of its outstanding common stock. This repurchase program, which was announced publicly in a press release issued on June 21, 2018, does not have an expiration, replaces the previously existing share repurchase authorization and eliminates the balance of approximately \$221.9 million available for repurchase remaining under the previous authorization.
- (2) The number of shares purchased includes shares withheld for taxes on vesting of restricted stock, shares delivered or deemed to be delivered to us on tender of stock in payment for the exercise price of options, and shares reacquired pursuant to tax withholding on option exercises. These shares are included as part of our repurchase program and deplete the repurchase authority granted by our Board. The number of shares repurchased excludes shares we reacquired pursuant to forfeiture of restricted stock.
- (3) Repurchases are subject to prevailing market prices, may be made in open market or private transactions, and may occur or be discontinued at any time. There can be no assurance that we will repurchase any additional shares.

## Comparison of Five-Year Total Return

### Indexed Returns

| Company/Index                           | May 2013  | May 2014  | May 2015  | May 2016  | May 2017  | May 2018  |
|---|-----------|-----------|-----------|-----------|-----------|-----------|
| Darden Restaurants, Inc.                | \$ 100.00 | \$ 98.01  | \$ 134.96 | \$ 160.16 | \$ 215.65 | \$ 221.70 |
| S&P 500 Stock Index                     | \$ 100.00 | \$ 115.21 | \$ 127.75 | \$ 127.25 | \$ 146.45 | \$ 164.97 |
| S&P Composite 1500 Restaurant Sub-Index | \$ 100.00 | \$ 109.70 | \$ 127.20 | \$ 137.55 | \$ 166.05 | \$ 169.77 |



The annual changes for the five-year period shown in the graph on this page are based on the assumption that \$100 had been invested in Darden Restaurants, Inc. common stock, the S&P 500 Stock Index and the S&P Composite 1500 Restaurant Sub Index on May 26, 2013, and that all dividends were reinvested. The cumulative dollar returns shown on the graph represent the value that such investments would have had for each period indicated. On November 9, 2015 we completed the spin-off of Four Corners Property Trust, Inc. (Four Corners) with the pro rata distribution of one share of Four Corners common stock for every three shares of Darden common stock to Darden shareholders. We reflect the effect of the spin-off of Four Corners in the cumulative total return of our common stock as a reinvested dividend.

**Item 6. SELECTED FINANCIAL DATA**

| (Dollars in millions, except per share data)   | Fiscal Year Ended |              |              |                     |              |
|--|-------------------|--------------|--------------|---------------------|--------------|
|  | May 27, 2018      | May 28, 2017 | May 29, 2016 | May 31, 2015<br>(2) | May 25, 2014 |
| <b>Operating Results (1)</b>   |                   |              |              |                     |              |
| Sales  | \$ 8,080.1        | \$ 7,170.2   | \$ 6,933.5   | \$ 6,764.0          | \$ 6,285.6   |
| Costs and expenses:  |                   |              |              |                     |              |
| Food and beverage  | 2,303.1           | 2,070.3      | 2,039.7      | 2,085.1             | 1,892.2      |
| Restaurant labor   | 2,614.5           | 2,265.3      | 2,189.2      | 2,135.6             | 2,017.6      |
| Restaurant expenses  | 1,417.1           | 1,265.2      | 1,163.5      | 1,120.8             | 1,080.7      |
| Marketing expenses   | 252.3             | 239.7        | 238.0        | 243.3               | 252.3        |
| General and administrative   | 409.8             | 387.7        | 384.9        | 430.2               | 413.1        |
| Depreciation and amortization  | 313.1             | 272.9        | 290.2        | 319.3               | 304.4        |
| Impairments and disposal of assets, net  | 3.4               | (8.4)        | 5.8          | 62.1                | 16.4         |
| Total operating costs and expenses   | \$ 7,313.3        | \$ 6,492.7   | \$ 6,311.3   | \$ 6,396.4          | \$ 5,976.7   |
| Operating income   | 766.8             | 677.5        | 622.2        | 367.6               | 308.9        |
| Interest, net  | 161.1             | 40.2         | 172.5        | 192.3               | 134.3        |
| Earnings before income taxes   | 605.7             | 637.3        | 449.7        | 175.3               | 174.6        |
| Income tax expense (benefit)   | 1.9               | 154.8        | 90.0         | (21.1)              | (8.6)        |
| Earnings from continuing operations  | \$ 603.8          | \$ 482.5     | \$ 359.7     | \$ 196.4            | \$ 183.2     |
| Earnings (loss) from discontinued operations, net of tax expense (benefit)<br>of \$(4.8), \$(4.2), \$3.4, \$344.8 and \$32.3 | (7.8)             | (3.4)        | 15.3         | 513.1               | 103.0        |
| Net earnings   | \$ 596.0          | \$ 479.1     | \$ 375.0     | \$ 709.5            | \$ 286.2     |
| Basic net earnings per share:  |                   |              |              |                     |              |
| Earnings from continuing operations  | \$ 4.87           | \$ 3.88      | \$ 2.82      | \$ 1.54             | \$ 1.40      |
| Earnings (loss) from discontinued operations   | \$ (0.06)         | \$ (0.03)    | \$ 0.12      | \$ 4.02             | \$ 0.78      |
| Net earnings   | \$ 4.81           | \$ 3.85      | \$ 2.94      | \$ 5.56             | \$ 2.18      |
| Diluted net earnings per share:  |                   |              |              |                     |              |
| Earnings from continuing operations  | \$ 4.79           | \$ 3.83      | \$ 2.78      | \$ 1.51             | \$ 1.38      |
| Earnings (loss) from discontinued operations   | \$ (0.06)         | \$ (0.03)    | \$ 0.12      | \$ 3.96             | \$ 0.77      |
| Net earnings   | \$ 4.73           | \$ 3.80      | \$ 2.90      | \$ 5.47             | \$ 2.15      |
| Average number of common shares outstanding:   |                   |              |              |                     |              |
| Basic  | 124.0             | 124.3        | 127.4        | 127.7               | 131.0        |
| Diluted  | 126.0             | 126.0        | 129.3        | 129.7               | 133.2        |
| <b>Financial Position</b>  |                   |              |              |                     |              |
| Total assets   | \$ 5,469.6        | \$ 5,292.3   | \$ 4,419.4   | \$ 5,837.3          | \$ 6,958.7   |
| Land, buildings and equipment, net   | \$ 2,429.8        | \$ 2,272.3   | \$ 2,041.6   | \$ 3,215.8          | \$ 3,381.0   |
| Working capital (deficit)  | \$ (830.9)        | \$ (701.3)   | \$ (530.0)   | \$ (297.7)          | \$ 233.3     |
| Long-term debt, less current portion   | \$ 926.5          | \$ 936.6     | \$ 440.0     | \$ 1,452.3          | \$ 2,463.4   |
| Stockholders' equity   | \$ 2,194.8        | \$ 2,101.7   | \$ 1,952.0   | \$ 2,333.5          | \$ 2,156.9   |
| Stockholders' equity per outstanding share   | \$ 17.77          | \$ 16.76     | \$ 15.47     | \$ 18.42            | \$ 16.30     |

**Item 6. SELECTED FINANCIAL DATA (continued)**

| (Dollars in millions, except per share data) | Fiscal Year Ended |              |              |                     |              |
|--|-------------------|--------------|--------------|---------------------|--------------|
|  | May 27, 2018      | May 28, 2017 | May 29, 2016 | May 31, 2015<br>(2) | May 25, 2014 |
| <b>Other Statistics</b>                      |                   |              |              |                     |              |
| Cash flows from operations (1)               | \$ 1,019.8        | \$ 916.3     | \$ 820.4     | \$ 874.3            | \$ 555.4     |
| Capital expenditures (1)                     | \$ 396.0          | \$ 293.0     | \$ 228.3     | \$ 296.5            | \$ 414.8     |
| Dividends paid                               | \$ 313.5          | \$ 279.1     | \$ 268.2     | \$ 278.9            | \$ 288.3     |
| Dividends paid per share                     | \$ 2.52           | \$ 2.24      | \$ 2.10      | \$ 2.20             | \$ 2.20      |
| Advertising expense (1)                      | \$ 252.3          | \$ 239.7     | \$ 238.0     | \$ 243.3            | \$ 252.3     |
| Stock price:                                 |                   |              |              |                     |              |
| High   | \$ 100.11         | \$ 89.14     | \$ 75.60     | \$ 70.38            | \$ 55.25     |
| Low  | \$ 76.27          | \$ 59.50     | \$ 53.38     | \$ 43.56            | \$ 44.78     |
| Close  | \$ 87.88          | \$ 87.95     | \$ 67.48     | \$ 65.54            | \$ 49.55     |
| Number of employees                          | 180,656           | 178,729      | 150,942      | 148,892             | 206,489      |
| Number of restaurants (1)                    | 1,746             | 1,695        | 1,536        | 1,534               | 1,501        |

(1) Consistent with our consolidated financial statements, information has been presented on a continuing operations basis. Accordingly, all discontinued operations have been excluded.

(2) Fiscal year 2015 consisted of 53 weeks, while all other fiscal years consisted of 52 weeks.

## Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion and analysis below for Darden Restaurants, Inc. (Darden, the Company, we, us or our) should be read in conjunction with our consolidated financial statements and related financial statement notes included in Part II of this report under the caption "Item 8 - Financial Statements and Supplementary Data." We operate on a 52/53-week fiscal year, which ends on the last Sunday in May. Fiscal 2018, which ended May 27, 2018, consisted of 52 weeks. Fiscal 2017, which ended May 28, 2017, consisted of 52 weeks and fiscal 2016, which ended May 29, 2016, consisted of 52 weeks.

### OVERVIEW OF OPERATIONS

Our business operates in the full-service dining segment of the restaurant industry. At May 27, 2018, we operated 1,746 restaurants through subsidiaries in the United States and Canada under the Olive Garden<sup>®</sup>, LongHorn Steakhouse<sup>®</sup>, Cheddar's Scratch Kitchen<sup>®</sup>, Yard House<sup>®</sup>, The Capital Grille<sup>®</sup>, Bahama Breeze<sup>®</sup>, Seasons 52<sup>®</sup> and Eddie V's Prime Seafood<sup>®</sup> trademarks. We own and operate all of our restaurants in the United States and Canada, except for 3 joint venture restaurants managed by us and 36 franchised restaurants. We also have 35 franchised restaurants in operation located in Latin America, the Middle East and Malaysia. All intercompany balances and transactions have been eliminated in consolidation.

On April 24, 2017, we completed the acquisition of Cheddar's Scratch Kitchen for \$799.8 million in total consideration. The acquired operations of Cheddar's Scratch Kitchen included 140 company-owned restaurants and 25 franchised restaurants. On August 28, 2017, we completed the acquisition of 11 Cheddar's Scratch Kitchen franchised restaurants from an existing franchisee. The results of operations, financial position and cash flows of Cheddar's Scratch Kitchen are included in our consolidated financial statements as of the date of acquisition. See Note 2 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report) for further details.

We believe that capable operators of strong, multi-unit brands have the opportunity to increase their share of the restaurant industry's full-service segment. Generally, the restaurant industry is considered to be comprised of three segments: quick service, fast casual, and full service. All of our restaurants fall within the full-service segment, which is highly fragmented and includes many independent operators and small chains. We believe we have strong brands and that the breadth and depth of our experience and expertise sets us apart in the full-service segment of the restaurant industry. This collective capability is the product of investments over many years in areas that are critical to success in our business, including restaurant operations excellence, brand management excellence, supply chain, talent management and information technology, among other things.

With a focus on growing same-restaurant sales, we've implemented a "Back-to-Basics" approach rooted in strong operating fundamentals. We're focused on improving culinary innovation and execution inside each of our brands, delivering attentive service to each and every one of our guests, and creating an inviting and engaging atmosphere inside our restaurants. We support these priorities with smart and relevant integrated marketing programs that resonate with our guests. By delivering on these operational and brand-building imperatives, we expect to increase our market share through new restaurant and same-restaurant sales growth and deliver best-in-class profitability.

The Darden support structure enables our brands to achieve their ultimate potential through: (1) driving advantages in supply chain and general and administrative support; (2) applying insights collected from our significant guest and transactional databases to enhance guest relationships and identify new opportunities to drive sales growth; (3) relentlessly driving operating efficiencies and continuous improvement, operating with a sense of urgency and inspiring a performance-driven culture; and (4) our commitment to rigorous strategic planning.

We seek to increase profits by leveraging our fixed and semi-fixed costs with sales from new restaurants and increased guest traffic and sales at existing restaurants. To evaluate our operations and assess our financial performance, we monitor a number of operating measures, with a special focus on two key factors:

- Same-restaurant sales – which is a year-over-year 52-week comparison of each period's sales volumes for restaurants open at least 16 months, including recently acquired restaurants, regardless of when the restaurants were acquired; and
- Segment profit – which is restaurant sales, less food and beverage costs, restaurant labor costs, restaurant expenses and marketing expenses (sometimes referred to as restaurant-level earnings).

Increasing same-restaurant sales can improve segment profit because these incremental sales provide better leverage of our fixed and semi-fixed restaurant-level costs. A restaurant brand can generate same-restaurant sales increases through increases in guest traffic, increases in the average guest check, or a combination of the two. The average guest check can be impacted by menu price changes and by the mix of menu items sold. For each restaurant brand, we gather daily sales data and regularly analyze the guest traffic counts and the mix of menu items sold to aid in developing menu pricing, product offerings and promotional strategies. We focus on balancing our pricing and product offerings with other initiatives to produce sustainable same-restaurant

sales growth. We compute same-restaurant sales using restaurants open at least 16 months because this period is generally required for new restaurant sales levels to normalize. Sales at newly opened restaurants generally do not make a significant contribution to profitability in their initial months of operation due to operating inefficiencies. Our sales and expenses can be impacted significantly by the number and timing of new restaurant openings and closings, and relocations and remodeling of existing restaurants. Pre-opening expenses each period reflect the costs associated with opening new restaurants in current and future periods.

### ***Fiscal 2018 Financial Highlights***

Our sales from continuing operations were \$8.08 billion in fiscal 2018 compared to \$7.17 billion in fiscal 2017 . The 12.7 percent increase in sales from continuing operations was primarily driven by revenue from the 151 acquired Cheddar's Scratch Kitchen restaurants, a combined Darden same-restaurant sales increase of 2.3 percent , excluding Cheddar's Scratch Kitchen, and the addition of 40 net new company-owned restaurants.

Net earnings from continuing operations for fiscal 2018 were \$603.8 million ( \$4.79 per diluted share) compared with net earnings from continuing operations for fiscal 2017 of \$482.5 million ( \$3.83 per diluted share). Net earnings and diluted net earnings per share from continuing operations for fiscal 2018 increased 25.1 percent compared with fiscal 2017 .

Our net loss from discontinued operations was \$7.8 million ( \$0.06 per diluted share) for fiscal 2018 , compared with a net loss from discontinued operations of \$3.4 million ( \$0.03 per diluted share) for fiscal 2017 . When combined with results from continuing operations, our diluted net earnings per share were \$4.73 and \$3.80 for fiscal 2018 and 2017 , respectively.

### ***Outlook***

We expect fiscal 2019 sales from continuing operations to increase between 4.0 percent and 5.0 percent driven by combined Darden same-restaurant sales growth of 1.0 percent to 2.0 percent and approximately 45 to 50 new restaurants. In fiscal 2019 , we expect our annual effective tax rate to be between 11.0 percent and 12.0 percent and we expect capital expenditures incurred to build new restaurants, remodel and maintain existing restaurants and technology initiatives to be between \$425.0 million and \$475.0 million.

In June 2018 , we announced a quarterly dividend of \$0.75 per share, payable on August 1, 2018 . Based on the \$0.75 quarterly dividend declaration, our expected annual dividend is \$3.00 per share, which reflects an increase of 19.0 percent compared to our fiscal 2018 annual dividend. Dividends are subject to the approval of our Board of Directors and, accordingly, the timing and amount of our dividends are subject to change.

There are significant risks and challenges that could impact our operations and ability to increase sales and earnings. The restaurant industry is intensely competitive and sensitive to economic cycles and other business factors, including changes in consumer tastes and dietary habits. Other risks and uncertainties are discussed in Part I, Item 1A of this report.

## RESULTS OF OPERATIONS FOR FISCAL 2018 , 2017 AND 2016

To facilitate review of our results of operations, the following table sets forth our financial results for the periods indicated. All information is derived from the consolidated statements of earnings for the fiscal years ended May 27, 2018 , May 28, 2017 and May 29, 2016 :

| (in millions)  | May 27, 2018 | May 28, 2017 | May 29, 2016 | Percent Change |              |
|--|--------------|--------------|--------------|----------------|--------------|
|  |              |              |              | 2018 vs 2017   | 2017 vs 2016 |
| Sales  | \$ 8,080.1   | \$ 7,170.2   | \$ 6,933.5   | 12.7 %         | 3.4 %        |
| Costs and expenses:                                      |              |              |              |                |              |
| Food and beverage  | 2,303.1      | 2,070.3      | 2,039.7      | 11.2 %         | 1.5 %        |
| Restaurant labor   | 2,614.5      | 2,265.3      | 2,189.2      | 15.4 %         | 3.5 %        |
| Restaurant expenses                                      | 1,417.1      | 1,265.2      | 1,163.5      | 12.0 %         | 8.7 %        |
| Marketing expenses                                       | 252.3        | 239.7        | 238.0        | 5.3 %          | 0.7 %        |
| General and administrative expenses                      | 409.8        | 387.7        | 384.9        | 5.7 %          | 0.7 %        |
| Depreciation and amortization                            | 313.1        | 272.9        | 290.2        | 14.7 %         | (6.0)%       |
| Impairments and disposal of assets, net                  | 3.4          | (8.4)        | 5.8          | NM             | NM           |
| Total operating costs and expenses                       | \$ 7,313.3   | \$ 6,492.7   | \$ 6,311.3   | 12.6 %         | 2.9 %        |
| Operating income   | 766.8        | 677.5        | 622.2        | 13.2 %         | 8.9 %        |
| Interest, net  | 161.1        | 40.2         | 172.5        | NM             | (76.7)%      |
| Earnings before income taxes                             | 605.7        | 637.3        | 449.7        | (5.0)%         | 41.7 %       |
| Income tax expense (1)                                   | 1.9          | 154.8        | 90.0         | (98.8)%        | 72.0 %       |
| Earnings from continuing operations                      | \$ 603.8     | \$ 482.5     | \$ 359.7     | 25.1 %         | 34.1 %       |
| Earnings (loss) from discontinued operations, net of tax | (7.8)        | (3.4)        | 15.3         | NM             | NM           |
| Net earnings   | \$ 596.0     | \$ 479.1     | \$ 375.0     | 24.4 %         | 27.8 %       |

(1) Effective tax rate 0.3% 24.3% 20.0%

NM- Not meaningful. Percentage increases and decreases over 100 percent were not considered meaningful.

The following table details the number of company-owned restaurants currently reported in continuing operations, compared with the number open at the end of fiscal 2017 and the end of fiscal 2016 :

|                               | May 27, 2018 | May 28, 2017 | May 29, 2016 |
|-------------------------------|--------------|--------------|--------------|
| Olive Garden (1)              | 856          | 846          | 843          |
| LongHorn Steakhouse           | 504          | 490          | 481          |
| Cheddar's Scratch Kitchen (2) | 156          | 140          | —            |
| Yard House                    | 72           | 67           | 65           |
| The Capital Grille (3)        | 58           | 56           | 54           |
| Bahama Breeze                 | 39           | 37           | 37           |
| Seasons 52                    | 42           | 41           | 40           |
| Eddie V's                     | 19           | 18           | 16           |
| Total                         | 1,746        | 1,695        | 1,536        |

(1) Includes six locations in Canada for all periods presented.

(2) Includes the 140 restaurants acquired on April 24, 2017 and the 11 restaurants acquired on August 28, 2017.

(3) Includes one The Capital Burger restaurant in fiscal 2018 .

## SALES

The following table presents our company-owned restaurant sales and U.S. same-restaurant sales (SRS) by brand for the periods indicated:

| (in millions)                 | Total Sales  |            |            | Percent Change |              | SRS (1)      |              |
|-------------------------------|--------------|------------|------------|----------------|--------------|--------------|--------------|
|                               | Fiscal Years |            |            | 2018 vs 2017   | 2017 vs 2016 | 2018 vs 2017 | 2017 vs 2016 |
|                               | 2018         | 2017       | 2016       |                |              |              |              |
| Olive Garden                  | \$ 4,082.5   | \$ 3,938.6 | \$ 3,838.6 | 3.7%           | 2.6 %        | 2.4 %        | 2.6 %        |
| LongHorn Steakhouse           | \$ 1,703.2   | \$ 1,622.2 | \$ 1,587.7 | 5.0%           | 2.2 %        | 2.7 %        | 1.2 %        |
| Cheddar's Scratch Kitchen (2) | \$ 652.7     | \$ 63.0    | \$ —       | NM             | NM           | (2.0)%       | NA           |
| Yard House                    | \$ 571.8     | \$ 530.7   | \$ 507.0   | 7.7%           | 4.7 %        | 1.1 %        | (0.2)%       |
| The Capital Grille            | \$ 440.7     | \$ 421.3   | \$ 408.3   | 4.6%           | 3.2 %        | 2.8 %        | 0.4 %        |
| Bahama Breeze                 | \$ 236.8     | \$ 217.8   | \$ 217.9   | 8.7%           | — %          | 1.1 %        | 2.2 %        |
| Seasons 52                    | \$ 249.6     | \$ 245.0   | \$ 253.8   | 1.9%           | (3.5)%       | (0.6)%       | — %          |
| Eddie V's                     | \$ 133.7     | \$ 114.3   | \$ 105.8   | 17.0%          | 8.0 %        | 4.1 %        | 1.5 %        |

(1) Same-restaurant sales is a year-over-year comparison of each period's sales volumes for a 52-week year and is limited to restaurants open at least 16 months.

(2) Fiscal 2017 Cheddar's Scratch Kitchen sales from company-owned restaurants are reflected for the period April 24, 2017 through May 28, 2017.

The following table presents our average annual sales per restaurant by brand for the periods indicated. Average annual sales are calculated as net sales divided by total restaurant operating weeks multiplied by 52 weeks.

| (in millions)                 | Average Annual Sales per Restaurant |              |              |
|-------------------------------|-------------------------------------|--------------|--------------|
|                               | May 27, 2018                        | May 28, 2017 | May 29, 2016 |
| Olive Garden                  | \$ 4.8                              | \$ 4.7       | \$ 4.5       |
| LongHorn Steakhouse           | \$ 3.4                              | \$ 3.3       | \$ 3.3       |
| Cheddar's Scratch Kitchen (1) | \$ 4.3                              | NA           | NA           |
| Yard House                    | \$ 8.3                              | \$ 8.1       | \$ 8.2       |
| The Capital Grille            | \$ 7.7                              | \$ 7.6       | \$ 7.6       |
| Bahama Breeze                 | \$ 6.2                              | \$ 6.0       | \$ 5.9       |
| Seasons 52                    | \$ 6.1                              | \$ 6.1       | \$ 6.0       |
| Eddie V's                     | \$ 7.1                              | \$ 6.8       | \$ 6.6       |

(1) Fiscal 2017 excludes Cheddar's Scratch Kitchen due to the proximity of the acquisition to our fiscal year end.

Olive Garden's sales increase for fiscal 2018 was primarily driven by a U.S. same-restaurant sales increase combined with revenue from new restaurants. The increase in U.S. same-restaurant sales in fiscal 2018 resulted from a 2.2 percent increase in average check combined with a 0.2 percent increase in same-restaurant guest counts. Olive Garden's sales increase for fiscal 2017 was driven by a U.S. same-restaurant sales increase. The increase in U.S. same-restaurant sales in fiscal 2017 resulted from a 2.4 percent increase in average check combined with a 0.2 percent increase in same-restaurant guest counts.

LongHorn Steakhouse's sales increase for fiscal 2018 was driven by a same-restaurant sales increase combined with revenue from new restaurants. The increase in same-restaurant sales in fiscal 2018 resulted from a 2.4 percent increase in average check combined with a 0.3 percent increase in same-restaurant guest counts. LongHorn Steakhouse's sales increase for fiscal 2017 was driven by a same-restaurant sales increase combined with revenue from new restaurants. The increase in same-restaurant sales in fiscal 2017 resulted from a 1.6 percent increase in average check partially offset by a 0.4 percent decrease in same-restaurant guest counts.

In total, Cheddar's Scratch Kitchen, Yard House, The Capital Grille, Bahama Breeze, Seasons 52 and Eddie V's generated sales in fiscal 2018 and 2017 that were 43.5 percent and 6.7 percent above fiscal 2017 and fiscal 2016, respectively. The sales increase for fiscal 2018 was primarily driven by the Cheddar's Scratch Kitchen acquisition and the incremental sales from new Yard House, Bahama Breeze and Eddie V's restaurants. Sales growth also reflected same-restaurant sales increases at Yard House, The Capital Grille, Bahama Breeze and Eddie V's in fiscal 2018, partially offset by a same-restaurant sales decrease at



Seasons 52. The sales increase for fiscal 2017 was primarily driven by the Cheddar's Scratch Kitchen acquisition and the incremental sales from new Yard House restaurants. Sales growth also reflected same-restaurant sales increases at The Capital Grille, Bahama Breeze and Eddie V's in fiscal 2017, partially offset by a same-restaurant sales decrease at Yard House.

## COSTS AND EXPENSES

The following table sets forth selected operating data as a percent of sales from continuing operations for the periods indicated. This information is derived from the consolidated statements of earnings for the fiscal years ended May 27, 2018, May 28, 2017 and May 29, 2016.

|  | Fiscal Years |         |        |
|--|--------------|---------|--------|
|  | 2018         | 2017    | 2016   |
| Sales  | 100.0 %      | 100.0 % | 100.0% |
| Costs and expenses:  |              |         |        |
| Food and beverage  | 28.5         | 28.9    | 29.4   |
| Restaurant labor   | 32.4         | 31.6    | 31.6   |
| Restaurant expenses  | 17.5         | 17.6    | 16.8   |
| Marketing expenses   | 3.1          | 3.3     | 3.4    |
| General and administrative expenses                        | 5.1          | 5.4     | 5.5    |
| Depreciation and amortization                              | 3.9          | 3.8     | 4.2    |
| Impairments and disposal of assets, net                    | —            | (0.1)   | 0.1    |
| Total operating costs and expenses                         | 90.5 %       | 90.6 %  | 91.0%  |
| Operating income   | 9.5          | 9.4     | 9.0    |
| Interest, net  | 2.0          | 0.6     | 2.5    |
| Earnings before income taxes                               | 7.5          | 8.9     | 6.5    |
| Income tax expense   | —            | 2.2     | 1.3    |
| Earnings from continuing operations                        | 7.5          | 6.7     | 5.2    |
| Earnings (loss) from discontinued operations, net of taxes | (0.1)        | —       | 0.2    |
| Net earnings   | 7.4 %        | 6.7 %   | 5.4%   |

Total operating costs and expenses from continuing operations were \$7.31 billion in fiscal 2018, \$6.49 billion in fiscal 2017 and \$6.31 billion in fiscal 2016. As a percent of sales, total costs and expenses from continuing operations were 90.5 percent in fiscal 2018, 90.6 percent in fiscal 2017 and 91.0 percent in fiscal 2016.

### *Fiscal 2018 Compared to Fiscal 2017 :*

- Food and beverage costs decreased as a percent of sales due to a 0.4% impact from pricing and a 0.4% impact related to cost savings initiatives, partially offset by a 0.3% impact from unfavorable menu mix and inflation.
- Restaurant labor costs increased as a percent of sales primarily due to a 0.9% impact from wage-rate inflation, a 0.4% impact from Cheddar's Scratch Kitchen's higher labor costs relative to Darden legacy brands and a 0.2% impact related to workforce investment costs, partially offset by a 0.8% impact from sales leverage.
- Marketing expenses decreased as a percent of sales, primarily due to sales leverage.
- General and administrative expenses decreased as a percent of sales primarily due to a 0.2% impact from sales leverage and a 0.3% impact from a pension settlement charge incurred in fiscal 2017, partially offset by a 0.1% impact from expenses related to the integration of Cheddar's Scratch Kitchen.

### *Fiscal 2017 Compared to Fiscal 2016 :*

- Food and beverage costs decreased as a percent of sales due to a 0.5% impact from pricing, a 0.3% impact related to cost savings initiatives and a 0.3% impact from food cost deflation, partially offset by a 0.5% impact from unfavorable menu mix.
- Restaurant labor costs were flat as a percent of sales as a 0.9% impact from wage-rate inflation was offset by a 0.9% impact from sales leverage and improved productivity.
- Restaurant expenses (which include rent, utilities, repairs and maintenance, credit card, property tax, workers' compensation, new restaurant pre-opening and other restaurant-level operating expenses) increased as a percent of sales,

primarily due to a 0.8% impact from rent expense resulting from leasebacks of properties included in the spin-off of Four Corners Property Trust (Four Corners) and individual sale-leasebacks (collectively, real estate transactions), partially offset by a 0.4% impact from sales leverage.

- General and administrative expenses decreased as a percent of sales, primarily due to a 0.7% impact from expenses incurred in fiscal 2016 related to the real estate plan implementation partially offset by a 0.3% impact from a pension settlement charge incurred in fiscal 2017 and a 0.2% impact from expenses incurred in fiscal 2017 related to the acquisition and integration of Cheddar's Scratch Kitchen.
- Depreciation and amortization expense decreased as a percent of sales primarily from the impact of the real estate transactions.

## **INTEREST EXPENSE**

Net interest expense increased as a percent of sales in fiscal 2018 primarily due to debt retirement costs of \$102.2 million associated with the retirement of \$310.9 million aggregate principal amount of long-term debt. Net interest expense decreased as a percent of sales in fiscal 2017 primarily due to debt retirement costs of \$106.8 million recorded in fiscal 2016 and lower average debt balances in fiscal 2017 as compared to fiscal 2016 due to the repayment of debt with proceeds from the real estate transactions and additional cash on hand.

## **INCOME TAXES**

The Tax Cuts and Jobs Act (Tax Act) was enacted on December 22, 2017, and includes, among other items, a reduction in the federal corporate income tax rate from 35.0 percent to 21.0 percent effective January 1, 2018. Our federal corporate income tax rate for fiscal 2018 was 29.4 percent and represents a blended income tax rate for the current fiscal year. For fiscal 2019, our federal corporate income tax rate will be 21.0 percent. Additionally, for the fiscal year ended May 27, 2018, in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 740, we remeasured our deferred tax balances to reflect the reduced rate that will apply when these deferred taxes are settled or realized in future periods. The remeasurement resulted in a \$79.3 million one-time adjustment of our net deferred tax liabilities reflected in our consolidated balance sheet as of May 27, 2018 and a corresponding income tax benefit reflected in our consolidated statements of earnings for the fiscal year ended May 27, 2018. The Securities and Exchange Commission (SEC) staff issued Staff Accounting Bulletin 118 which allows companies to record provisional amounts during a measurement period that is similar to the measurement period used when accounting for business combinations. While we are able to make a reasonable estimate of the impacts of the Tax Act, adjustments may occur and may be affected by other factors, including, but not limited to, further refinement of our calculations, changes in interpretations and assumptions and regulatory changes from the Internal Revenue Service (IRS), the SEC, the Financial Accounting Standards Board and various tax jurisdictions.

The effective income tax rates for fiscal 2018, 2017 and 2016 for continuing operations were 0.3 percent, 24.3 percent and 20.0 percent, respectively. The decrease in the effective income tax rate for fiscal 2018 compared to fiscal 2017 was primarily due to the Tax Act and lower earnings before income taxes for fiscal 2018 driven primarily by debt retirement costs. The increase in our effective income tax rate for fiscal 2017 compared to fiscal 2016 was primarily due to higher earnings before income taxes.

## **NET EARNINGS AND NET EARNINGS PER SHARE FROM CONTINUING OPERATIONS**

Net earnings from continuing operations for fiscal 2018 were \$603.8 million (\$4.79 per diluted share) compared with net earnings from continuing operations for fiscal 2017 of \$482.5 million (\$3.83 per diluted share) and net earnings from continuing operations for fiscal 2016 of \$359.7 million (\$2.78 per diluted share).

Net earnings and diluted net earnings per share from continuing operations for fiscal 2018 increased 25.1 percent compared with fiscal 2017. Our diluted per share results from continuing operations for fiscal 2018 were positively impacted by the Tax Act, by approximately \$0.30 due to the lower federal corporate tax rate enacted during the third quarter of fiscal 2018, partially offset by approximately \$0.10 related to workforce investments. Our diluted per share results from continuing operations for fiscal 2018 were also positively impacted by the Tax Act, by approximately \$0.62 due to a net benefit from deferred tax revaluation. Our diluted per share results from continuing operations for fiscal 2018 were adversely impacted by approximately \$0.54 related to debt retirement costs and approximately \$0.10 related to costs associated with the integration of Cheddar's Scratch Kitchen.

Net earnings from continuing operations for fiscal 2017 increased 34.1 percent and diluted net earnings per share from continuing operations increased 37.8 percent compared with fiscal 2016. Our diluted per share results from continuing operations for fiscal 2017 were adversely impacted by approximately \$0.10 due to a non-cash pension settlement charge and approximately \$0.09 related to the acquisition and integration of Cheddar's Scratch Kitchen.

## EARNINGS (LOSS) FROM DISCONTINUED OPERATIONS

On an after-tax basis, results from discontinued operations for fiscal 2018 were a net loss of \$7.8 million ( \$0.06 per diluted share) compared with a net loss for fiscal 2017 of \$3.4 million ( \$0.03 per diluted share) and earnings from discontinued operations for fiscal 2016 of \$15.3 million ( \$0.12 per diluted share). Earnings from discontinued operations in fiscal 2016 reflect pre-tax gains of \$17.9 million related to the sale of Red Lobster.

## SEGMENT RESULTS

We manage our restaurant brands, Olive Garden, LongHorn Steakhouse, Cheddar's Scratch Kitchen, The Capital Grille, Yard House, Bahama Breeze, Seasons 52 and Eddie V's in the U.S. and Canada as operating segments. We aggregate our operating segments into reportable segments based on a combination of the size, economic characteristics and sub-segment of full-service dining within which each brand operates. Our four reportable segments are: (1) Olive Garden, (2) LongHorn Steakhouse, (3) Fine Dining and (4) Other Business. See Note 6 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report) for further details.

Our management uses segment profit as the measure for assessing performance of our segments. The following table presents segment profit margin for the periods indicated:

| Segment             | Fiscal Years |       |       | Change          |    |                 |    |
|---------------------|--------------|-------|-------|-----------------|----|-----------------|----|
|                     | 2018         | 2017  | 2016  | 2018 vs<br>2017 |    | 2017 vs<br>2016 |    |
| Olive Garden        | 20.1%        | 19.3% | 19.8% | 80              | BP | (50)            | BP |
| LongHorn Steakhouse | 17.7%        | 17.3% | 17.3% | 40              | BP | —               | BP |
| Fine Dining         | 20.4%        | 19.6% | 19.5% | 80              | BP | 10              | BP |
| Other Business      | 14.8%        | 16.9% | 16.9% | (210)           | BP | —               | BP |

The increase in the Olive Garden segment profit margin for fiscal 2018 was driven primarily by leveraging positive same-restaurant sales. The decrease in Olive Garden's segment profit margin for fiscal 2017 was driven primarily by additional rent expense resulting from the real estate transactions. The increase in the LongHorn segment profit margin for fiscal 2018 was driven primarily by leveraging positive same-restaurant sales. LongHorn's segment profit margins for fiscal 2017 were flat as additional rent expense resulting from the real estate transactions was offset by food cost deflation. The increase in the Fine Dining segment profit margin for fiscal 2018 was driven primarily by leveraging positive same-restaurant sales. The increase in Fine Dining's segment profit margins for fiscal 2017 was driven primarily by food cost deflation, primarily beef, partially offset by higher restaurant expenses. The decrease in Other Business' segment profit margin for fiscal 2018 was primarily driven by the impact of Cheddar's Scratch Kitchen's margin mix and the shift of consumer-packaged goods revenue from the Other Business segment to primarily the Olive Garden segment. The Other Business segment profit margins for fiscal 2017 were flat as food cost deflation was offset by higher labor costs.

## SEASONALITY

Our sales volumes fluctuate seasonally. Typically, our average sales per restaurant are highest in the winter and spring, followed by the summer, and lowest in the fall. Holidays, changes in the economy, severe weather and similar conditions may impact sales volumes seasonally in some operating regions. Because of the seasonality of our business, results for any quarter are not necessarily indicative of the results that may be achieved for the full fiscal year.

## IMPACT OF INFLATION

We attempt to minimize the annual effects of inflation through appropriate planning, operating practices and menu price increases. We do not believe inflation had a significant overall effect on our annual results of operations during fiscal 2018, 2017 or 2016.

## CRITICAL ACCOUNTING ESTIMATES

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates.

Our significant accounting policies are more fully described in Note 1 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report). Judgments and uncertainties affecting the application of those policies may result in materially

different amounts being reported under different conditions or using different assumptions. We consider the following estimates to be most critical in understanding the judgments that are involved in preparing our consolidated financial statements.

### *Leases*

We evaluate our leases at their inception to estimate their expected term, which commences on the date when we have the right to control the use of the leased property and includes the non-cancelable base term plus all option periods we are reasonably assured to exercise. Our judgment in determining the appropriate expected term for each lease affects our evaluation of:

- The classification and accounting for leases as capital versus operating;
- The rent holidays and escalation in payments that are included in the calculation of straight-line rent; and
- The term over which leasehold improvements for each restaurant facility are amortized.

These judgments may produce materially different amounts of depreciation, amortization and rent expense than would be reported if different expected lease terms were used.

### *Valuation of Long-Lived Assets*

Land, buildings and equipment and certain other assets, including definite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The judgments we make related to the expected useful lives of long-lived assets, definitions of lease terms and our ability to realize undiscounted cash flows in excess of the carrying amounts of these assets are affected by factors such as the ongoing maintenance and improvements of the assets, changes in economic conditions, changes in usage or operating performance, desirability of the restaurant sites and other factors, such as our ability to sell our assets held for sale. As we assess the ongoing expected cash flows and carrying amounts of our long-lived assets, significant adverse changes in these factors could cause us to realize an impairment loss. Based on a review of operating results for each of our restaurants, the amount of net book value associated with lower performing restaurants that would be deemed at risk for impairment is not material to our consolidated financial statements.

### *Valuation and Recoverability of Goodwill and Trademarks*

Goodwill and trademarks are not subject to amortization and have been assigned to reporting units for purposes of impairment testing. The reporting units are our restaurant brands. At May 27, 2018, we had the following amounts recorded as goodwill and trademarks at our brands:

| (in millions)             | Goodwill   | Trademarks |
|---------------------------|------------|------------|
| Olive Garden              | \$ 30.2    | \$ 0.7     |
| LongHorn Steakhouse       | 49.3       | 307.8      |
| Cheddar's Scratch Kitchen | 311.4      | 375.0      |
| Yard House                | 369.2      | 109.3      |
| The Capital Grille        | 401.6      | 147.0      |
| Seasons 52                | —          | 0.5        |
| Eddie V's                 | 22.0       | 10.5       |
| Total                     | \$ 1,183.7 | \$ 950.8   |

A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others: a significant decline in our expected future cash flows; a sustained, significant decline in our stock price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; the testing for recoverability of a significant asset group within a reporting unit; and slower growth rates. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on our consolidated financial statements.

We performed our annual impairment test of our goodwill and trademarks as of the first day of our fiscal fourth quarter using a qualitative assessment. In considering the qualitative approach, we evaluated factors including, but not limited to, macro-economic conditions, market and industry conditions, commodity cost fluctuations, competitive environment, share price

performance, results of prior impairment tests, operational stability and the overall financial performance of the reporting units. Based on the results of our qualitative assessment, no impairment of goodwill or trademarks was indicated. Changes in circumstances existing at the measurement date or at other times in the future, or in the numerous estimates associated with management's judgments and assumptions made in assessing the fair value of our goodwill and trademarks, could result in an impairment loss of a portion or all of our goodwill or trademarks. As we finalized the purchase price allocation for Cheddar's Scratch Kitchen during our fourth fiscal quarter of 2018, we excluded the goodwill and trademark related to Cheddar's Scratch Kitchen from our qualitative assessment.

If our annual test resulted in an impairment of our goodwill or trademarks, our financial position and results of operations would be adversely affected and our leverage ratio for purposes of our credit agreement would increase. A leverage ratio exceeding the maximum permitted under our credit agreement would be a default under our credit agreement. At May 27, 2018, a write-down of goodwill, other indefinite-lived intangible assets, or any other assets in excess of approximately \$1.12 billion would have been required to cause our leverage ratio to exceed the permitted maximum. As our leverage ratio is determined on a quarterly basis, and due to the seasonal nature of our business, a lesser amount of impairment in future quarters could cause our leverage ratio to exceed the permitted maximum.

### ***Unearned Revenues***

Unearned revenues represent our liability for gift cards that have been sold but not yet redeemed. The estimated value of gift cards expected to remain unused is recognized over the expected period of redemption as the remaining gift card values are redeemed, generally over a period of 12 years. Utilizing this method, we estimate both the amount of breakage and the time period of redemption. If actual redemption patterns vary from our estimates, actual gift card breakage income may differ from the amounts recorded. We update our estimates of our redemption period and our breakage rate periodically and apply that rate to gift card redemptions. Changing our breakage-rate assumption on unredeemed gift cards by 25 basis points would result in an adjustment in our unearned revenues of approximately \$23.0 million.

### ***Income Taxes***

We estimate certain components of our provision for income taxes. These estimates include, among other items, depreciation and amortization expense allowable for tax purposes, allowable tax credits for items such as taxes paid on reported employee tip income, effective rates for state and local income taxes and the tax deductibility of certain other items. We adjust our annual effective income tax rate as additional information on outcomes or events becomes available.

Assessment of uncertain tax positions requires judgments relating to the amounts, timing and likelihood of resolution. As described in Note 13 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report), the \$17.4 million balance of unrecognized state tax benefits at May 27, 2018, includes \$2.0 million related to tax positions for which it is reasonably possible that the total amounts could change during the next 12 months based on the outcome of examinations. The \$2.0 million relates to items that would impact our effective income tax rate.

## **LIQUIDITY AND CAPITAL RESOURCES**

Cash flows generated from operating activities are our principal source of liquidity, which we use to finance capital expenditures for new restaurants and to remodel and maintain existing restaurants, to pay dividends to our shareholders and to repurchase shares of our common stock. Since substantially all of our sales are for cash and cash equivalents, and accounts payable are generally due in 5 to 45 days, we are able to carry current liabilities in excess of current assets. In addition to cash flows from operations, we use a combination of long-term and short-term borrowings to fund our capital needs.

We currently manage our business and financial ratios to target an investment-grade bond rating, which has historically allowed flexible access to financing at reasonable costs. Our publicly issued long-term debt currently carries the following ratings:

- Moody's Investors Service "Baa2";
- Standard & Poor's "BBB"; and
- Fitch "BBB".

Our commercial paper has ratings of:

- Moody's Investors Service "P-2";
- Standard & Poor's "A-2"; and
- Fitch "F-2".

These ratings are as of the date of the filing of this report and have been obtained with the understanding that Moody's Investors Service, Standard & Poor's and Fitch will continue to monitor our credit and make future adjustments to these ratings to the extent warranted. The ratings are not a recommendation to buy, sell or hold our securities, may be changed, superseded or withdrawn at any time and should be evaluated independently of any other rating.

On October 27, 2017, we entered into a new \$750.0 million revolving credit agreement with Bank of America, N.A. (BOA), as administrative agent, and the lenders and other agents party thereto. The Revolving Credit Agreement is a senior unsecured credit commitment to the Company and contains customary representations and affirmative and negative covenants (including limitations on liens and subsidiary debt and a maximum consolidated lease adjusted total debt to total capitalization ratio of 0.75 to 1.00) and events of default usual for credit facilities of this type. The Revolving Credit Agreement replaced our prior \$750.0 million revolving credit agreement, dated as of October 3, 2011 and amended as of October 24, 2013. As of May 27, 2018, we were in compliance with all covenants under the Revolving Credit Agreement.

The Revolving Credit Agreement matures on October 27, 2022, and the proceeds may be used for working capital and capital expenditures, the refinancing of certain indebtedness, certain acquisitions and general corporate purposes. Loans under the Revolving Credit Agreement bear interest at a rate of LIBOR plus a margin determined by reference to a ratings-based pricing grid (Applicable Margin), or the base rate (which is defined as the highest of the BOA prime rate, the Federal Funds rate plus 0.500 percent, and the Eurocurrency Rate plus 1.00 percent) plus the Applicable Margin. Assuming a "BBB" equivalent credit rating level, the Applicable Margin under the Revolving Credit Agreement will be 1.000 percent for LIBOR loans and 0 percent for base rate loans. As of May 27, 2018, we had no outstanding balances under the Revolving Credit Agreement.

At May 27, 2018, our long-term debt consisted principally of:

- \$500.0 million of unsecured 3.850 percent senior notes due in May 2027;
- \$96.3 million of unsecured 6.000 percent senior notes due in August 2035;
- \$42.8 million of unsecured 6.800 percent senior notes due in October 2037; and
- \$300.0 million of unsecured 4.550 percent senior notes due in February 2048.

On February 22, 2018, we completed the issuance of \$300.0 million aggregate principal amount of unsecured 4.550 percent senior notes due in February 2048 under a registration statement filed with the SEC on October 6, 2016. Discount and issuance costs, which totaled \$3.7 million, are being amortized over the term of the notes using the straight-line method, the results of which approximate the effective interest method. Interest on the notes is payable semi-annually in arrears on February 15 and August 15 of each year commencing August 15, 2018. We may redeem the notes at any time in whole or from time to time in part, at the principal amount plus a make-whole premium. If we experience a change in control triggering event, unless we have previously exercised our right to redeem the notes, we may be required to purchase the notes from the holders at a purchase price equal to 101 percent of their principal amount plus accrued and unpaid interest. We utilized the proceeds from this issuance, along with cash on hand, to retire \$310.9 million aggregate principal amount of long-term debt consisting of:

- \$53.7 million of unsecured 6.000 percent senior notes due in August 2035; and
- \$257.2 million of unsecured 6.800 percent senior notes due in October 2037.

During fiscal 2018, we recorded approximately \$102.2 million of expenses associated with the retirements, including cash costs of approximately \$97.3 million, primarily for repurchase premiums and non-cash charges of approximately \$4.9 million associated with loan cost write-offs. These amounts were recorded in interest, net in our consolidated statements of earnings.

The interest rate on our \$42.8 million 6.800 percent senior notes due October 2037 is subject to adjustment from time to time if the debt rating assigned to such series of notes is downgraded below a certain rating level (or subsequently upgraded). The maximum adjustment is 2.000 percent above the initial interest rate and the interest rate cannot be reduced below the initial interest rate. As of May 27, 2018, no such adjustments are made to this rate.

Through our shelf registration statement on file with the SEC, depending on conditions prevailing in the public capital markets, we may issue unsecured debt securities from time to time in one or more series, which may consist of notes, debentures or other evidences of indebtedness in one or more offerings.

From time to time, we may repurchase our outstanding debt in privately negotiated transactions. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements and other factors.

From time to time, we enter into interest rate derivative instruments to manage interest rate risk inherent in our operations. See Note 8 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report).

A summary of our contractual obligations and commercial commitments at May 27, 2018, is as follows:

| (in millions)                        | Payments Due by Period |                     |                 |                 |                      |
|--------------------------------------|------------------------|---------------------|-----------------|-----------------|----------------------|
|                                      | Total                  | Less Than<br>1 Year | 1-3<br>Years    | 3-5<br>Years    | More Than<br>5 Years |
| <b>Contractual Obligations</b>       |                        |                     |                 |                 |                      |
| Long-term debt (1)                   | \$ 1,679.6             | \$ 41.6             | \$ 83.2         | \$ 83.2         | \$ 1,471.6           |
| Leases (2)                           | 3,427.4                | 371.0               | 703.4           | 604.8           | 1,748.2              |
| Purchase obligations (3)             | 537.7                  | 503.7               | 31.0            | 3.0             | —                    |
| Benefit obligations (4)              | 342.2                  | 27.5                | 59.5            | 65.1            | 190.1                |
| Unrecognized income tax benefits (5) | 18.5                   | 2.3                 | 4.6             | 11.6            | —                    |
| <b>Total contractual obligations</b> | <b>\$ 6,005.4</b>      | <b>\$ 946.1</b>     | <b>\$ 881.7</b> | <b>\$ 767.7</b> | <b>\$ 3,409.9</b>    |

| (in millions)                       | Amount of Commitment Expiration per Period |                     |                |                |                      |
|-------------------------------------|--|---------------------|----------------|----------------|----------------------|
|                                     | Total<br>Amounts<br>Committed              | Less Than<br>1 Year | 1-3<br>Years   | 3-5<br>Years   | More Than<br>5 Years |
| <b>Other Commercial Commitments</b> |  |                     |                |                |                      |
| Standby letters of credit (6)       | \$ 114.5                                   | \$ 114.5            | \$ —           | \$ —           | \$ —                 |
| Guarantees (7)                      | 154.0                                      | 39.1                | 65.4           | 36.3           | 13.2                 |
| <b>Total commercial commitments</b> | <b>\$ 268.5</b>                            | <b>\$ 153.6</b>     | <b>\$ 65.4</b> | <b>\$ 36.3</b> | <b>\$ 13.2</b>       |

- (1) Includes interest payments associated with existing long-term debt, including the current portion. Excludes discount and issuance costs of \$12.6 million.
- (2) Includes all arrangements accounted for as operating, capital and financing leases. Includes imputed interest of \$79.9 million over the life of financing lease obligations and imputed interest of \$37.9 million over the life of capital lease obligations.
- (3) Includes commitments for food and beverage items and supplies, capital projects, information technology and other miscellaneous commitments.
- (4) Includes expected contributions associated with our defined benefit plans and payments associated with our postretirement benefit plan and our non-qualified deferred compensation plan through fiscal 2028.
- (5) Includes interest on unrecognized income tax benefits of \$1.1 million, \$0.3 million of which relates to contingencies expected to be resolved within one year.
- (6) Includes letters of credit for \$96.9 million of workers' compensation and general liabilities accrued in our consolidated financial statements and letters of credit for \$17.6 million related to contractual operating lease obligations and other payments.
- (7) Consists solely of guarantees associated with leased properties that have been assigned to third parties and are primarily related to the disposition of Red Lobster. We are not aware of any non-performance under these arrangements that would result in our having to perform in accordance with the terms of the guarantees.

Our fixed-charge coverage ratio, which measures the number of times each year that we earn enough to cover our fixed charges, amounted to 3.1 times and 5.0 times, on a continuing operations basis, for the fiscal years ended May 27, 2018 and May 28, 2017, respectively. Our adjusted debt to adjusted total capital ratio as of May 27, 2018 (which includes 6.00 times the combined total annual minimum rent for operating leases and annual minimum lease payments for financing leases on a consolidated basis of \$ 342.7 million, as a component of adjusted debt and adjusted total capital) was 60 percent. Our adjusted debt to adjusted total capital ratio as of May 28, 2017 (which includes 6.25 times the combined total annual minimum rent for operating leases and annual minimum lease payments for financing leases on a consolidated basis of \$ 303.5 million, as a component of adjusted debt and adjusted total capital) was 59 percent. We include the lease-debt equivalent and contractual lease guarantees in our adjusted debt to adjusted total capital ratio reported to shareholders, as we believe its inclusion better represents the optimal capital structure that we target from period to period and because it is consistent with the calculation of the covenant under our Revolving Credit Agreement.

Based on these ratios, we believe our financial condition is strong. The composition of our capital structure is shown in the following table:

| (in millions, except ratios)                                      | May 27, 2018 | May 28, 2017 |
|---|--------------|--------------|
| <b>CAPITAL STRUCTURE</b>  |              |              |
| Long-term debt, excluding unamortized discount and issuance costs | \$ 939.1     | \$ 950.0     |
| Capital lease obligations   | 80.5         | 58.9         |
| Total debt  | \$ 1,019.6   | \$ 1,008.9   |
| Stockholders' equity  | 2,194.8      | 2,101.7      |
| Total capital   | \$ 3,214.4   | \$ 3,110.6   |
| <b>CALCULATION OF ADJUSTED CAPITAL</b>                            |              |              |
| Total debt  | \$ 1,019.6   | \$ 1,008.9   |
| Lease-debt equivalent   | 2,056.2      | 1,896.9      |
| Guarantees  | 154.0        | 163.2        |
| Adjusted debt   | \$ 3,229.8   | \$ 3,069.0   |
| Stockholders' equity  | 2,194.8      | 2,101.7      |
| Adjusted total capital  | \$ 5,424.6   | \$ 5,170.7   |
| <b>CAPITAL STRUCTURE RATIOS</b>                                   |              |              |
| Debt to total capital ratio                                       | 32%          | 32%          |
| Adjusted debt to adjusted total capital ratio                     | 60%          | 59%          |

Net cash flows provided by operating activities from continuing operations were \$1.02 billion, \$916.3 million and \$820.4 million in fiscal 2018, 2017 and 2016, respectively. Net cash flows provided by operating activities include net earnings from continuing operations of \$603.8 million, \$482.5 million and \$359.7 million in fiscal 2018, 2017 and 2016, respectively. Net cash flows provided by operating activities from continuing operations increased in fiscal 2018 primarily due to higher net earnings from continuing operations. Net cash flows provided by operating activities from continuing operations increased in fiscal 2017 primarily due to higher net earnings from continuing operations partially offset by the timing of payments of accounts payable and current period activity of taxable timing differences.

Net cash flows used in investing activities from continuing operations were \$451.1 million in fiscal 2018 compared to net cash flows used in investing activities from continuing operations of \$1.07 billion in fiscal 2017 and net cash flows provided by investing activities from continuing operations of \$75.4 million in fiscal 2016. Capital expenditures incurred principally for building new restaurants, remodeling existing restaurants, replacing equipment, and technology initiatives were \$396.0 million in fiscal 2018, compared to \$293.0 million in fiscal 2017 and \$228.3 million in fiscal 2016. Additionally, for fiscal 2018, net cash used in the acquisition of 11 Cheddar's Scratch Kitchen restaurants from an existing franchisee was \$40.4 million. For fiscal 2017, net cash used in the acquisition of Cheddar's Scratch Kitchen was \$764.4 million. For fiscal 2016, proceeds from the disposal of land, buildings and equipment of \$325.2 million reflect the impact of closed sale-leaseback transactions.

Net cash flows used in financing activities from continuing operations were \$636.6 million in fiscal 2018, compared to net cash flows provided by financing activities from continuing operations of \$129.2 million in fiscal 2017 and net cash flows used in financing activities from continuing operations \$1.12 billion in fiscal 2016. Net cash flows used in financing activities in fiscal 2018 reflected long-term debt payments of \$408.2 million, including repurchase premiums and make-whole provisions,



repayments of short-term debt of \$960.0 million , dividend payments of \$313.5 million and share repurchases of \$234.8 million , partially offset by proceeds from the issuance of short-term debt of \$960.0 million , proceeds from the issuance of \$300.0 million of senior notes and proceeds from the exercise of employee stock options. Net cash flows provided by financing activities in fiscal 2017 reflect proceeds from the issuance of \$500.0 million of senior notes and proceeds from the exercise of employee stock options, partially offset by dividend payments of \$279.1 million and share repurchases of \$230.2 million . Net cash flows used in financing activities in fiscal 2016 reflected long-term debt payments of \$1.10 billion , including repurchase premiums and make-whole provisions, dividend payments of \$268.2 million , and share repurchases of \$184.8 million partially offset by the \$315.0 million cash dividend received by us from Four Corners.

Our defined benefit and other postretirement benefit costs and liabilities are determined using various actuarial assumptions and methodologies prescribed under Financial Accounting Standards Board Accounting Standards Codification Topic 715, Compensation - Retirement Benefits and Topic 712, Compensation - Nonretirement Postemployment Benefits. We use certain assumptions including, but not limited to, the selection of a discount rate and expected long-term rate of return on plan assets. We set the discount rate assumption annually for each plan at its valuation date to reflect the yield of high-quality fixed-income debt instruments, with lives that approximate the maturity of the plan benefits. At May 27, 2018 , our discount rate was 4.32 percent and 4.28 percent , respectively, for our defined benefit and postretirement benefit plans. The expected long-term rate of return on plan assets is based upon several factors, including our historical assumptions compared with actual results, an analysis of current market conditions, asset allocations and the views of leading financial advisers and economists. Our expected long-term rate of return on plan assets for our defined benefit plans was 5.75 percent for fiscal year 2018 , 6.5 percent for fiscal year 2017 and 6.5 percent for fiscal year 2016 . We made defined benefit plans contributions of approximately \$60.8 million , \$0.4 million and \$25.4 million in fiscal years 2018 , 2017 and 2016 , respectively. We expect to contribute approximately \$0.4 million to our defined benefit pension plans and approximately \$1.4 million to our postretirement benefit plan during fiscal 2019 . In April 2018, our Benefit Plans Committee approved the termination of our primary non-contributory defined benefit pension plan (the Retirement Income Plan for Darden Restaurants, Inc.). The termination of the plan involves many steps, including filing information with the IRS and the Pension Benefit Guaranty Corporation and obtaining proper approvals. We anticipate the termination process, which culminates in either the settlement or transfer of participant benefits, will take approximately two years to complete.

We have recognized net losses of \$85.4 million (net of tax) and of \$2.2 million (net of tax) as components of accumulated other comprehensive income (loss) for the defined benefit plans and postretirement benefit plan, respectively, as of May 27, 2018 . These net losses represent changes in the amount of the projected benefit obligation and plan assets resulting from differences in the assumptions used and actual experience. The amortization of the net loss component of our fiscal 2019 net periodic benefit cost for the defined benefit plans is expected to be approximately \$1.9 million (net of tax). The amortization of the net gain component of our fiscal 2019 net periodic benefit cost for the postretirement benefit plan is expected to be approximately \$2.4 million (net of tax).

We believe our defined benefit and postretirement benefit plan assumptions are appropriate based upon the factors discussed above. However, other assumptions could also be reasonably applied that could differ from the assumptions used. These changes in assumptions would not significantly impact our funding requirements.

We are not aware of any trends or events that would materially affect our capital requirements or liquidity. We believe that our internal cash-generating capabilities, the potential issuance of unsecured debt securities under our shelf registration statement and short-term commercial paper should be sufficient to finance our capital expenditures, debt maturities, stock repurchase program and other operating activities through fiscal 2019 .

#### **OFF-BALANCE SHEET ARRANGEMENTS**

We are not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, changes in financial condition, sales or expenses, results of operations, liquidity, capital expenditures or capital resources.

#### **FINANCIAL CONDITION**

Our total current assets were \$553.6 million at May 27, 2018 , compared with \$587.9 million at May 28, 2017 . The decrease was primarily due to the decrease in cash and cash equivalents driven by the repurchase of shares of our common stock.

Our total current liabilities were \$1.38 billion at May 27, 2018 , compared with \$1.29 billion at May 28, 2017 . The increase was primarily due to an increase in unearned revenues associated with gift card sales in excess of redemptions, an increase in accrued payroll related to bonuses and an increase in accounts payable.

## **APPLICATION OF NEW ACCOUNTING STANDARDS**

See Note 1 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report) for a discussion of recently issued accounting standards.

## **Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to a variety of market risks, including fluctuations in interest rates, foreign currency exchange rates, compensation and commodity prices. To manage this exposure, we periodically enter into interest rate and foreign currency exchange instruments, equity forward and commodity derivative instruments for other than trading purposes. See Notes 1 and 8 of the Notes to Consolidated Financial Statements (Part II, Item 8 of this report).

We use the variance/covariance method to measure value at risk, over time horizons ranging from one week to one year, at the 95 percent confidence level. At May 27, 2018, our potential losses in future net earnings resulting from changes in equity forwards, commodity instruments and floating rate debt interest rate exposures were approximately \$31.7 million over a period of one year. The value at risk from an increase in the fair value of all of our long-term fixed-rate debt, over a period of one year, was approximately \$101.3 million. The fair value of our long-term fixed-rate debt outstanding as of May 27, 2018, averaged \$1.04 billion, with a high of \$1.09 billion and a low of \$915.9 million during fiscal 2018. Our interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows by targeting an appropriate mix of variable and fixed-rate debt.

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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## **REPORT OF MANAGEMENT'S RESPONSIBILITIES**

The management of Darden Restaurants, Inc. is responsible for the fairness and accuracy of the consolidated financial statements. The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles, using management's best estimates and judgments where appropriate. The financial information throughout this report is consistent with our consolidated financial statements.

Management has established a system of internal controls over financial reporting that provides reasonable assurance that assets are adequately safeguarded and transactions are recorded accurately, in all material respects, in accordance with management's authorization. Our internal controls provide for appropriate segregation of duties and responsibilities and there are documented policies regarding utilization of our assets and proper financial reporting. These formally stated and regularly communicated policies set high standards of ethical conduct for all employees. We also maintain a strong audit program that independently evaluates the adequacy of the design and operating effectiveness of these internal controls.

The Audit Committee of the Board of Directors meets at least quarterly to determine that management, internal auditors and the independent registered public accounting firm are properly discharging their duties regarding internal control and financial reporting. Management, internal auditors and the independent registered public accounting firm have full and free access to the Audit Committee at any time.

KPMG LLP, an independent registered public accounting firm, is retained to audit our consolidated financial statements and the effectiveness of our internal control over financial reporting. Their reports follow.

## **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). The Company's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of May 27, 2018 . In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (2013)* . Management has concluded that, as of May 27, 2018 , the Company's internal control over financial reporting was effective based on these criteria.

The Company's independent registered public accounting firm KPMG LLP, has issued an audit report on the effectiveness of our internal control over financial reporting, which follows.

/s/ Eugene I. Lee, Jr.  
Eugene I. Lee, Jr.  
*President and Chief Executive Officer*

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
Darden Restaurants, Inc.:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Darden Restaurants, Inc. and subsidiaries' (the Company) internal control over financial reporting as of May 27, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of May 27, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of May 27, 2018 and May 28, 2017, the related consolidated statements of earnings, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended May 27, 2018, and the related notes (collectively, the consolidated financial statements), and our report dated July 20, 2018 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Orlando, Florida  
July 20, 2018

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
Darden Restaurants, Inc.:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Darden Restaurants, Inc. and subsidiaries (the Company) as of May 27, 2018 and May 28, 2017, the related consolidated statements of earnings, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended May 27, 2018, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of May 27, 2018 and May 28, 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended May 27, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of May 27, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated July 20, 2018 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 1996.

Orlando, Florida  
July 20, 2018

**DARDEN RESTAURANTS, INC.**  
**CONSOLIDATED STATEMENTS OF EARNINGS**  
(In millions, except per share data)

|   | May 27, 2018 | May 28, 2017 | May 29, 2016 |
|---|--------------|--------------|--------------|
| Sales   | \$ 8,080.1   | \$ 7,170.2   | \$ 6,933.5   |
| Costs and expenses:   |              |              |              |
| Food and beverage   | 2,303.1      | 2,070.3      | 2,039.7      |
| Restaurant labor  | 2,614.5      | 2,265.3      | 2,189.2      |
| Restaurant expenses   | 1,417.1      | 1,265.2      | 1,163.5      |
| Marketing expenses  | 252.3        | 239.7        | 238.0        |
| General and administrative expenses   | 409.8        | 387.7        | 384.9        |
| Depreciation and amortization   | 313.1        | 272.9        | 290.2        |
| Impairments and disposal of assets, net   | 3.4          | (8.4)        | 5.8          |
| Total operating costs and expenses  | \$ 7,313.3   | \$ 6,492.7   | \$ 6,311.3   |
| Operating income  | 766.8        | 677.5        | 622.2        |
| Interest, net   | 161.1        | 40.2         | 172.5        |
| Earnings before income taxes  | 605.7        | 637.3        | 449.7        |
| Income tax expense  | 1.9          | 154.8        | 90.0         |
| Earnings from continuing operations   | \$ 603.8     | \$ 482.5     | \$ 359.7     |
| Earnings (loss) from discontinued operations, net of tax expense<br>(benefit) of \$(4.8), \$(4.2) and \$3.4, respectively | (7.8)        | (3.4)        | 15.3         |
| Net earnings  | \$ 596.0     | \$ 479.1     | \$ 375.0     |
| Basic net earnings per share:   |              |              |              |
| Earnings from continuing operations   | \$ 4.87      | \$ 3.88      | \$ 2.82      |
| Earnings (loss) from discontinued operations  | (0.06)       | (0.03)       | 0.12         |
| Net earnings  | \$ 4.81      | \$ 3.85      | \$ 2.94      |
| Diluted net earnings per share:   |              |              |              |
| Earnings from continuing operations   | \$ 4.79      | \$ 3.83      | \$ 2.78      |
| Earnings (loss) from discontinued operations  | (0.06)       | (0.03)       | 0.12         |
| Net earnings  | \$ 4.73      | \$ 3.80      | \$ 2.90      |
| Average number of common shares outstanding:  |              |              |              |
| Basic   | 124.0        | 124.3        | 127.4        |
| Diluted   | 126.0        | 126.0        | 129.3        |
| Dividends declared per common share   | \$ 2.52      | \$ 2.24      | \$ 2.10      |

See accompanying notes to consolidated financial statements.

**DARDEN RESTAURANTS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In millions)

|  | May 27, 2018    | May 28, 2017    | May 29, 2016    |
|--|-----------------|-----------------|-----------------|
| Net earnings   | \$ 596.0        | \$ 479.1        | \$ 375.0        |
| Other comprehensive income (loss):   |                 |                 |                 |
| Foreign currency adjustment  | (0.9)           | 0.5             | 0.5             |
| Change in fair value of marketable securities, net of taxes of \$0.0, \$0.0 and \$0.0, respectively  | (0.1)           | —               | —               |
| Change in fair value of derivatives and amortization of unrecognized gains and losses on derivatives, net of taxes of \$0.0, \$0.5 and \$14.3, respectively              | (4.6)           | 4.3             | 23.0            |
| Net unamortized gain (loss) arising during period, including amortization of unrecognized net actuarial loss, net of taxes of \$(0.7), \$11.9 and \$(16.0), respectively | (1.1)           | 19.3            | (23.9)          |
| Reclassification of tax effect   | (15.6)          | —               | —               |
| Other comprehensive income (loss)  | \$ (22.3)       | \$ 24.1         | \$ (0.4)        |
| <b>Total comprehensive income</b>  | <b>\$ 573.7</b> | <b>\$ 503.2</b> | <b>\$ 374.6</b> |

See accompanying notes to consolidated financial statements.



**DARDEN RESTAURANTS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions)

|  | May 27, 2018      | May 28, 2017      |
|--|-------------------|-------------------|
| <b>ASSETS</b>  |                   |                   |
| Current assets:  |                   |                   |
| Cash and cash equivalents  | \$ 146.9          | \$ 233.1          |
| Receivables, net   | 83.7              | 75.9              |
| Inventories  | 205.3             | 178.9             |
| Prepaid income taxes   | 15.9              | 6.2               |
| Prepaid expenses and other current assets  | 89.9              | 80.6              |
| Assets held for sale   | 11.9              | 13.2              |
| <b>Total current assets</b>  | <b>\$ 553.6</b>   | <b>\$ 587.9</b>   |
| Land, buildings and equipment, net   | 2,429.8           | 2,272.3           |
| Goodwill   | 1,183.7           | 1,201.7           |
| Trademarks   | 950.8             | 950.2             |
| Other assets   | 351.7             | 280.2             |
| <b>Total assets</b>  | <b>\$ 5,469.6</b> | <b>\$ 5,292.3</b> |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                   |                   |
| Current liabilities:   |                   |                   |
| Accounts payable   | \$ 277.0          | \$ 249.5          |
| Accrued payroll  | 177.5             | 149.1             |
| Accrued income taxes   | —                 | 1.9               |
| Other accrued taxes  | 56.6              | 54.2              |
| Unearned revenues  | 415.8             | 388.6             |
| Other current liabilities  | 457.6             | 445.9             |
| <b>Total current liabilities</b>   | <b>\$ 1,384.5</b> | <b>\$ 1,289.2</b> |
| Long-term debt   | 926.5             | 936.6             |
| Deferred income taxes  | 114.0             | 145.6             |
| Deferred rent  | 318.0             | 282.8             |
| Other liabilities  | 531.8             | 536.4             |
| <b>Total liabilities</b>   | <b>\$ 3,274.8</b> | <b>\$ 3,190.6</b> |
| Stockholders' equity:  |                   |                   |
| Common stock and surplus, no par value. Authorized 500.0 shares; issued 124.8 and 126.7 shares, respectively; outstanding 123.5 and 125.4 shares, respectively | 1,631.9           | 1,614.6           |
| Preferred stock, no par value. Authorized 25.0 shares; none issued and outstanding   | —                 | —                 |
| Retained earnings  | 657.6             | 560.1             |
| Treasury stock, 1.3 and 1.3 shares, at cost, respectively  | (7.8)             | (7.8)             |
| Accumulated other comprehensive income (loss)  | (85.2)            | (62.9)            |
| Unearned compensation  | (1.7)             | (2.3)             |
| <b>Total stockholders' equity</b>  | <b>\$ 2,194.8</b> | <b>\$ 2,101.7</b> |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 5,469.6</b> | <b>\$ 5,292.3</b> |

See accompanying notes to consolidated financial statements.

**DARDEN RESTAURANTS, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
(In millions, except per share data)

|  | Common<br>Stock<br>And<br>Surplus | Retained<br>Earnings | Treasury<br>Stock | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Unearned<br>Compensation | Total<br>Stockholders'<br>Equity |
|--|-----------------------------------|----------------------|-------------------|--|--------------------------|----------------------------------|
| Balances at May 31, 2015   | \$ 1,405.9                        | \$ 1,026.0           | \$ (7.8)          | \$ (86.6)  | \$ (4.0)                 | \$ 2,333.5                       |
| Net earnings   | —                                 | 375.0                | —                 | —  | —                        | 375.0                            |
| Other comprehensive income   | —                                 | —                    | —                 | (0.4)  | —                        | (0.4)                            |
| Dividends declared (\$2.10 per share)  | —                                 | (268.2)              | —                 | —  | —                        | (268.2)                          |
| Stock option exercises (2.4 shares)  | 94.4                              | —                    | —                 | —  | —                        | 94.4                             |
| Stock-based compensation   | 14.9                              | —                    | —                 | —  | —                        | 14.9                             |
| Income tax benefits credited to equity   | 17.5                              | —                    | —                 | —  | —                        | 17.5                             |
| Repurchases of common stock (3.0 shares)   | (34.9)                            | (149.9)              | —                 | —  | —                        | (184.8)                          |
| Issuance of stock under Employee Stock Purchase Plan<br>and other plans (0.2 shares) | 4.8                               | —                    | —                 | —  | 0.1                      | 4.9                              |
| Separation of Four Corners Property Trust  | —                                 | (435.4)              | —                 | —  | —                        | (435.4)                          |
| Other  | —                                 | —                    | —                 | —  | 0.6                      | 0.6                              |
| Balances at May 29, 2016   | \$ 1,502.6                        | \$ 547.5             | \$ (7.8)          | \$ (87.0)  | \$ (3.3)                 | \$ 1,952.0                       |
| Net earnings   | —                                 | 479.1                | —                 | —  | —                        | 479.1                            |
| Other comprehensive income   | —                                 | —                    | —                 | 24.1   | —                        | 24.1                             |
| Dividends declared (\$2.24 per share)  | —                                 | (279.6)              | —                 | —  | —                        | (279.6)                          |
| Stock option exercises (2.7 shares)  | 107.8                             | —                    | —                 | —  | —                        | 107.8                            |
| Stock-based compensation   | 15.6                              | —                    | —                 | —  | —                        | 15.6                             |
| Income tax benefits credited to equity   | 27.2                              | —                    | —                 | —  | —                        | 27.2                             |
| Repurchases of common stock (3.7 shares)   | (43.7)                            | (186.5)              | —                 | —  | —                        | (230.2)                          |
| Issuance of stock under Employee Stock Purchase Plan<br>and other plans (0.2 shares) | 5.1                               | —                    | —                 | —  | 0.2                      | 5.3                              |
| Other  | —                                 | (0.4)                | —                 | —  | 0.8                      | 0.4                              |
| Balances at May 28, 2017   | \$ 1,614.6                        | \$ 560.1             | \$ (7.8)          | \$ (62.9)  | \$ (2.3)                 | \$ 2,101.7                       |
| Net earnings   | —                                 | 596.0                | —                 | —  | —                        | 596.0                            |
| Other comprehensive income   | —                                 | —                    | —                 | (22.3)   | —                        | (22.3)                           |
| Dividends declared (\$2.52 per share)  | —                                 | (315.3)              | —                 | —  | —                        | (315.3)                          |
| Stock option exercises (0.8 shares)  | 32.0                              | —                    | —                 | —  | —                        | 32.0                             |
| Stock-based compensation   | 22.7                              | —                    | —                 | —  | —                        | 22.7                             |
| Repurchases of common stock (2.8 shares)   | (36.0)                            | (198.8)              | —                 | —  | —                        | (234.8)                          |
| Issuance of stock under Employee Stock Purchase Plan<br>and other plans (0.1 shares) | 5.7                               | —                    | —                 | —  | 0.1                      | 5.8                              |
| Other  | (7.1)                             | 15.6                 | —                 | —  | 0.5                      | 9.0                              |
| Balances at May 27, 2018   | \$ 1,631.9                        | \$ 657.6             | \$ (7.8)          | \$ (85.2)  | \$ (1.7)                 | \$ 2,194.8                       |

See accompanying notes to consolidated financial statements.

**DARDEN RESTAURANTS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In millions)

|   | Fiscal Year Ended |                     |                     |
|---|-------------------|---------------------|---------------------|
|   | May 27, 2018      | May 28, 2017        | May 29, 2016        |
| <b>Cash flows - operating activities</b>  |                   |                     |                     |
| Net earnings  | \$ 596.0          | \$ 479.1            | \$ 375.0            |
| (Earnings) losses from discontinued operations, net of tax                          | 7.8               | 3.4                 | (15.3)              |
| Adjustments to reconcile net earnings from continuing operations to cash flows:     |                   |                     |                     |
| Depreciation and amortization   | 313.1             | 272.9               | 290.2               |
| Impairments and disposal of assets, net   | 3.4               | (8.4)               | 5.8                 |
| Amortization of loan costs and losses on interest-rate related derivatives          | 1.6               | 1.0                 | 3.6                 |
| Stock-based compensation expense  | 42.8              | 40.7                | 37.3                |
| Change in current assets and liabilities  | (8.0)             | 112.6               | 13.7                |
| Contributions to pension and postretirement plans                                   | (62.0)            | (1.6)               | (26.5)              |
| Change in cash surrender value of trust-owned life insurance                        | (11.2)            | (10.3)              | 3.3                 |
| Deferred income taxes   | (20.6)            | (22.9)              | (10.8)              |
| Change in deferred rent   | 36.6              | 32.9                | 23.8                |
| Change in other assets and liabilities  | 14.6              | (5.0)               | 5.3                 |
| Loss on extinguishment of debt  | 102.2             | —                   | 106.8               |
| Other, net  | 3.5               | 21.9                | 8.2                 |
| <b>Net cash provided by operating activities of continuing operations</b>           | <b>\$ 1,019.8</b> | <b>\$ 916.3</b>     | <b>\$ 820.4</b>     |
| <b>Cash flows - investing activities</b>  |                   |                     |                     |
| Purchases of land, buildings and equipment  | (396.0)           | (293.0)             | (228.3)             |
| Proceeds from disposal of land, buildings and equipment                             | 3.3               | 8.3                 | 325.2               |
| Cash used in business acquisitions, net of cash acquired                            | (40.4)            | (764.4)             | —                   |
| Purchases of capitalized software and other assets                                  | (22.8)            | (25.3)              | (23.3)              |
| Other, net  | 4.8               | 4.7                 | 1.8                 |
| <b>Net cash provided by (used in) investing activities of continuing operations</b> | <b>\$ (451.1)</b> | <b>\$ (1,069.7)</b> | <b>\$ 75.4</b>      |
| <b>Cash flows - financing activities</b>  |                   |                     |                     |
| Proceeds from issuance of common stock  | 37.8              | 113.1               | 99.3                |
| Income tax benefits credited to equity  | —                 | 27.2                | 17.5                |
| Special cash distribution from Four Corners Property Trust                          | —                 | —                   | 315.0               |
| Dividends paid  | (313.5)           | (279.1)             | (268.2)             |
| Repurchases of common stock   | (234.8)           | (230.2)             | (184.8)             |
| Proceeds from issuance of short-term debt   | 960.0             | —                   | —                   |
| Repayments of short-term debt   | (960.0)           | —                   | —                   |
| Repayments of long-term debt  | (408.2)           | —                   | (1,096.8)           |
| Proceeds from issuance of long-term debt  | 300.0             | 500.0               | —                   |
| Principal payments on capital and financing leases                                  | (5.4)             | (3.9)               | (3.4)               |
| Proceeds from financing lease obligation  | —                 | 5.7                 | —                   |
| Other, net  | (12.5)            | (3.6)               | 0.6                 |
| <b>Net cash provided by (used) in financing activities of continuing operations</b> | <b>\$ (636.6)</b> | <b>\$ 129.2</b>     | <b>\$ (1,120.8)</b> |
| <b>Cash flows - discontinued operations</b>   |                   |                     |                     |
| Net cash used in operating activities of discontinued operations                    | (18.5)            | (18.3)              | (42.4)              |
| Net cash provided by investing activities of discontinued operations                | 0.2               | 0.8                 | 6.3                 |
| <b>Net cash used in discontinued operations</b>                                     | <b>\$ (18.3)</b>  | <b>\$ (17.5)</b>    | <b>\$ (36.1)</b>    |
| <b>Decrease in cash and cash equivalents</b>  | <b>(86.2)</b>     | <b>(41.7)</b>       | <b>(261.1)</b>      |
| <b>Cash and cash equivalents - beginning of year</b>                                | <b>233.1</b>      | <b>274.8</b>        | <b>535.9</b>        |
| <b>Cash and cash equivalents - end of year</b>                                      | <b>\$ 146.9</b>   | <b>\$ 233.1</b>     | <b>\$ 274.8</b>     |



**DARDEN RESTAURANTS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(In millions)

|  | Fiscal Year Ended |                 |                |
|--|-------------------|-----------------|----------------|
|  | May 27, 2018      | May 28, 2017    | May 29, 2016   |
| <b>Cash flows from changes in current assets and liabilities</b> |                   |                 |                |
| Receivables, net   | \$ (7.2)          | \$ (6.5)        | \$ 14.0        |
| Inventories  | (26.6)            | 5.0             | (11.8)         |
| Prepaid expenses and other current assets                        | (12.5)            | (1.1)           | (10.8)         |
| Accounts payable   | 12.6              | (9.0)           | 45.6           |
| Accrued payroll  | 25.9              | 0.8             | (5.9)          |
| Prepaid/accrued income taxes                                     | (9.9)             | 41.4            | (21.3)         |
| Other accrued taxes  | 1.6               | 0.4             | (1.4)          |
| Unearned revenues  | 33.5              | 41.6            | 46.0           |
| Other current liabilities  | (25.4)            | 40.0            | (40.7)         |
| <b>Change in current assets and liabilities</b>                  | <b>\$ (8.0)</b>   | <b>\$ 112.6</b> | <b>\$ 13.7</b> |

See accompanying notes to consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### *Operations and Principles of Consolidation*

The accompanying consolidated financial statements include the operations of Darden Restaurants, Inc. and its wholly owned subsidiaries (Darden, the Company, we, us or our). We own and operate the Olive Garden<sup>®</sup>, LongHorn Steakhouse<sup>®</sup>, Cheddar's Scratch Kitchen<sup>®</sup>, Yard House<sup>®</sup>, The Capital Grille<sup>®</sup>, Bahama Breeze<sup>®</sup>, Seasons 52<sup>®</sup> and Eddie V's Prime Seafood<sup>®</sup> restaurant brands located in the United States and Canada. Through subsidiaries, we own and operate all of our restaurants in the United States and Canada, except for 3 joint venture restaurants managed by us and 36 franchised restaurants. We also have 35 franchised restaurants in operation located in Latin America, the Middle East and Malaysia. All significant intercompany balances and transactions have been eliminated in consolidation.

#### *Basis of Presentation*

On April 24, 2017, we completed the acquisition of Cheddar's Scratch Kitchen for \$799.8 million in total consideration. The acquired operations of Cheddar's Scratch Kitchen included 140 company-owned restaurants and 25 franchised restaurants. On August 28, 2017, we completed the acquisition of 11 Cheddar's Scratch Kitchen restaurants and certain assets and liabilities from C&P Restaurant Company, LLC, an existing franchisee. The acquisition was funded with cash on hand for \$39.6 million in total consideration. The results of operations, financial position and cash flows are included in our consolidated financial statements as of the date of acquisition. See Note 2 for additional information.

On November 9, 2015, we completed the spin-off of Four Corners Property Trust, Inc. (Four Corners) with the pro rata distribution of one share of common stock for every three shares of Darden common stock to Darden shareholders. The separation included the transfer of 418 restaurant properties and 6 LongHorn Steakhouse restaurants to Four Corners.

For fiscal 2018, 2017 and 2016, all gains and losses on disposition, impairment charges and disposal costs, along with the sales, costs and expenses and income taxes attributable to the discontinued locations, have been aggregated in a single caption entitled "Earnings (loss) from discontinued operations, net of tax expense (benefit)" in our consolidated statements of earnings for all periods presented. See Note 3 for additional information.

Unless otherwise noted, amounts and disclosures throughout these notes to consolidated financial statements relate to our continuing operations. We have reclassified certain amounts in prior-period financial statements to conform to the current period's presentation.

#### *Fiscal Year*

We operate on a 52/53-week fiscal year, which ends on the last Sunday in May. Fiscal 2018, which ended May 27, 2018, consisted of 52 weeks. Fiscal 2017, which ended May 28, 2017, consisted of 52 weeks and fiscal 2016, which ended May 29, 2016, consisted of 52 weeks.

#### *Use of Estimates*

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates.

#### *Cash and Cash Equivalents*

Cash equivalents include highly liquid investments such as bank deposits and money market funds that have an original maturity of three months or less. Amounts receivable from credit card companies are also considered cash equivalents because they are both short term and highly liquid in nature and are typically converted to cash within three days of the sales transaction. The components of cash and cash equivalents are as follows:

| (in millions)                   | May 27, 2018 | May 28, 2017 |
|---------------------------------|--------------|--------------|
| Short-term investments          | \$ 16.8      | \$ 102.8     |
| Credit card receivables         | 99.6         | 93.6         |
| Depository accounts             | 30.5         | 36.7         |
| Total cash and cash equivalents | \$ 146.9     | \$ 233.1     |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

As of May 27, 2018, and May 28, 2017, we had cash and cash equivalent accounts in excess of insured limits. We manage the credit risk of our positions through utilizing multiple financial institutions and monitoring the credit quality of those financial institutions that hold our cash and cash equivalents.

### **Receivables, Net**

Receivables, net of the allowance for doubtful accounts, represent their estimated net realizable value. Provisions for doubtful accounts are recorded based on historical collection experience and the age of the receivables. Receivables are written off when they are deemed uncollectible. See Note 12 for additional information.

### **Inventories**

Inventories consist of food and beverages and are valued at the lower of weighted-average cost or market.

### **Marketable Securities**

Available-for-sale securities are carried at fair value. Classification of marketable securities as current or noncurrent is dependent upon management's intended holding period, the security's maturity date, or both. Unrealized gains and losses, net of tax, on available-for-sale securities are carried in accumulated other comprehensive income (loss) within the consolidated financial statements and are reclassified into earnings when the securities mature or are sold.

### **Land, Buildings and Equipment, Net**

Land, buildings and equipment are recorded at cost less accumulated depreciation. Building components are depreciated over estimated useful lives ranging from 7 to 40 years using the straight-line method. Leasehold improvements, which are reflected on our consolidated balance sheets as a component of buildings in land, buildings and equipment, net, are amortized over the lesser of the expected lease term, including cancelable option periods, or the estimated useful lives of the related assets using the straight-line method. Equipment is depreciated over estimated useful lives ranging from 2 to 15 years also using the straight-line method. See Note 5 for additional information. Gains and losses on the disposal of land, buildings and equipment are included in impairments and disposal of assets, net, while the write-off of undepreciated book value associated with the replacement of equipment in the normal course of business is recorded as a component of restaurant expenses in our accompanying consolidated statements of earnings. Depreciation and amortization expense from continuing operations associated with buildings and equipment and losses on replacement of equipment were as follows:

| (in millions)  | Fiscal Year |          |          |
|--|-------------|----------|----------|
|  | 2018        | 2017     | 2016     |
| Depreciation and amortization on buildings and equipment | \$ 288.8    | \$ 253.3 | \$ 274.4 |
| Losses on replacement of equipment                       | 4.1         | 3.2      | 5.5      |

### **Capitalized Software Costs and Other Definite-Lived Intangibles**

Capitalized software, which is a component of other assets, is recorded at cost less accumulated amortization. Capitalized software is amortized using the straight-line method over estimated useful lives ranging from 3 to 10 years. The cost of capitalized software and related accumulated amortization was as follows:

| (in millions)   | May 27, 2018 | May 28, 2017 |
|---|--------------|--------------|
| Capitalized software                                  | \$ 205.7     | \$ 190.1     |
| Accumulated amortization                              | (127.4)      | (108.2)      |
| Capitalized software, net of accumulated amortization | \$ 78.3      | \$ 81.9      |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

We have other definite-lived intangible assets, including assets related to the value of below-market leases and reacquired franchise rights resulting from our acquisitions that are included as a component of other assets on our consolidated balance sheets. We also have definite-lived intangible liabilities related to the value of above-market leases and below-market agreements resulting from our acquisitions that are included in other liabilities on our consolidated balance sheets. Definite-lived intangibles are amortized on a straight-line basis over estimated useful lives of 1 to 20 years. The cost and related accumulated amortization was as follows:

| (in millions)   | May 27, 2018 |               | May 28, 2017 |               |
|---|--------------|---------------|--------------|---------------|
| Definite-lived intangible assets  | \$           | 83.0          | \$           | 43.4          |
| Accumulated amortization  |              | (25.7)        |              | (23.3)        |
| <b>Definite-lived intangible assets, net of accumulated amortization</b>      | <b>\$</b>    | <b>57.3</b>   | <b>\$</b>    | <b>20.1</b>   |
| <br>  |              |               |              |               |
| Definite-lived intangible liabilities   | \$           | (33.5)        | \$           | (31.6)        |
| Accumulated amortization  |              | 11.3          |              | 8.8           |
| <b>Definite-lived intangible liabilities, net of accumulated amortization</b> | <b>\$</b>    | <b>(22.2)</b> | <b>\$</b>    | <b>(22.8)</b> |

Amortization expense from continuing operations associated with capitalized software and other definite-lived intangibles included in depreciation and amortization in our accompanying consolidated statements of earnings was as follows:

| (in millions)   | Fiscal Year |         |         |
|---|-------------|---------|---------|
|   | 2018        | 2017    | 2016    |
| Amortization expense - capitalized software             | \$ 23.5     | \$ 18.7 | \$ 14.9 |
| Amortization expense - other definite-lived intangibles | 0.8         | 0.9     | 0.9     |

Amortization expense from continuing operations associated with above- and-below-market leases included in restaurant expenses as a component of rent expense in our consolidated statements of earnings was as follows:

| (in millions)                            | Fiscal Year |        |        |
|--|-------------|--------|--------|
|  | 2018        | 2017   | 2016   |
| Restaurant expense - below-market leases | \$ 3.1      | \$ 1.8 | \$ 1.8 |
| Restaurant expense - above-market leases | (1.7)       | (1.4)  | (1.4)  |

Based on the net book values of our definite-lived intangible assets and liabilities at May 27, 2018, we expect amortization of capitalized software and other definite-lived intangible assets will be approximately \$27.3 million annually for fiscal 2019 through 2023.

***Trust-Owned Life Insurance***

We have a trust that purchased life insurance policies covering certain of our officers and other key employees (trust-owned life insurance or TOLI). The trust is the owner and sole beneficiary of the TOLI policies. The policies were purchased to offset a portion of our obligations under our non-qualified deferred compensation plan. The cash surrender value for each policy is included in other assets, while changes in cash surrender values are included in general and administrative expenses.

***Liquor Licenses***

The costs of obtaining non-transferable liquor licenses that are directly issued by local government agencies for nominal fees are expensed as incurred. The costs of purchasing transferable liquor licenses through open markets in jurisdictions with a limited number of authorized liquor licenses are capitalized as indefinite-lived intangible assets and included in other assets. Liquor licenses are reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may not be recoverable. Annual liquor license renewal fees are expensed over the renewal term.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**Goodwill and Trademarks**

We review our goodwill and trademarks for impairment annually, as of the first day of our fourth fiscal quarter or more frequently if indicators of impairment exist. Goodwill and trademarks are not subject to amortization and have been assigned to reporting units for purposes of impairment testing. The reporting units are our restaurant brands. Our goodwill and trademark balances are allocated as follows:

| (in millions)             | Goodwill          |                   | Trademarks      |                 |
|---------------------------|-------------------|-------------------|-----------------|-----------------|
|                           | May 27, 2018      | May 28, 2017      | May 27, 2018    | May 28, 2017    |
| Olive Garden (1)          | \$ 30.2           | \$ 30.2           | \$ 0.7          | \$ 0.6          |
| LongHorn Steakhouse       | 49.3              | 49.3              | 307.8           | 307.8           |
| Cheddar's Scratch Kitchen | 311.4             | 329.4             | 375.0           | 375.0           |
| Yard House                | 369.2             | 369.2             | 109.3           | 109.3           |
| The Capital Grille        | 401.6             | 401.6             | 147.0           | 147.0           |
| Seasons 52                | —                 | —                 | 0.5             | —               |
| Eddie V's                 | 22.0              | 22.0              | 10.5            | 10.5            |
| <b>Total</b>              | <b>\$ 1,183.7</b> | <b>\$ 1,201.7</b> | <b>\$ 950.8</b> | <b>\$ 950.2</b> |

(1) Goodwill related to Olive Garden is associated with the RARE Hospitality International, Inc. (RARE) acquisition and the estimated value of the direct benefits derived by Olive Garden as a result of the RARE acquisition.

A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others: a significant decline in our expected future cash flows; a sustained, significant decline in our stock price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; the testing for recoverability of a significant asset group within a reporting unit; and slower growth rates. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on our consolidated financial statements.

We elected to perform a qualitative assessment for goodwill to determine whether it is more likely than not that a reporting unit is impaired. In considering the qualitative approach, we evaluated factors including, but not limited to, macro-economic conditions, market and industry conditions, commodity cost fluctuations, competitive environment, share price performance, results of prior impairment tests, operational stability and the overall financial performance of the reporting units. Based on the results of the qualitative assessment, no impairment of goodwill was indicated for any of our brands. As we finalized the purchase price allocation for Cheddar's Scratch Kitchen during our fourth fiscal quarter of 2018, we excluded the goodwill allocated to that brand from our qualitative assessment.

If the qualitative assessment is not performed or if we determine that it is not more likely than not that the fair value of the reporting unit exceeds the carrying value, the fair value of the reporting unit is calculated through a two-step process. The first step is a comparison of each reporting unit's fair value to its carrying value. We estimate fair value using the best information available, including market information and discounted cash flow projections (also referred to as the income approach). The income approach uses a reporting unit's projection of estimated operating results and cash flows that is discounted using a weighted-average cost of capital that reflects current market conditions. The projection uses management's best estimates of economic and market conditions over the projected period including growth rates in sales, costs and number of units, estimates of future expected changes in operating margins and cash expenditures. Other significant estimates and assumptions include terminal value growth rates, future estimates of capital expenditures and changes in future working capital requirements. We validate our estimates of fair value under the income approach by comparing the values to fair value estimates using a market approach. A market approach estimates fair value by applying cash flow and sales multiples to the reporting unit's operating performance. The multiples are derived from comparable publicly traded companies with similar operating and investment characteristics of the reporting units. If the fair value of the reporting unit is higher than its carrying value, goodwill is deemed not to be impaired, and no further testing is required. If the carrying value of the reporting unit is higher than its fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment loss. The amount of impairment is determined by comparing the implied fair value of reporting unit goodwill to the carrying value of the goodwill in the same manner as if the reporting unit was being acquired in a business combination. Specifically, fair value is allocated to all of the assets and liabilities of the reporting unit, including any unrecognized intangible assets, in a hypothetical analysis that would calculate the implied fair value of goodwill. If the implied fair value of goodwill is less than the recorded goodwill, we would record an impairment loss for the difference.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

A qualitative assessment was also performed for the trademarks. In considering the qualitative approach, we evaluate similar factors from the goodwill assessment, in addition to impacts of royalty rates and discount factors. As we finalized the purchase price allocation for Cheddar's Scratch Kitchen during our fourth fiscal quarter of 2018, we excluded the Cheddar's Scratch Kitchen trademark from our qualitative assessment. We completed our impairment test and concluded as of the date of the test, there was no impairment of our trademarks.

We evaluate the useful lives of our other intangible assets to determine if they are definite or indefinite-lived. A determination on useful life requires significant judgments and assumptions regarding the future effects of obsolescence, demand, competition, other economic factors (such as the stability of the industry, legislative action that results in an uncertain or changing regulatory environment and expected changes in distribution channels), the level of required maintenance expenditures and the expected lives of other related groups of assets.

### ***Impairment or Disposal of Long-Lived Assets***

Land, buildings and equipment and certain other assets, including definite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future undiscounted net cash flows expected to be generated by the assets. Identifiable cash flows are measured at the lowest level for which they are largely independent of the cash flows of other groups of assets and liabilities, generally at the restaurant level. If such assets are determined to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds their fair value. Fair value is generally determined based on appraisals, sales prices of comparable assets or discounted future net cash flows expected to be generated by the assets. Restaurant sites and certain other assets to be disposed of are reported at the lower of their carrying amount or fair value, less estimated costs to sell. Restaurant sites and certain other assets to be disposed of are included in assets held for sale on our consolidated balance sheets when certain criteria are met. These criteria include, among other factors, the requirement that the likelihood of disposing of these assets within one year is probable. Assets not meeting the "held for sale" criteria remain in land, buildings and equipment until their disposal is probable within one year.

We account for exit or disposal activities, including restaurant closures, in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 420, Exit or Disposal Cost Obligations. Such costs include the cost of disposing of the assets as well as other facility-related expenses from previously closed restaurants. These costs are generally expensed as incurred. Additionally, at the date we cease using a property under an operating lease, we record a liability for the net present value of any remaining lease obligations, net of estimated sublease income. Any subsequent adjustments to that liability as a result of lease termination or changes in estimates of sublease income are recorded in the period incurred. Upon disposal of the assets, primarily land, associated with a closed restaurant, any gain or loss is recorded in the same caption within our consolidated statements of earnings as the original impairment. See Note 4 for additional information.

### ***Insurance Accruals***

Through the use of insurance program deductibles and self-insurance, we retain a significant portion of expected losses under our workers' compensation, certain employee medical and general liability programs. Accrued liabilities have been recorded based on our estimates of the anticipated ultimate costs to settle all claims, both reported and not yet reported.

### ***Revenue Recognition***

Sales, as presented in our consolidated statements of earnings, represents food and beverage product sold and is presented net of discounts, coupons, employee meals and complimentary meals. Revenue from restaurant sales is recognized when food and beverage products are sold. Sales taxes collected from customers and remitted to governmental authorities are presented on a net basis within sales in our consolidated statements of earnings.

Revenue from the sale of franchises is recognized as income when substantially all of our material obligations under the franchise agreement have been performed. Continuing royalties, which are a percentage of net sales of franchised restaurants, are accrued as income when earned. Revenue from the sale of consumer packaged goods includes ongoing royalty fees based on a percentage of licensed retail product sales and is recognized upon the sale of product by our licensed manufacturers to retail outlets.

### ***Unearned Revenues***

Unearned revenues represent our liability for gift cards that have been sold but not yet redeemed. We recognize sales from our gift cards when the gift card is redeemed by the customer. Although there are no expiration dates or dormancy fees for our gift cards, based on our analysis of our historical gift card redemption patterns, we can reasonably estimate the amount of gift cards for which redemption is remote, which is referred to as "breakage." We recognize breakage within sales for unused gift

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

card amounts in proportion to actual gift card redemptions, which is also referred to as the “redemption recognition” method. The estimated value of gift cards expected to remain unused is recognized over the expected period of redemption as the remaining gift card values are redeemed, generally over a period of 12 years. Utilizing this method, we estimate both the amount of breakage and the time period of redemption. If actual redemption patterns vary from our estimates, actual gift card breakage income may differ from the amounts recorded. We update our estimates of our redemption period and our breakage rate periodically and apply that rate to gift card redemptions.

### ***Food and Beverage Costs***

Food and beverage costs include inventory, warehousing, related purchasing and distribution costs, and gains and losses on certain commodity derivative contracts. Vendor allowances received in connection with the purchase of a vendor’s products are recognized as a reduction of the related food and beverage costs as earned. For certain contracts, advance payments are made by the vendors based on estimates of volume to be purchased from the vendors and the terms of the agreement. As we make purchases from the vendors each period, we recognize the pro rata portion of allowances earned as a reduction of food and beverage costs for that period. Differences between estimated and actual purchases are settled in accordance with the terms of the agreements. Vendor agreements are generally for a period of one year or more and payments received are initially recorded as long-term liabilities. Amounts expected to be earned within one year are recorded as current liabilities.

### ***Income Taxes***

We provide for federal and state income taxes currently payable as well as for those deferred because of temporary differences between reporting income and expenses for financial statement purposes versus tax purposes. Federal income tax credits are recorded as a reduction of income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the enactment date. Interest recognized on reserves for uncertain tax positions is included in interest, net in our consolidated statements of earnings. A corresponding liability for accrued interest is included as a component of other current liabilities on our consolidated balance sheets. Penalties, when incurred, are recognized in general and administrative expenses.

ASC Topic 740, Income Taxes, requires that a position taken or expected to be taken in a tax return be recognized (or derecognized) in the financial statements when it is more likely than not (i.e., a likelihood of more than 50 percent) that the position would be sustained upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. See Note 13 for additional information.

### ***Derivative Instruments and Hedging Activities***

We enter into derivative instruments for risk management purposes only, including derivatives designated as hedging instruments as required by FASB ASC Topic 815, Derivatives and Hedging, and those utilized as economic hedges. We use financial and commodities derivatives to manage interest rate, compensation and commodities pricing risks inherent in our business operations. Our use of derivative instruments is currently limited to equity forwards contracts. These instruments are generally structured as hedges of the variability of cash flows related to forecasted transactions (cash flow hedges). However, we do at times enter into instruments designated as fair value hedges to reduce our exposure to changes in fair value of the related hedged item. We do not enter into derivative instruments for trading or speculative purposes, where changes in the cash flows or fair value of the derivative are not expected to offset changes in cash flows or fair value of the hedged item. However, we have entered into equity forwards to economically hedge changes in the fair value of employee investments in our non-qualified deferred compensation plan. All derivatives are recognized on the balance sheet at fair value. For those derivative instruments for which we intend to elect hedge accounting, on the date the derivative contract is entered into, we document all relationships between hedging instruments and hedged items, as well as our risk-management objective and strategy for undertaking the various hedge transactions. This process includes linking all derivatives designated as cash flow hedges to specific assets and liabilities on the consolidated balance sheet or to specific forecasted transactions. We also formally assess, both at the hedge’s inception and on an ongoing basis, whether the derivatives used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items.

To the extent our derivatives are effective in offsetting the variability of the hedged cash flows, and otherwise meet the cash flow hedge accounting criteria required by Topic 815 of FASB ASC, changes in the derivatives’ fair value are not included in current earnings but are included in accumulated other comprehensive income (loss), net of tax. These changes in fair value will be reclassified into earnings at the time of the forecasted transaction. Ineffectiveness measured in the hedging relationship is recorded currently in earnings in the period in which it occurs. To the extent our derivatives are effective in mitigating changes in fair value, and otherwise meet the fair value hedge accounting criteria required by Topic 815 of FASB ASC, gains and losses in

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

the derivatives' fair value are included in current earnings, as are the gains and losses of the related hedged item. To the extent the hedge accounting criteria are not met, the derivative contracts are utilized as economic hedges, and changes in the fair value of such contracts are recorded currently in earnings in the period in which they occur. Cash flows related to derivatives are included in operating activities. See Note 8 for additional information.

### ***Leases***

For operating leases, we recognize rent expense on a straight-line basis over the expected lease term, including cancelable option periods where we are reasonably assured to exercise the options. Differences between amounts paid and amounts expensed are recorded as deferred rent. Capital leases are recorded as an asset and an obligation at an amount equal to the present value of the minimum lease payments during the lease term. Sale-leasebacks are transactions through which we sell assets (such as restaurant properties) at fair value and subsequently lease them back. The resulting leases generally qualify and are accounted for as operating leases. Financing leases are generally the product of a failed sale-leaseback transaction and result in retention of the "sold" assets within land, buildings and equipment with a financing lease obligation equal to the amount of proceeds received recorded as a component of other liabilities on our consolidated balance sheets.

Within the provisions of certain of our leases, there are rent holidays and escalations in payments over the base lease term, as well as renewal periods. The effects of the holidays and escalations have been reflected in rent expense on a straight-line basis over the expected lease term. The lease term commences on the date when we have the right to control the use of the leased property, which is typically before rent payments are due under the terms of the lease. Many of our leases have renewal periods totaling 5 to 20 years, exercisable at our option, and require payment of property taxes, insurance and maintenance costs in addition to the rent payments. The consolidated financial statements reflect the same lease term for amortizing leasehold improvements as we use to determine capital versus operating lease classifications and in calculating straight-line rent expense for each restaurant. Percentage rent expense is generally based on sales levels and is accrued at the point in time we determine that it is probable that such sales levels will be achieved. Amortization expense related to capital leases is included in depreciation and amortization expense in our consolidated statements of earnings. Landlord allowances are recorded based on contractual terms and are included in accounts receivable, net, and as a deferred rent liability and amortized as a reduction of rent expense on a straight-line basis over the expected lease term. Gains on sale-leaseback transactions are recorded as a deferred liability and amortized as a reduction of rent expense on a straight-line basis over the expected lease term. See Note 11 for additional information.

### ***Pre-Opening Expenses***

Non-capital expenditures associated with opening new restaurants are expensed as incurred.

### ***Advertising***

Production costs of commercials are expensed in the fiscal period the advertising is first aired while the costs of programming and other advertising, promotion and marketing programs are expensed as incurred. These costs are reported as marketing expenses on our consolidated statements of earnings.

### ***Stock-Based Compensation***

We recognize the cost of employee service received in exchange for awards of equity instruments based on the grant date fair value of those awards. We recognize compensation expense, net of estimated forfeitures, on a straight-line basis over the employee service period for awards granted. We utilize the Black-Scholes option pricing model to estimate the fair value of stock option awards. The dividend yield has been estimated based upon our historical results and expectations for changes in dividend rates. The expected volatility was determined using historical stock prices. The risk-free interest rate was the rate available on zero coupon U.S. government obligations with a term approximating the expected life of each grant. The expected life was estimated based on the exercise history of previous grants, taking into consideration the remaining contractual period for outstanding awards. We utilize a Monte Carlo simulation to estimate the fair value of our market-based equity-settled performance awards. See Note 15 for further information.

### ***Net Earnings per Share***

Basic net earnings per share are computed by dividing net earnings by the weighted-average number of common shares outstanding for the reporting period. Diluted net earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Outstanding stock options, restricted stock and equity-settled performance stock units granted by us represent the only dilutive effect reflected in diluted weighted-average shares outstanding. These stock-based compensation instruments do not impact the numerator of the diluted net earnings per share computation.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table presents the computation of basic and diluted net earnings per common share:

| (in millions, except per share data)         | Fiscal Year |          |          |
|--|-------------|----------|----------|
|  | 2018        | 2017     | 2016     |
| Earnings from continuing operations          | \$ 603.8    | \$ 482.5 | \$ 359.7 |
| Earnings (loss) from discontinued operations | (7.8)       | (3.4)    | 15.3     |
| Net earnings                                 | \$ 596.0    | \$ 479.1 | \$ 375.0 |
| Average common shares outstanding – Basic    | 124.0       | 124.3    | 127.4    |
| Effect of dilutive stock-based compensation  | 2.0         | 1.7      | 1.9      |
| Average common shares outstanding – Diluted  | 126.0       | 126.0    | 129.3    |
| <b>Basic net earnings per share:</b>         |             |          |          |
| Earnings from continuing operations          | \$ 4.87     | \$ 3.88  | \$ 2.82  |
| Earnings (loss) from discontinued operations | (0.06)      | (0.03)   | 0.12     |
| Net earnings                                 | \$ 4.81     | \$ 3.85  | \$ 2.94  |
| <b>Diluted net earnings per share:</b>       |             |          |          |
| Earnings from continuing operations          | \$ 4.79     | \$ 3.83  | \$ 2.78  |
| Earnings (loss) from discontinued operations | (0.06)      | (0.03)   | 0.12     |
| Net earnings                                 | \$ 4.73     | \$ 3.80  | \$ 2.90  |

Restricted stock and options to purchase shares of our common stock excluded from the calculation of diluted net earnings per share because the effect would have been anti-dilutive, are as follows:

| (in millions)                              | Fiscal Year Ended |              |              |
|--|-------------------|--------------|--------------|
|  | May 27, 2018      | May 28, 2017 | May 29, 2016 |
| Anti-dilutive restricted stock and options | 0.3               | 0.4          | 0.3          |

**Foreign Currency**

The Canadian dollar is the functional currency for our Canadian restaurant operations. Assets and liabilities denominated in foreign currencies are translated into U.S. dollars using the exchange rates in effect at the balance sheet date. Results of operations are translated using the average exchange rates prevailing throughout the period. Translation gains and losses are reported as a separate component of other comprehensive income (loss). Aggregate cumulative translation losses were \$1.6 million and \$0.7 million at May 27, 2018 and May 28, 2017, respectively. Net (gains) losses from foreign currency transactions recognized in our consolidated statements of earnings were \$(1.2) million, \$0.8 million and \$1.8 million for fiscal 2018, 2017 and 2016, respectively.

**Recently Adopted Accounting Standards**

As of May 29, 2017, we adopted Accounting Standards Update (ASU) 2015-17, Balance Sheet Classification of Deferred Taxes (Topic 740). This update requires that deferred tax liabilities and assets be classified as noncurrent in a classified balance sheet. Upon adoption, we applied this guidance retrospectively which resulted in a reclassification of current deferred tax assets of \$211.8 million on our consolidated balance sheet for the period ended May 28, 2017.

As of May 29, 2017, we adopted ASU 2016-09, Compensation - Stock Compensation (Topic 718). The amendments in this update cover such areas as the recognition of excess tax benefits and deficiencies, the classification of those excess tax benefits on the statement of cash flows, an accounting policy election for forfeitures, the amount an employer can withhold to cover income taxes and still qualify for equity classification and the classification of those taxes paid on the statement of cash flows. The primary impact for us upon adoption is the recognition of excess tax benefits in our provision for income taxes rather than in equity as previously recognized. This change is required to be applied prospectively. The cash flows related to excess tax benefits will be presented as an operating activity rather than a financing activity in our consolidated statements of cash flows. We elected to apply the presentation requirements for the cash flows related to excess tax benefits prospectively and therefore have not adjusted prior periods. The presentation requirements for cash flows related to employee taxes paid for withheld shares had no impact to any of the periods presented in our consolidated statements of cash flows since such cash flows have historically been presented as a financing activity. Additionally, we have elected to continue our current accounting policy of estimating forfeitures rather than accounting for forfeitures as they occur.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). This update provides clarification regarding how certain cash receipts and cash payments are presented and classified in the statement of cash flows. This update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. This update is effective for us in the first quarter of fiscal 2019, however, we elected to early adopt this guidance during the quarter ended February 25, 2018, using a retrospective approach. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220). The amendments in the update allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act (Tax Act). This update is effective for us in the first quarter of fiscal 2020, however, we elected to early adopt this guidance during the quarter ended February 25, 2018. The adoption of this guidance resulted in a \$15.6 million reclassification from accumulated other comprehensive income (loss) to retained earnings resulting from the Tax Act. See Note 10.

### *Application of New Accounting Standards*

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). This update provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. This update is effective for us in the first quarter of fiscal 2019, which is when we plan to adopt these provisions using the cumulative effect transition method. This guidance will not impact the recognition of our primary source of revenue from company-owned restaurants, which also includes gift card revenue. This guidance will impact the recognition of our franchise revenue, however, due to the relative insignificance of these amounts, we do not believe the adoption of this guidance will have a material impact on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). This update requires a lessee to recognize on the balance sheet a liability to make lease payments and a corresponding right-of-use asset. The guidance also requires certain qualitative and quantitative disclosures about the amount, timing and uncertainty of cash flows arising from leases. This guidance requires us to use a modified retrospective approach upon adoption with certain practical expedients available and we plan to adopt this guidance in the first quarter of fiscal 2020. We are implementing a new lease system in connection with the adoption and we also expect changes to our internal controls over financial reporting. We expect our balance sheet presentation to be materially impacted upon adoption due to the recognition of right-of-use assets and lease liabilities for operating leases, however, we do not expect adoption to have a material impact on our consolidated statements of earnings. We do not expect our accounting for capital leases to substantially change. We continue to evaluate the effect this guidance will have on our consolidated financial statements and related disclosures.

In October 2016, the FASB issued ASU 2016-16, Income Taxes (Topic 740). This update addresses the income tax consequences of intra-entity transfers of assets other than inventory. Current accounting guidance prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. In addition, interpretations of this guidance have developed in practice over the years for transfers of certain intangible and tangible assets. The amendments in the update will require recognition of current and deferred income taxes resulting from an intra-entity transfer of an asset other than inventory when the transfer occurs. This update is effective for us in the first quarter of fiscal 2019, which is when we plan to adopt these provisions using a modified retrospective approach. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In March 2017, the FASB issued ASU 2017-07, Compensation - Retirement Benefits (Topic 715). The amendments in this update require that an employer disaggregate the service cost component from the other components of net benefit cost. The amendments also provide explicit guidance on how to present the service cost component and the other components of net benefit cost in the income statement and allow only the service cost component of net benefit cost to be eligible for capitalization. This update is effective for us in the first quarter of fiscal 2019, which is when we plan to adopt these provisions. The guidance will be applied retrospectively or prospectively, depending on the area covered in this update. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815). The amendments in this update better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. This update is effective for us in the first quarter of fiscal 2020. The guidance will be applied retrospectively or prospectively, depending on the area covered in this update. Early adoption is permitted. We are evaluating the effect this guidance will have on our consolidated financial statements and related disclosures.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**NOTE 2 - ACQUISITION OF CHEDDAR'S SCRATCH KITCHEN**

On April 24, 2017, we acquired 100 percent of the equity interest in Cheddar's Scratch Kitchen for \$799.8 million in total consideration. We funded the acquisition with the proceeds from the issuance of \$500.0 million in senior notes combined with cash on hand. The acquired operations of Cheddar's Scratch Kitchen included 140 company-owned restaurants and 25 franchised restaurants. The results of Cheddar's Scratch Kitchen operations are included in our consolidated financial statements from the date of acquisition.

The assets and liabilities of Cheddar's Scratch Kitchen were recorded at their respective fair values as of the date of acquisition. The following table summarizes the final allocation of the purchase price as of May 27, 2018 :

| (in millions)                 | Preliminary |       | Adjustments |        | Final    |
|-------------------------------|-------------|-------|-------------|--------|----------|
| Current assets                | \$          | 48.2  | \$          | (0.7)  | \$ 47.5  |
| Land, buildings and equipment |             | 191.9 |             | 23.0   | 214.9    |
| Trademark                     |             | 375.0 |             | —      | 375.0    |
| Other assets                  |             | 2.2   |             | 20.4   | 22.6     |
| Goodwill                      |             | 329.4 |             | (29.5) | 299.9    |
| Total assets acquired         | \$          | 946.7 | \$          | 13.2   | \$ 959.9 |
| Current liabilities           |             | 43.4  |             | 10.1   | 53.5     |
| Other liabilities             |             | 104.3 |             | 2.3    | 106.6    |
| Total liabilities assumed     | \$          | 147.7 | \$          | 12.4   | \$ 160.1 |
| Net assets acquired           | \$          | 799.0 | \$          | 0.8    | \$ 799.8 |

The excess of the purchase price over the aggregate fair value of net assets acquired was allocated to goodwill. Of the \$299.9 million recorded as goodwill, none is expected to be deductible for tax purposes. The portion of the purchase price attributable to goodwill represents benefits expected as a result of the acquisition, including sales and unit growth opportunities in addition to supply-chain and support-cost synergies. The trademark has an indefinite life based on the expected use of the asset and the regulatory and economic environment within which it is being used. The trademark represents a highly respected brand with positive connotations and we intend to cultivate and protect the use of this brand. Goodwill and indefinite-lived trademarks are not amortized but are reviewed annually for impairment or more frequently if indicators of impairment exist. Buildings and equipment will be depreciated over a period of 2 years to 30 years . Other assets and liabilities include values associated with favorable and unfavorable market leases that will amortize over a weighted-average period of 16 years and a below-market franchise agreement that will amortize over a period of 10 years. Pro forma financial information of the combined entities for periods prior to the acquisition is not presented due to the immaterial impact of the financial results of Cheddar's Scratch Kitchen on our consolidated financial statements.

On August 28, 2017, we completed the acquisition of 11 Cheddar's Scratch Kitchen restaurants and certain assets and liabilities from C&P Restaurant Company, LLC, an existing franchisee. The acquisition was funded with cash on hand for \$39.6 million in total consideration, of which \$22.5 million was allocated to reacquired franchise rights. The reacquired franchise rights will amortize over a period of 15 years. The results of operations of these restaurants are included in our consolidated financial statements from the date of acquisition. The assets and liabilities of these restaurants were recorded at their respective fair values as of the date of acquisition. We completed the valuation process for the assets and liabilities of these restaurants as of May 27, 2018 . The excess purchase price over the aggregate fair value of net assets acquired of \$11.5 million was allocated to goodwill and is expected to be deductible for tax purposes. The portion of the purchase price attributable to goodwill represents benefits expected as a result of the acquisition, including sales and unit growth opportunities in addition to supply-chain and support-cost synergies. Pro forma financial information of the combined entities for periods prior to the acquisition is not presented due to the immaterial impact of the financial results of the acquired restaurants on our consolidated financial statements.

As a result of the integration efforts for these acquisitions, we incurred expenses of approximately \$19.4 million during the year ended May 27, 2018 , which are included in general and administrative expenses in our consolidated statements of earnings.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**NOTE 3 – DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE**

***Discontinued Operations***

On July 28, 2014, we completed the sale of Red Lobster and certain related assets and liabilities. Earnings (loss) from discontinued operations, net of taxes in our accompanying consolidated statements of earnings is primarily related to the Red Lobster disposition and is comprised of the following:

| (in millions)  | Fiscal Year Ended |              |              |
|--|-------------------|--------------|--------------|
|  | May 27, 2018      | May 28, 2017 | May 29, 2016 |
| Sales  | \$ —              | \$ —         | \$ —         |
| Costs and expenses:                                      |                   |              |              |
| Restaurant and marketing expenses                        | 1.4               | 1.6          | 1.8          |
| Other income and expenses                                | 11.2              | 6.0          | (20.5)       |
| Earnings (loss) before income taxes                      | (12.6)            | (7.6)        | 18.7         |
| Income tax expense (benefit)                             | (4.8)             | (4.2)        | 3.4          |
| Earnings (loss) from discontinued operations, net of tax | \$ (7.8)          | \$ (3.4)     | \$ 15.3      |

***Assets Held For Sale***

Assets classified as held for sale on our accompanying consolidated balance sheets as of May 27, 2018 and May 28, 2017, consisted of land, buildings and equipment with carrying amounts of \$11.9 million and \$13.2 million, respectively, primarily related to excess land parcels adjacent to our corporate headquarters.

**NOTE 4 – IMPAIRMENTS AND DISPOSAL OF ASSETS, NET**

Impairments and disposal of assets, net, in our accompanying consolidated statements of earnings are comprised of the following:

| (in millions)                           | Fiscal Year |          |        |
|---|-------------|----------|--------|
|   | 2018        | 2017     | 2016   |
| Restaurant impairments                  | \$ 3.7      | \$ —     | \$ 9.2 |
| Disposal gains                          | (1.1)       | (10.4)   | (5.9)  |
| Other                                   | 0.8         | 2.0      | 2.5    |
| Impairments and disposal of assets, net | \$ 3.4      | \$ (8.4) | \$ 5.8 |

Restaurant impairments for fiscal 2018 were primarily related to underperforming restaurants. Restaurant impairments for fiscal 2016 were primarily related to underperforming restaurants and restaurant assets involved in individual sale-leaseback transactions.

Disposal gains for fiscal 2018 were primarily related to the sale of excess land parcels. Disposal gains for fiscal 2017 were primarily related to the sale of restaurant properties, favorable lease terminations and the sale of excess land parcels. Disposal gains for fiscal 2016 were primarily related to the sale of land parcels and sale-leaseback transactions.

Other impairment charges for fiscal 2018 and 2017 related to cost-method investments. Other impairment charges for fiscal 2016 related to a cost-method investment and the expected disposal of excess land parcels adjacent to our corporate headquarters.

Impairment charges were measured based on the amount by which the carrying amount of these assets exceeded their fair value. Fair value is generally determined based on appraisals or sales prices of comparable assets and estimates of discounted future cash flows. These amounts are included in impairments and disposal of assets, net as a component of earnings from continuing operations in the accompanying consolidated statements of earnings.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**NOTE 5 - LAND, BUILDINGS AND EQUIPMENT, NET**

The components of land, buildings and equipment, net, are as follows:

| (in millions)   | May 27, 2018 |           | May 28, 2017 |           |
|---|--------------|-----------|--------------|-----------|
| Land  | \$           | 141.5     | \$           | 136.7     |
| Buildings   |              | 2,751.1   |              | 2,547.0   |
| Equipment   |              | 1,581.2   |              | 1,444.2   |
| Assets under capital leases                                   |              | 102.1     |              | 78.3      |
| Construction in progress                                      |              | 85.6      |              | 62.9      |
| Total land, buildings and equipment                           | \$           | 4,661.5   | \$           | 4,269.1   |
| Less accumulated depreciation and amortization                |              | (2,191.6) |              | (1,962.1) |
| Less amortization associated with assets under capital leases |              | (40.1)    |              | (34.7)    |
| Land, buildings and equipment, net                            | \$           | 2,429.8   | \$           | 2,272.3   |

**NOTE 6 - SEGMENT INFORMATION**

We manage our restaurant brands, Olive Garden, LongHorn Steakhouse, Cheddar's Scratch Kitchen, Yard House, The Capital Grille, Bahama Breeze, Seasons 52 and Eddie V's in North America as operating segments. The brands operate principally in the U.S. within full-service dining. We aggregate our operating segments into reportable segments based on a combination of the size, economic characteristics and sub-segment of full-service dining within which each brand operates. We have four reportable segments: (1) Olive Garden, (2) LongHorn Steakhouse, (3) Fine Dining and (4) Other Business.

The Olive Garden segment includes the results of our company-owned Olive Garden restaurants in the U.S. and Canada. The LongHorn Steakhouse segment includes the results of our company-owned LongHorn Steakhouse restaurants in the U.S. The Fine Dining segment aggregates our premium brands that operate within the fine-dining sub-segment of full-service dining and includes the results of our company-owned The Capital Grille and Eddie V's restaurants in the U.S. The Other Business segment aggregates our remaining brands and includes the results of our company-owned Cheddar's Scratch Kitchen, Yard House, Seasons 52 and Bahama Breeze restaurants in the U.S and results from our franchise operations. For periods prior to fiscal 2018, this segment also included results from our consumer-packaged goods sales. Beginning with the first quarter of fiscal 2018, the results from consumer-packaged goods are included in net sales of the associated brand, primarily Olive Garden.

External sales are derived principally from food and beverage sales. We do not rely on any major customers as a source of sales, and the customers and long-lived assets of our reportable segments are predominantly in the U.S. There were no material transactions among reportable segments.

Our management uses segment profit as the measure for assessing performance of our segments. Segment profit includes revenues and expenses directly attributable to restaurant-level results of operations (sometimes referred to as restaurant-level earnings). These expenses include food and beverage costs, restaurant labor costs, restaurant expenses and marketing expenses (collectively, restaurant and marketing expenses). The following tables reconcile our segment results to our consolidated results reported in accordance with generally accepted accounting principles:

| (in millions)                              | Olive Garden |         | LongHorn Steakhouse |         | Fine Dining |       | Other Business |         | Corporate |       | Consolidated |         |
|--|--------------|---------|---------------------|---------|-------------|-------|----------------|---------|-----------|-------|--------------|---------|
| At May 27, 2018 and for the year ended     | \$           | 4,082.5 | \$                  | 1,703.2 | \$          | 574.4 | \$             | 1,720.0 | \$        | —     | \$           | 8,080.1 |
| Sales                                      |              |         |                     |         |             |       |                |         |           |       |              |         |
| Restaurant and marketing expenses          |              | 3,262.8 |                     | 1,402.1 |             | 457.4 |                | 1,464.7 |           | —     |              | 6,587.0 |
| Segment profit                             | \$           | 819.7   | \$                  | 301.1   | \$          | 117.0 | \$             | 255.3   | \$        | —     | \$           | 1,493.1 |
| Depreciation and amortization              | \$           | 132.9   | \$                  | 65.7    | \$          | 31.5  | \$             | 83.0    | \$        | —     | \$           | 313.1   |
| Impairments and disposal of assets, net    |              | 2.0     |                     | 1.5     |             | 0.1   |                | —       |           | (0.2) |              | 3.4     |
| Segment assets                             |              | 1,020.7 |                     | 974.2   |             | 872.9 |                | 2,058.9 |           | 542.9 |              | 5,469.6 |
| Purchases of land, buildings and equipment |              | 163.4   |                     | 76.1    |             | 32.1  |                | 119.5   |           | 4.9   |              | 396.0   |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(in millions)

| At May 28, 2017 and for the year ended     | Olive Garden | LongHorn<br>Steakhouse | Fine Dining | Other Business | Corporate | Consolidated |
|--|--------------|------------------------|-------------|----------------|-----------|--------------|
| Sales                                      | \$ 3,938.6   | \$ 1,622.2             | \$ 535.6    | \$ 1,073.8     | \$ —      | \$ 7,170.2   |
| Restaurant and marketing expenses          | 3,176.8      | 1,341.3                | 430.6       | 891.8          | —         | 5,840.5      |
| Segment profit                             | \$ 761.8     | \$ 280.9               | \$ 105.0    | \$ 182.0       | \$ —      | \$ 1,329.7   |
| Depreciation and amortization              | \$ 123.3     | \$ 65.1                | \$ 29.1     | \$ 55.4        | \$ —      | \$ 272.9     |
| Impairments and disposal of assets, net    | (1.5)        | (0.1)                  | —           | (6.2)          | (0.6)     | (8.4)        |
| Segment assets                             | 949.2        | 948.9                  | 869.9       | 1,964.7        | 559.6     | 5,292.3      |
| Purchases of land, buildings and equipment | 131.4        | 54.1                   | 41.1        | 62.7           | 3.7       | 293.0        |

(in millions)

| At May 29, 2016 and for the year ended     | Olive Garden | LongHorn<br>Steakhouse | Fine Dining | Other Business | Corporate | Consolidated |
|--|--------------|------------------------|-------------|----------------|-----------|--------------|
| Sales                                      | \$ 3,838.6   | \$ 1,587.7             | \$ 514.1    | \$ 993.1       | \$ —      | \$ 6,933.5   |
| Restaurant and marketing expenses          | 3,079.4      | 1,312.4                | 413.6       | 825.0          | —         | 5,630.4      |
| Segment profit                             | \$ 759.2     | \$ 275.3               | \$ 100.5    | \$ 168.1       | \$ —      | \$ 1,303.1   |
| Depreciation and amortization              | \$ 135.5     | \$ 72.6                | \$ 28.6     | \$ 53.5        | \$ —      | \$ 290.2     |
| Impairments and disposal of assets, net    | (1.4)        | (1.5)                  | 0.7         | 6.0            | 2.0       | 5.8          |
| Purchases of land, buildings and equipment | 95.6         | 46.9                   | 21.4        | 60.5           | 3.9       | 228.3        |

Reconciliation of segment profit to earnings from continuing operations before income taxes:

| (in millions)                                | Fiscal Year Ended |              |              |
|--|-------------------|--------------|--------------|
|  | May 27, 2018      | May 28, 2017 | May 29, 2016 |
| Segment profit                               | \$ 1,493.1        | \$ 1,329.7   | \$ 1,303.1   |
| Less general and administrative expenses     | (409.8)           | (387.7)      | (384.9)      |
| Less depreciation and amortization           | (313.1)           | (272.9)      | (290.2)      |
| Less impairments and disposal of assets, net | (3.4)             | 8.4          | (5.8)        |
| Less interest, net                           | (161.1)           | (40.2)       | (172.5)      |
| Earnings before income taxes                 | \$ 605.7          | \$ 637.3     | \$ 449.7     |

**NOTE 7 - DEBT**

The components of long-term debt are as follows:

| (in millions)   | May 27, 2018 | May 28, 2017 |
|---|--------------|--------------|
| 3.850% senior notes due May 2027                                  | \$ 500.0     | \$ 500.0     |
| 6.000% senior notes due August 2035                               | 96.3         | 150.0        |
| 6.800% senior notes due October 2037                              | 42.8         | 300.0        |
| 4.550% senior notes due February 2048                             | 300.0        | —            |
| Total long-term debt  | \$ 939.1     | \$ 950.0     |
| Less unamortized discount and issuance costs                      | (12.6)       | (13.4)       |
| Total long-term debt less unamortized discount and issuance costs | \$ 926.5     | \$ 936.6     |

On February 22, 2018, we completed the issuance of \$300.0 million aggregate principal amount of unsecured 4.550 percent senior notes due in February 2048 under a registration statement filed with the Securities and Exchange Commission (SEC) on October 6, 2016. Discount and issuance costs, which totaled \$3.7 million, are being amortized over the term of the notes using the straight-line method, the results of which approximate the effective interest method. Interest on the notes is payable semi-annually in arrears on February 15 and August 15 of each year commencing August 15, 2018. We may redeem the notes at any

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

time in whole or from time to time in part, at the principal amount plus a make-whole premium. If we experience a change in control triggering event, unless we have previously exercised our right to redeem the notes, we may be required to purchase the notes from the holders at a purchase price equal to 101 percent of their principal amount plus accrued and unpaid interest. We utilized the proceeds from this issuance, along with cash on hand, to retire \$310.9 million aggregate principal amount of long-term debt consisting of:

- \$53.7 million of unsecured 6.000 percent senior notes due in August 2035; and
- \$257.2 million of unsecured 6.800 percent senior notes due in October 2037.

During fiscal 2018, we recorded approximately \$102.2 million of expenses associated with the retirements, including cash costs of approximately \$97.3 million, primarily for repurchase premiums and non-cash charges of approximately \$4.9 million associated with loan cost write-offs. These amounts were recorded in interest, net in our consolidated statements of earnings.

The aggregate contractual maturities of long-term debt for each of the five fiscal years subsequent to May 27, 2018, and thereafter are as follows:

(in millions)

| Fiscal Year     | 2019 | 2020 | 2021 | 2022 | 2023 | Thereafter |
|-----------------|------|------|------|------|------|------------|
| Debt repayments | \$ — | \$ — | \$ — | \$ — | \$ — | \$ 939.1   |

On October 27, 2017, we entered into a new \$750.0 million revolving credit agreement with Bank of America, N.A. (BOA), as administrative agent, and the lenders and other agents party thereto. The Revolving Credit Agreement is a senior unsecured credit commitment to the Company and contains customary representations and affirmative and negative covenants (including limitations on liens and subsidiary debt and a maximum consolidated lease adjusted total debt to total capitalization ratio of 0.75 to 1.00) and events of default usual for credit facilities of this type. The Revolving Credit Agreement replaced our prior \$750.0 million revolving credit agreement, dated as of October 3, 2011 and amended as of October 24, 2013. As of May 27, 2018, we were in compliance with all covenants under the Revolving Credit Agreement.

The Revolving Credit Agreement matures on October 27, 2022, and the proceeds may be used for working capital and capital expenditures, the refinancing of certain indebtedness, certain acquisitions and general corporate purposes. Loans under the Revolving Credit Agreement bear interest at a rate of LIBOR plus a margin determined by reference to a ratings-based pricing grid (Applicable Margin), or the base rate (which is defined as the highest of the BOA prime rate, the Federal Funds rate plus 0.500 percent, and the Eurocurrency Rate plus 1.00 percent) plus the Applicable Margin. Assuming a “BBB” equivalent credit rating level, the Applicable Margin under the Revolving Credit Agreement will be 1.000 percent for LIBOR loans and 0 percent for base rate loans. As of May 27, 2018, we had no outstanding balances under the Revolving Credit Agreement.

### NOTE 8 – DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

We use financial derivatives to manage interest rate and equity-based compensation risks inherent in our business operations. By using these instruments, we expose ourselves, from time to time, to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. We minimize this credit risk by entering into transactions with high-quality counterparties. We currently do not have any provisions in our agreements with counterparties that would require either party to hold or post collateral in the event that the market value of the related derivative instrument exceeds a certain limit. As such, the maximum amount of loss due to counterparty credit risk we would incur at May 27, 2018, if counterparties to the derivative instruments failed completely to perform, would approximate the values of derivative instruments currently recognized as assets on our consolidated balance sheet. Market risk is the adverse effect on the value of a financial instrument that results from a change in interest rates, commodity prices or the market price of our common stock. We minimize this market risk by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken.

We periodically enter into commodity futures, swaps and option contracts (collectively, commodity contracts) to reduce the risk of variability in cash flows associated with fluctuations in the price we pay for commodities, such as natural gas and diesel fuel. For certain of our commodity purchases, changes in the price we pay for these commodities are highly correlated with changes in the market price of these commodities. For these commodity purchases, we designate commodity contracts as cash flow hedging instruments. For the remaining commodity purchases, changes in the price we pay for these commodities are not highly correlated with changes in the market price, generally due to the timing of when changes in the market prices are reflected in the price we pay. For these commodity purchases, we utilize these commodity contracts as economic hedges. Our commodity contracts currently extend through April 2019.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

We enter into equity forward contracts to hedge the risk of changes in future cash flows associated with the unvested, unrecognized stock based awards we grant to certain employees (Darden stock units). The equity forward contracts will be settled at the end of the vesting periods of their underlying Darden stock units, which range between three and five years and currently extend through July 2022. The contracts were initially designated as cash flow hedges to the extent the Darden stock units are unvested and, therefore, unrecognized as a liability in our financial statements. The forward contracts can only be net settled in cash. As the Darden stock units vest, we will de-designate that portion of the equity forward contract that no longer qualifies for hedge accounting, and changes in fair value associated with that portion of the equity forward contract will be recognized in current earnings. We periodically incur interest on the notional value of the contracts and receive dividends on the underlying shares. These amounts are recognized currently in earnings as they are incurred or received.

We enter into equity forward contracts to hedge the risk of changes in future cash flows associated with recognized, employee-directed investments in Darden stock within the non-qualified deferred compensation plan. We do not elect hedge accounting with the expectation that changes in the fair value of the equity forward contracts would offset changes in the fair value of Darden stock investments in the non-qualified deferred compensation plan within general and administrative expenses in our consolidated statements of earnings. These contracts currently extend through July 2021.

The notional and fair values of our derivative contracts are as follows:

| (in millions, except per share data) | Number of Shares Outstanding | Weighted-Average Per Share Forward Rates | Notional Values | Fair Values           |              |                            |              |              |        |
|--------------------------------------|------------------------------|--|-----------------|-----------------------|--------------|----------------------------|--------------|--------------|--------|
|                                      |                              |  |                 | Derivative Assets (1) |              | Derivative Liabilities (1) |              |              |        |
|                                      |                              |  |                 | May 27, 2018          | May 27, 2018 | May 28, 2017               | May 27, 2018 | May 28, 2017 |        |
| Equity Forwards                      |                              |  |                 |                       |              |                            |              |              |        |
| Designated                           | 0.4                          | \$ 77.66                                 | \$ 29.1         | \$ 0.2                | \$ —         | \$ —                       | \$ —         | \$ —         | \$ 0.1 |
| Not designated                       | 0.6                          | \$ 59.34                                 | \$ 36.1         | 0.4                   | —            | —                          | —            | —            | 0.3    |
| Total equity forwards                |                              |  |                 | \$ 0.6                | \$ —         | \$ —                       | \$ —         | \$ —         | \$ 0.4 |
| Commodity contracts                  | N/A                          | N/A                                      | \$ 6.7          | \$ 0.5                | \$ —         | \$ —                       | \$ —         | \$ —         | —      |
| Total derivative contracts           |                              |  |                 | \$ 1.1                | \$ —         | \$ —                       | \$ —         | \$ —         | \$ 0.4 |

(1) Derivative assets and liabilities are included in receivables, net, and other current liabilities, as applicable, on our consolidated balance sheets.

The effects of derivative instruments in cash flow hedging relationships in the consolidated statements of earnings are as follows:

| (in millions)     | Amount of Gain (Loss) Recognized in AOCI (Effective Portion) |        |        | Amount of Gain (Loss) Reclassified from AOCI to Earnings (Effective Portion) |          |           | Amount of Gain (Loss) Recognized in Earnings (Ineffective Portion) |        |        |
|-------------------|--|--------|--------|--|----------|-----------|--|--------|--------|
|                   | Fiscal Year  |        |        | Fiscal Year  |          |           | Fiscal Year  |        |        |
|                   | 2018   | 2017   | 2016   | 2018   | 2017     | 2016      | 2018   | 2017   | 2016   |
| Equity (1)        | \$ (5.3)   | \$ 3.7 | \$ 2.0 | \$ (0.2)   | \$ (1.4) | \$ 2.1    | \$ —   | \$ 0.5 | \$ 0.9 |
| Commodity (2)     | 0.9  | —      | —      | 0.3  | —        | —         | —  | —      | —      |
| Interest rate (3) | —  | (1.3)  | —      | (0.1)  | —        | (37.4)    | —  | —      | —      |
| Total             | \$ (4.4)   | \$ 2.4 | \$ 2.0 | \$ —   | \$ (1.4) | \$ (35.3) | \$ —   | \$ 0.5 | \$ 0.9 |

- (1) Location of the gain (loss) reclassified from AOCI to earnings as well as the gain (loss) recognized in earnings for the ineffective portion of the hedge is restaurant labor expenses and general and administrative expenses.
- (2) Location of the gain (loss) reclassified from AOCI to earnings as well as the gain (loss) recognized in earnings for the ineffective portion of the hedge is food and beverage costs and restaurant expenses.
- (3) Location of the gain (loss) reclassified from AOCI to earnings as well as the gain (loss) recognized in earnings for the ineffective portion of the hedge is interest, net.

The effects of derivatives not designated as hedging instruments in the consolidated statements of earnings are as follows:

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

| (in millions)   | Amount of Gain (Loss)<br>Recognized in Earnings |                |                |
|---|---|----------------|----------------|
|   | Fiscal Year                                     |                |                |
| Location of Gain (Loss) Recognized in Earnings on Derivatives | 2018  | 2017           | 2016           |
| Restaurant labor expenses                                     | \$ 1.5  | \$ 5.3         | \$ 3.9         |
| General and administrative expenses                           | 2.1   | 8.9            | 7.5            |
| <b>Total</b>  | <b>\$ 3.6</b>                                   | <b>\$ 14.2</b> | <b>\$ 11.4</b> |

Based on the fair value of our derivative instruments designated as cash flow hedges as of May 27, 2018, we expect to reclassify \$0.7 million of net gains on derivative instruments from accumulated other comprehensive income (loss) to earnings during the next 12 months based on the maturity of equity forward contracts. However, the amounts ultimately realized in earnings will be dependent on the fair value of the contracts on the settlement dates.

**NOTE 9 – FAIR VALUE MEASUREMENTS**

The fair values of cash equivalents, receivables, net, accounts payable and short-term debt approximate their carrying amounts due to their short duration.

The following tables summarize the fair values of financial instruments measured at fair value on a recurring basis at May 27, 2018 and May 28, 2017 :

Items Measured at Fair Value at May 27, 2018

| (in millions)                        | Fair Value<br>of Assets<br>(Liabilities) | Quoted Prices<br>in Active<br>Market for<br>Identical Assets<br>(Liabilities)<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|--------------------------------------|--|--|---|--|
| <b>Derivatives:</b>                  |  |  |   |  |
| Commodities futures, swaps & options | (1) \$ 0.5                               | \$ —   | \$ 0.5  | \$ —   |
| Equity forwards                      | (2) 0.6                                  | —  | 0.6   | —  |
| <b>Total</b>                         | <b>\$ 1.1</b>                            | <b>\$ —</b>  | <b>\$ 1.1</b>   | <b>\$ —</b>  |

Items Measured at Fair Value at May 28, 2017

| (in millions)                   | Fair Value<br>of Assets<br>(Liabilities) | Quoted Prices<br>in Active<br>Market for<br>Identical Assets<br>(Liabilities)<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---------------------------------|--|--|---|--|
| <b>Fixed-income securities:</b> |  |  |   |  |
| Corporate bonds                 | (3) \$ 1.1                               | \$ —   | \$ 1.1  | \$ —   |
| U.S. Treasury securities        | (4) 2.0                                  | 2.0  | —   | —  |
| Mortgage-backed securities      | (3) 1.0                                  | —  | 1.0   | —  |
| <b>Derivatives:</b>             |  |  |   |  |
| Equity forwards                 | (2) (0.4)                                | —  | (0.4)   | —  |
| <b>Total</b>                    | <b>\$ 3.7</b>                            | <b>\$ 2.0</b>  | <b>\$ 1.7</b>   | <b>\$ —</b>  |

- (1) The fair value of our commodities futures, swaps and options is based on closing market prices of the contracts, inclusive of the risk of nonperformance.
- (2) The fair value of equity forwards is based on the closing market value of Darden stock, inclusive of the risk of nonperformance.
- (3) The fair value of these securities is based on closing market prices of the investments when applicable, or, alternatively, valuations utilizing market data and other observable inputs, inclusive of the risk of nonperformance.
- (4) The fair value of our U.S. Treasury securities is based on closing market prices.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The carrying value and fair value of long-term debt, as of May 27, 2018, was \$926.5 million and \$922.0 million, respectively. The carrying value and fair value of long-term debt as of May 28, 2017, was \$936.6 million and \$1.05 billion, respectively. The fair value of long-term debt, which is classified as Level 2 in the fair value hierarchy, is determined based on market prices or, if market prices are not available, the present value of the underlying cash flows discounted at our incremental borrowing rates.

The fair value of non-financial assets measured at fair value on a non-recurring basis, which is classified as Level 3 in the fair value hierarchy, is determined based on appraisals or sales prices of comparable assets and estimates of future cash flows. As of May 27, 2018, long-lived assets held and used with a carrying amount of \$3.7 million, primarily related to four underperforming restaurants, were determined to have no fair value resulting in an impairment charge of \$3.7 million. As of May 28, 2017, adjustments to the fair values of non-financial assets were not material.

### NOTE 10 - STOCKHOLDERS' EQUITY

#### *Share Repurchase Program*

All of the shares purchased during the fiscal year ended May 27, 2018 were purchased as part of our repurchase program authorized by our Board of Directors on September 29, 2016. On June 20, 2018, our Board of Directors authorized a new share repurchase program under which we may repurchase up to \$500.0 million of our outstanding common stock. This repurchase program does not have an expiration and replaces the previously existing share repurchase authorization.

#### *Share Retirements*

As of May 27, 2018, of the 191.4 million cumulative shares repurchased under the current and previous authorizations, 178.8 million shares were retired and restored to authorized but unissued shares of common stock. We expect that all shares of common stock acquired in the future will also be retired and restored to authorized but unissued shares of common stock.

#### *Accumulated Other Comprehensive Income (Loss)*

The components of accumulated other comprehensive income (loss), net of tax, are as follows:

| (in millions)                             | Foreign Currency<br>Translation<br>Adjustment | Unrealized Gains<br>(Losses) on<br>Marketable Securities | Unrealized Gains<br>(Losses) on<br>Derivatives | Benefit Plan<br>Funding<br>Position | Accumulated Other<br>Comprehensive<br>Income (Loss) |
|---|---|--|--|-------------------------------------|---|
| Balances at May 29, 2016                  | \$ (1.2)                                      | \$ 0.1   | \$ 3.9   | \$ (89.8)                           | \$ (87.0)   |
| Gain (loss)                               | 0.5   | —  | 2.9  | 6.4                                 | 9.8   |
| Reclassification realized in net earnings | —   | —  | 1.4  | 12.9                                | 14.3  |
| Balances at May 28, 2017                  | \$ (0.7)                                      | \$ 0.1   | \$ 8.2   | \$ (70.5)                           | \$ (62.9)   |
| Gain (loss)                               | (0.9)   | —  | (4.6)  | (1.0)                               | (6.5)   |
| Reclassification realized in net earnings | —   | (0.1)  | —  | (0.1)                               | (0.2)   |
| Reclassification of tax effect (1)        | —   | —  | (0.2)  | (15.4)                              | (15.6)  |
| Balances at May 27, 2018                  | \$ (1.6)                                      | \$ —   | \$ 3.4   | \$ (87.0)                           | \$ (85.2)   |

(1) Stranded tax effects reclassified from accumulated other comprehensive income (loss) to retained earnings from the adoption of ASU 2018-02.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table presents the amounts and line items in our consolidated statements of earnings where other adjustments reclassified from AOCI into net earnings were recorded:

| (in millions)<br>AOCI Components            | Location of Gain (Loss)<br>Recognized in Earnings | Fiscal Year     |                 |
|---|---|-----------------|-----------------|
|   |   | May 27,<br>2018 | May 28,<br>2017 |
| <b>Derivatives</b>                          |   |                 |                 |
| Commodity contracts                         | (1)   | \$ 0.3          | \$ —            |
| Equity contracts                            | (2)   | (0.2)           | (1.4)           |
| Interest rate contracts                     | (3)   | (0.1)           | —               |
|   | Total before tax                                  | \$ —            | \$ (1.4)        |
|   | Tax benefit                                       | —               | —               |
|   | Net of tax  | \$ —            | \$ (1.4)        |
| <b>Benefit plan funding position</b>        |   |                 |                 |
| Pension/postretirement plans                |   |                 |                 |
| Actuarial losses                            | (4)   | \$ (2.8)        | \$ (3.3)        |
| Settlement loss                             | (4)   | —               | (19.9)          |
| Total - pension/postretirement plans        |   | \$ (2.8)        | \$ (23.2)       |
| Recognized net actuarial gain - other plans | (5)   | 3.0             | 2.3             |
|   | Total before tax                                  | \$ 0.2          | \$ (20.9)       |
|   | Tax benefit (expense)                             | (0.1)           | 8.0             |
|   | Net of tax  | \$ 0.1          | \$ (12.9)       |

(1) Primarily included in food and beverage costs and restaurant expenses. See Note 8 for additional details.

(2) Primarily included in restaurant labor costs and general and administrative expenses. See Note 8 for additional details.

(3) Included in interest, net, on our consolidated statements of earnings.

(4) Included in the computation of net periodic benefit costs - pension and postretirement plans, which is a component of restaurant labor expenses and general and administrative expenses. See Note 14 for additional details.

(5) Included in the computation of net periodic benefit costs - other plans, which is a component of general and administrative expenses.

**NOTE 11 – LEASES**

An analysis of rent expense incurred related to continuing operations is as follows:

| (in millions)                     | Fiscal Year |          |          |
|-----------------------------------|-------------|----------|----------|
|                                   | 2018        | 2017     | 2016     |
| Restaurant minimum rent           | \$ 321.8    | \$ 286.8 | \$ 233.6 |
| Restaurant rent averaging expense | 30.2        | 26.0     | 15.9     |
| Restaurant percentage rent        | 7.2         | 7.9      | 8.0      |
| Other                             | 11.8        | 11.3     | 8.1      |
| Total rent expense                | \$ 371.0    | \$ 332.0 | \$ 265.6 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Total rent expense included in discontinued operations was \$0.1 million, \$0.1 million and \$0.0 million for fiscal 2018, 2017 and 2016, respectively. These amounts include restaurant minimum rent of \$0.1 million, \$0.1 million and \$0.0 million for fiscal 2018, 2017 and 2016, respectively.

The annual future lease commitments under capital lease obligations and noncancelable operating and financing leases, including those related to restaurants reported as discontinued operations, for each of the five fiscal years subsequent to May 27, 2018 and thereafter is as follows:

(in millions)

| Fiscal Year   | Capital  | Financing | Operating  |
|---|----------|-----------|------------|
| 2019  | \$ 8.6   | \$ 9.5    | \$ 353.0   |
| 2020  | 8.7      | 9.6       | 344.0      |
| 2021  | 8.7      | 9.8       | 322.6      |
| 2022  | 8.5      | 9.9       | 297.5      |
| 2023  | 8.3      | 10.1      | 270.4      |
| Thereafter  | 75.6     | 124.0     | 1,548.5    |
| Total future lease commitments  | \$ 118.4 | \$ 172.9  | \$ 3,136.0 |
| Less imputed interest (at 6.5%), (various)                                | (37.9)   | (79.9)    |            |
| Present value of future lease commitments                                 | \$ 80.5  | \$ 93.0   |            |
| Less current maturities   | (4.1)    | (2.5)     |            |
| Obligations under capital and financing leases, net of current maturities | \$ 76.4  | \$ 90.5   |            |

**NOTE 12 - ADDITIONAL FINANCIAL INFORMATION**

The tables below provide additional financial information related to our consolidated financial statements:

**Balance Sheets**

(in millions)

|                                 | May 27, 2018 | May 28, 2017 |
|---------------------------------|--------------|--------------|
| <b>Receivables, net</b>         |              |              |
| Retail outlet gift card sales   | \$ 40.4      | \$ 43.0      |
| Landlord allowances due         | 18.1         | 14.2         |
| Miscellaneous                   | 25.5         | 19.0         |
| Allowance for doubtful accounts | (0.3)        | (0.3)        |
| Total                           | \$ 83.7      | \$ 75.9      |

**Other Current Liabilities**

|  |          |          |
|--|----------|----------|
| Non-qualified deferred compensation plan | \$ 227.9 | \$ 210.3 |
| Sales and other taxes                    | 72.7     | 66.9     |
| Insurance-related                        | 40.1     | 41.7     |
| Employee benefits                        | 39.9     | 41.8     |
| Accrued interest                         | 7.5      | 7.3      |
| Miscellaneous                            | 69.5     | 77.9     |
| Total                                    | \$ 457.6 | \$ 445.9 |



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**Statements of Earnings**

| (in millions)                                    | Fiscal Year     |                |                 |
|--|-----------------|----------------|-----------------|
|  | 2018            | 2017           | 2016            |
| <b>Interest, net</b>                             |                 |                |                 |
| Interest expense (1)                             | \$ 152.4        | \$ 34.4        | \$ 165.4        |
| Imputed interest on capital and financing leases | 11.4            | 8.8            | 8.9             |
| Capitalized interest                             | (1.9)           | (1.7)          | (0.7)           |
| Interest income                                  | (0.8)           | (1.3)          | (1.1)           |
| <b>Total</b>                                     | <b>\$ 161.1</b> | <b>\$ 40.2</b> | <b>\$ 172.5</b> |

(1) Interest expense in fiscal 2018 and 2016 includes approximately \$102.2 million and \$106.8 million, respectively, of expenses associated with the retirement of long-term debt.

**Statements of Cash Flows**

| (in millions)  | Fiscal Year |          |          |
|--|-------------|----------|----------|
|  | 2018        | 2017     | 2016     |
| <b>Cash paid during the fiscal year for:</b>   |             |          |          |
| Interest, net of amounts capitalized (1)   | \$ 155.5    | \$ 37.0  | \$ 140.8 |
| Income taxes, net of refunds   | \$ 25.7     | \$ 106.2 | \$ 128.0 |
| <b>Non-cash investing and financing activities:</b>  |             |          |          |
| Increase in land, buildings and equipment through accrued purchases                              | \$ 37.5     | \$ 22.8  | \$ 14.9  |
| Net book value of assets distributed in Four Corners separation, net of deferred tax liabilities | \$ —        | \$ —     | \$ 750.4 |

(1) Interest paid in fiscal 2018 and 2016 includes approximately \$97.3 million and \$68.7 million, respectively, of payments associated with the retirement of long-term debt.

**NOTE 13 - INCOME TAXES**

The Tax Act was enacted on December 22, 2017, and includes, among other items, a reduction in the federal corporate income tax rate from 35.0 percent to 21.0 percent effective January 1, 2018. Our federal corporate income tax rate for fiscal 2018 is 29.4 percent and represents a blended income tax rate for the current fiscal year. For fiscal 2019, our federal corporate income tax rate will be 21.0 percent. Additionally, for the fiscal year ended May 27, 2018, in accordance with FASB ASC 740, we remeasured our deferred tax balances to reflect the reduced rate that will apply when these deferred taxes are settled or realized in future periods. The remeasurement resulted in a \$79.3 million one-time adjustment of our net deferred tax liabilities reflected in our consolidated balance sheet as of May 27, 2018 and a corresponding income tax benefit reflected in our consolidated statements of earnings for the fiscal year ended May 27, 2018. The SEC staff issued Staff Accounting Bulletin 118 which allows companies to record provisional amounts during a measurement period that is similar to the measurement period used when accounting for business combinations. While we are able to make a reasonable estimate of the impacts of the Tax Act, adjustments may occur and may be affected by other factors, including, but not limited to further refinement of our calculations, changes in interpretations and assumptions and regulatory changes from the Internal Revenue Service (IRS), the SEC, the FASB and various tax jurisdictions. The fiscal 2018 impact of the enactment of the Tax Act is reflected in the tables below.

Total income tax expense was allocated as follows:

| (in millions)  | Fiscal Year     |                 |                |
|--|-----------------|-----------------|----------------|
|  | 2018            | 2017            | 2016           |
| Earnings from continuing operations                    | \$ 1.9          | \$ 154.8        | \$ 90.0        |
| Earnings from discontinued operations                  | (4.8)           | (4.2)           | 3.4            |
| <b>Total consolidated income tax expense (benefit)</b> | <b>\$ (2.9)</b> | <b>\$ 150.6</b> | <b>\$ 93.4</b> |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The components of earnings from continuing operations before income taxes and the provision for income taxes thereon are as follows:

| (in millions)   | Fiscal Year      |                  |                 |
|---|------------------|------------------|-----------------|
|   | 2018             | 2017             | 2016            |
| <b>Earnings from continuing operations before income taxes:</b> |                  |                  |                 |
| U.S.  | \$ 602.7         | \$ 632.3         | \$ 450.6        |
| Foreign   | 3.0              | 5.0              | (0.9)           |
| <b>Earnings from continuing operations before income taxes</b>  | <b>\$ 605.7</b>  | <b>\$ 637.3</b>  | <b>\$ 449.7</b> |
| <b>Income taxes:</b>  |                  |                  |                 |
| <b>Current:</b>   |                  |                  |                 |
| Federal   | \$ 10.2          | \$ 160.5         | \$ 89.1         |
| State and local   | 8.9              | 22.2             | 2.7             |
| Foreign   | 1.8              | 1.3              | 1.9             |
| <b>Total current</b>  | <b>\$ 20.9</b>   | <b>\$ 184.0</b>  | <b>\$ 93.7</b>  |
| <b>Deferred (principally U.S.):</b>                             |                  |                  |                 |
| Federal   | \$ (25.1)        | \$ (24.1)        | \$ (2.4)        |
| State and local   | 6.1              | (5.1)            | (1.3)           |
| <b>Total deferred</b>   | <b>\$ (19.0)</b> | <b>\$ (29.2)</b> | <b>\$ (3.7)</b> |
| <b>Total income taxes</b>                                       | <b>\$ 1.9</b>    | <b>\$ 154.8</b>  | <b>\$ 90.0</b>  |

The following table is a reconciliation of the U.S. statutory income tax rate to the effective income tax rate from continuing operations included in the accompanying consolidated statements of earnings:

|   | Fiscal Year  |               |               |
|---|--------------|---------------|---------------|
|   | 2018         | 2017          | 2016          |
| U.S. statutory rate                                       | 29.4 %       | 35.0 %        | 35.0 %        |
| State and local income taxes, net of federal tax benefits | 1.8          | 1.7           | 1.2           |
| Enactment of the Tax Act                                  | (13.1)       | —             | —             |
| Benefit of federal income tax credits                     | (12.8)       | (9.2)         | (12.5)        |
| Other, net  | (5.0)        | (3.2)         | (3.7)         |
| <b>Effective income tax rate</b>                          | <b>0.3 %</b> | <b>24.3 %</b> | <b>20.0 %</b> |

As of May 27, 2018, we had estimated current prepaid state and federal income taxes of \$2.6 million and \$13.3 million, respectively, which is included on our accompanying consolidated balance sheets as prepaid income taxes.

As of May 27, 2018, we had unrecognized state tax benefits of \$17.4 million, which represents the aggregate tax effect of the differences between tax return positions and benefits recognized in our consolidated financial statements, all of which would favorably affect the effective tax rate if resolved in our favor. Included in the balance of unrecognized tax benefits at May 27, 2018, is \$2.0 million related to tax positions for which it is reasonably possible that the total amounts could change during the next 12 months based on the outcome of examinations. The \$2.0 million relates to items that would impact our effective income tax rate.

A reconciliation of the beginning and ending amount of unrecognized state tax benefits follows:

| (in millions)   |                |
|---|----------------|
| Balances at May 28, 2017                              | \$ 16.4        |
| Additions related to current-year tax positions       | 4.5            |
| Reductions due to settlements with taxing authorities | (0.5)          |
| Reductions to tax positions due to statute expiration | (3.0)          |
| <b>Balances at May 27, 2018</b>                       | <b>\$ 17.4</b> |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

Interest expense associated with unrecognized tax benefits, excluding the release of accrued interest related to prior year matters due to settlement or the lapse of the statute of limitations was as follows:

| (in millions)                                 | Fiscal Year |        |        |
|---|-------------|--------|--------|
|   | 2018        | 2017   | 2016   |
| Interest expense on unrecognized tax benefits | \$ 0.8      | \$ 0.6 | \$ 0.5 |

At May 27, 2018, we had \$1.1 million accrued for the payment of interest associated with unrecognized state tax benefits.

For U.S. federal income tax purposes, we participate in the IRS's Compliance Assurance Process (CAP), whereby our U.S. federal income tax returns are reviewed by the IRS both prior to and after their filing. Income tax returns are subject to audit by state and local governments, generally years after the returns are filed. These returns could be subject to material adjustments or differing interpretations of the tax laws. The major jurisdictions in which the Company files income tax returns include the U.S. federal jurisdiction, Canada, and all states in the U.S. that have an income tax. With a few exceptions, the Company is no longer subject to U.S. federal income tax examinations by tax authorities for years before fiscal 2018, and state and local, or non-U.S. income tax examinations by tax authorities for years before fiscal 2013.

The tax effects of temporary differences that give rise to deferred tax assets and liabilities are as follows:

| (in millions)  | May 27, 2018 |         | May 28, 2017 |         |
|--|--------------|---------|--------------|---------|
| Accrued liabilities  | \$           | 66.6    | \$           | 137.1   |
| Compensation and employee benefits                                   |              | 99.8    |              | 174.6   |
| Deferred rent and interest income                                    |              | 81.1    |              | 110.3   |
| Net operating loss, credit and charitable contribution carryforwards |              | 71.9    |              | 78.0    |
| Other  |              | 5.3     |              | 6.9     |
| Gross deferred tax assets  | \$           | 324.7   | \$           | 506.9   |
| Valuation allowance  |              | (26.6)  |              | (17.0)  |
| Deferred tax assets, net of valuation allowance                      | \$           | 298.1   | \$           | 489.9   |
| Trademarks and other acquisition related intangibles                 |              | (201.8) |              | (310.7) |
| Buildings and equipment  |              | (176.9) |              | (275.4) |
| Capitalized software and other assets                                |              | (24.4)  |              | (38.1)  |
| Other  |              | (9.0)   |              | (11.3)  |
| Gross deferred tax liabilities                                       | \$           | (412.1) | \$           | (635.5) |
| Net deferred tax liabilities   | \$           | (114.0) | \$           | (145.6) |

We have deferred tax assets of \$12.6 million reflecting the benefit of state loss carryforwards, before federal benefit and valuation allowance, which expire at various dates between fiscal 2019 and fiscal 2037. We have deferred tax assets of \$17.1 million of federal and \$42.6 million state tax credits, before federal benefit and valuation allowance, which expire at various dates between fiscal 2019 and fiscal 2039. Additionally, we have deferred tax assets of \$11.1 million reflecting the benefit of foreign loss carryforwards, before valuation allowance, which have an indefinite life.

We have taken current and potential future expirations into consideration when evaluating the need for valuation allowances against these deferred tax assets. A valuation allowance for deferred tax assets is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Realization is dependent upon the generation of future taxable income or the reversal of deferred tax liabilities during the periods in which those temporary differences become deductible. We consider the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which our deferred tax assets are deductible, we believe it is more likely than not that we will realize the benefits of these deductible differences, net of the existing valuation allowances at May 27, 2018.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**NOTE 14 - RETIREMENT PLANS**

***Defined Benefit Plans and Postretirement Benefit Plan***

We sponsor non-contributory defined benefit pension plans for a group of certain eligible employees in the United States under which benefits are based on various formulas, including a Final Average Pay formula and a Cash Balance formula. As of December 2014, the plans were frozen and no additional benefits will accrue for participants (except for continuing interest credits for eligible participants in the Cash Balance formula). Pension plan assets are invested in global fixed-income commingled funds. Our policy is to fund, at a minimum, the amount necessary on an actuarial basis to provide for benefits in accordance with the requirements of the Employee Retirement Income Security Act of 1974, as amended, and the Internal Revenue Code (IRC), as amended by the Pension Protection Act of 2006. We also sponsor a non-contributory postretirement benefit plan that provides health care benefits to our salaried retirees as a subsidy credit to a health care reimbursement account. This benefit is not impacted by future changes in health care trend rates. In April 2018, our Benefit Plans Committee approved the termination of our primary non-contributory defined benefit pension plan (the Retirement Income Plan for Darden Restaurants, Inc.). The termination of the plan involves many steps, including filing information with the IRS and the Pension Benefit Guaranty Corporation and obtaining proper approvals. We anticipate the termination process, which culminates in either the settlement or transfer of participant benefits, will take approximately two years to complete.

Fundings related to the defined benefit pension plans and postretirement benefit plan, which are funded on a pay-as-you-go basis, were as follows:

| (in millions)                             | Fiscal Year |        |         |
|---|-------------|--------|---------|
|   | 2018        | 2017   | 2016    |
| Defined benefit pension plans funding (1) | \$ 60.8     | \$ 0.4 | \$ 25.4 |
| Postretirement benefit plan funding       | 1.2         | 1.2    | 1.1     |

(1) Fundings for fiscal 2018 and 2016 include voluntary funding contributions of \$60.4 million and \$25.0 million, respectively.

We expect to contribute approximately \$0.4 million to our defined benefit pension plans and approximately \$1.4 million to our postretirement benefit plan during fiscal 2019.

We are required to recognize the over- or under-funded status of the plans as an asset or liability as measured by the difference between the fair value of the plan assets and the benefit obligation and any unrecognized prior service costs and actuarial gains and losses as a component of accumulated other comprehensive income (loss), net of tax. During the fourth quarter of fiscal 2017, the defined benefit pension plans recognized \$19.9 million of previously unrecognized loss in net periodic benefit cost due to a settlement charge triggered by lump sum payouts.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following provides a reconciliation of the changes in the plan benefit obligation, fair value of plan assets and the funded status of the plans as of May 27, 2018 and May 28, 2017 :

| (in millions)                             | Defined Benefit Plans |           | Postretirement Benefit Plan |           |
|---|-----------------------|-----------|-----------------------------|-----------|
|   | 2018                  | 2017      | 2018                        | 2017      |
| <b>Change in Benefit Obligation:</b>      |                       |           |                             |           |
| Benefit obligation at beginning of period | \$ 252.3              | \$ 298.5  | \$ 20.8                     | \$ 19.9   |
| Service cost                              | —                     | —         | 0.1                         | 0.2       |
| Interest cost                             | 8.6                   | 10.1      | 0.7                         | 0.6       |
| Plan settlements                          | —                     | (44.2)    | —                           | —         |
| Benefits paid                             | (15.6)                | (10.0)    | (1.2)                       | (1.2)     |
| Actuarial (gain) loss                     | (8.1)                 | (2.1)     | (0.5)                       | 1.3       |
| Benefit obligation at end of period       | \$ 237.2              | \$ 252.3  | \$ 19.9                     | \$ 20.8   |
| <b>Change in Plan Assets:</b>             |                       |           |                             |           |
| Fair value at beginning of period         | \$ 207.7              | \$ 242.0  | \$ —                        | \$ —      |
| Actual return on plan assets              | 0.9                   | 19.5      | —                           | —         |
| Employer contributions                    | 60.8                  | 0.4       | 1.2                         | 1.2       |
| Plan settlements                          | —                     | (44.2)    | —                           | —         |
| Benefits paid                             | (15.6)                | (10.0)    | (1.2)                       | (1.2)     |
| Fair value at end of period               | \$ 253.8              | \$ 207.7  | \$ —                        | \$ —      |
| Funded (unfunded) status at end of period | \$ 16.6               | \$ (44.6) | \$ (19.9)                   | \$ (20.8) |

The following is a detail of the balance sheet components of each of our plans and a reconciliation of the amounts included in accumulated other comprehensive income (loss):

| (in millions)   | Defined Benefit Plans |              | Postretirement Benefit Plan |              |
|---|-----------------------|--------------|-----------------------------|--------------|
|   | May 27, 2018          | May 28, 2017 | May 27, 2018                | May 28, 2017 |
| <b>Components of the Consolidated Balance Sheets:</b>                                   |                       |              |                             |              |
| Current liabilities   | \$ —                  | \$ —         | \$ 1.4                      | \$ 1.3       |
| Noncurrent (assets) liabilities   | (16.6)                | 44.6         | 18.5                        | 19.5         |
| Net amounts recognized  | \$ (16.6)             | \$ 44.6      | \$ 19.9                     | \$ 20.8      |
| <b>Amounts Recognized in Accumulated Other Comprehensive Income (Loss), net of tax:</b> |                       |              |                             |              |
| Prior service credit  | \$ —                  | \$ —         | \$ 7.4                      | \$ 9.0       |
| Net actuarial gain (loss)   | (85.4)                | (70.1)       | (9.6)                       | (9.3)        |
| Net amounts recognized  | \$ (85.4)             | \$ (70.1)    | \$ (2.2)                    | \$ (0.3)     |

The following is a summary of our accumulated and projected benefit obligations for our defined benefit plans:

| (in millions)   | May 27, 2018 | May 28, 2017 |
|---|--------------|--------------|
| Accumulated benefit obligation for all defined benefit plans  | \$ 237.2     | \$ 252.3     |
| Pension plans with accumulated benefit obligations in excess of plan assets:                            |              |              |
| Accumulated benefit obligation  | —            | 252.3        |
| Fair value of plan assets   | —            | 207.7        |
| Projected benefit obligations for all plans with projected benefit obligations in excess of plan assets | —            | 252.3        |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table presents the weighted-average assumptions used to determine benefit obligations and net expense:

|   | Defined Benefit Plans |       | Postretirement Benefit Plan |       |
|---|-----------------------|-------|-----------------------------|-------|
|   | 2018                  | 2017  | 2018                        | 2017  |
| Weighted-average assumptions used to determine benefit obligations at May 27 and May 28 (1)             |                       |       |                             |       |
| Discount rate   | 4.32%                 | 4.06% | 4.28%                       | 3.98% |
| Rate of future compensation increases   | N/A                   | N/A   | N/A                         | N/A   |
| Weighted-average assumptions used to determine net expense for fiscal years ended May 27 and May 28 (2) |                       |       |                             |       |
| Discount rate   | 4.06%                 | 4.18% | 3.98%                       | 4.00% |
| Expected long-term rate of return on plan assets  | 5.75%                 | 6.50% | N/A                         | N/A   |
| Rate of future compensation increases   | N/A                   | N/A   | N/A                         | N/A   |

(1) Determined as of the end of fiscal year.

(2) Determined as of the beginning of fiscal year.

We set the discount rate assumption annually for each of the plans at their valuation dates to reflect the yield of high-quality fixed-income debt instruments, with lives that approximate the maturity of the plan benefits. Additionally, for our mortality assumption as of fiscal year end, we selected the most recent RP-2014 mortality tables and MP-2017 mortality improvement scale to measure the benefit obligations.

The expected long-term rate of return on plan assets is based upon several factors, including our historical assumptions compared with actual results, an analysis of current market conditions, asset fund allocations and the views of leading financial advisers and economists. Our expected long-term rate of return on plan assets for our defined benefit plans was 6.5 percent in fiscal 2016 and fiscal 2017 and was reduced to 5.75 percent in fiscal 2018 in connection with our current expectations for long-term returns and target asset fund allocation. In developing our expected rate of return assumption, we have evaluated the actual historical performance and long-term return projections of the plan assets, which give consideration to the asset mix and the anticipated timing of the pension plan outflows. We employ a total return investment approach to maximize the long-term return of plan assets for what we consider a prudent level of risk dependent on the level of funding. Our historical 10-year, 15-year and 20-year rates of return on plan assets, calculated using the geometric method average of returns, are approximately 6.0 percent, 8.6 percent and 7.7 percent, respectively, as of May 27, 2018. Our Benefit Plans Committee has delegated to the Benefit Plans Investment Committee the authority to set the investment policy for the defined benefit plans and oversees the investment allocation, which includes setting long-term strategic targets. The investment policy establishes a re-balancing band around the established targets within which the asset class weight is allowed to vary. We monitor our actual asset fund allocation to ensure that it approximates, based on the current funding level, our target allocation and believe that our long-term asset fund allocation will continue to approximate our target allocation. With the plan in excess of 100.0 percent funded, our investment strategy is to invest 100.0 percent in liability matching high-quality, long-duration fixed-income investments. Investments are held in various global fixed income commingled funds representing approximately 99.9 percent of total plan assets. These investments are the only significant concentration of risk related to a single entity, sector, country, commodity or investment fund.

Components of net periodic benefit cost included in earnings are as follows:

| (in millions)                                   | Defined Benefit Plans |         |          | Postretirement Benefit Plan |          |          |
|---|-----------------------|---------|----------|-----------------------------|----------|----------|
|   | 2018                  | 2017    | 2016     | 2018                        | 2017     | 2016     |
| Service cost                                    | \$ —                  | \$ —    | \$ —     | \$ 0.1                      | \$ 0.2   | \$ 0.2   |
| Interest cost                                   | 8.6                   | 10.1    | 10.6     | 0.7                         | 0.6      | 0.8      |
| Expected return on plan assets                  | (12.0)                | (16.0)  | (14.5)   | —                           | —        | —        |
| Amortization of unrecognized prior service cost | —                     | —       | —        | (4.8)                       | (4.8)    | (4.8)    |
| Recognized net actuarial loss                   | 2.8                   | 3.3     | 2.8      | 1.7                         | 1.7      | 1.2      |
| Settlement loss recognized                      | —                     | 19.9    | —        | —                           | —        | —        |
| Net pension and postretirement cost (benefit)   | \$ (0.6)              | \$ 17.3 | \$ (1.1) | \$ (2.3)                    | \$ (2.3) | \$ (2.6) |

The amortization of the net actuarial gain (loss) component of our fiscal 2019 net periodic benefit cost for the defined benefit plans and postretirement benefit plan is expected to be approximately \$(2.5) million and \$3.2 million, respectively.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The fair values of the defined benefit pension plans assets at their measurement dates of May 27, 2018 and May 28, 2017, are as follows:

|                                      |     | Items Measured at Fair Value at May 27, 2018 |  |   |  |
|--------------------------------------|-----|--|--|---|--|
| (in millions)                        |     | Fair Value<br>of Assets<br>(Liabilities)     | Quoted Prices<br>in Active<br>Market for<br>Identical Assets<br>(Liabilities)<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| <b>Fixed-Income:</b>                 |     |  |  |   |  |
| Global Fixed-Income Commingled Funds | (1) | \$ 253.5                                     | \$ —   | \$ 253.5  | \$ —   |
| Cash and Accruals                    |     | 0.3  | 0.3  | —   | —  |
| <b>Total</b>                         |     | <b>\$ 253.8</b>                              | <b>\$ 0.3</b>  | <b>\$ 253.5</b>   | <b>\$ —</b>  |

- (1) Global fixed-income commingled funds are comprised of investments in U.S. and non-U.S. government fixed-income securities. Investments are valued using a unit price or net asset value (NAV) based on the fair value of the underlying investments of the fund. There are no redemption restrictions associated with this fund.

|                                     |     | Items Measured at Fair Value at May 28, 2017 |  |   |  |
|-------------------------------------|-----|--|--|---|--|
| (in millions)                       |     | Fair Value<br>of Assets<br>(Liabilities)     | Quoted Prices<br>in Active<br>Market for<br>Identical Assets<br>(Liabilities)<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| <b>Equity:</b>                      |     |  |  |   |  |
| U.S. Commingled Funds               | (1) | \$ 63.7                                      | \$ —   | \$ 63.7   | \$ —   |
| International Commingled Fund       | (2) | 22.8   | —  | 22.8  | —  |
| Emerging Market Commingled Fund     | (3) | 6.0  | —  | 6.0   | —  |
| Emerging Market Mutual Fund         | (4) | 5.7  | 5.7  | —   | —  |
| Real Estate Commingled Fund         | (5) | 6.0  | —  | 6.0   | —  |
| <b>Fixed-Income:</b>                |     |  |  |   |  |
| Global Fixed-Income Commingled Fund | (6) | 20.6   | —  | 20.6  | —  |
| U.S. Fixed-Income Commingled Funds  | (7) | 82.4   | —  | 82.4  | —  |
| Cash and Accruals                   |     | 0.5  | 0.5  | —   | —  |
| <b>Total</b>                        |     | <b>\$ 207.7</b>                              | <b>\$ 6.2</b>  | <b>\$ 201.5</b>   | <b>\$ —</b>  |

- (1) U.S. commingled funds are comprised of investments in funds that purchase publicly traded U.S. common stock for total return purposes. Investments are valued using a unit price or NAV based on the fair value of the underlying investments of the funds. There are no redemption restrictions associated with these funds.
- (2) International commingled fund is comprised of investments in funds that purchase publicly traded non-U.S. common stock for total return purposes. Investments are valued using a unit price or NAV based on the fair value of the underlying investments of the fund. There are no redemption restrictions associated with this fund.
- (3) Emerging market commingled fund and developed market securities are comprised of investments in funds that purchase publicly traded common stock of non-U.S. companies in emerging economies for total return purposes. Funds are valued using a unit price or NAV based on the fair value of the underlying investments of the funds. There are no redemption restrictions associated with these funds.
- (4) Emerging market mutual fund is comprised of securities associated with emerging markets and frontier markets. Fund is valued using quoted market prices from national exchanges.
- (5) Real estate commingled fund is comprised of investments in funds that purchase publicly traded common stock of real estate companies for purposes of total return. These investments are valued using a unit price or NAV based on the fair value of the underlying investments of the fund. There are no redemption restrictions associated with this fund.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

- (6) Global fixed-income commingled fund is comprised of investments in U.S. and non-U.S. government fixed-income securities. Investments are valued using a unit price or NAV based on the fair value of the underlying investments of the fund. There are no redemption restrictions associated with this fund.
- (7) U.S. fixed-income commingled funds are comprised of a diversified portfolio of U.S. investment-grade corporate and government securities. Investments are valued using a unit price or NAV based on the fair value of the underlying investments of the funds. There are no redemption restrictions associated with these funds.

The following benefit payments are expected to be paid between fiscal 2019 and fiscal 2028 :

| (in millions) | Defined Benefit Plans |      | Postretirement Benefit Plan |     |
|---------------|-----------------------|------|-----------------------------|-----|
| 2019          | \$                    | 12.7 | \$                          | 1.4 |
| 2020          |                       | 12.8 |                             | 1.4 |
| 2021          |                       | 13.1 |                             | 1.4 |
| 2022          |                       | 13.2 |                             | 1.4 |
| 2023          |                       | 13.5 |                             | 1.3 |
| 2024-2028     |                       | 71.9 |                             | 6.6 |

***Postemployment Severance Practice***

We accrue for postemployment severance costs in our consolidated financial statements and recognize actuarial gains and losses as well as prior service credits related to our postemployment severance accrual as a component of accumulated other comprehensive income (loss). As of May 27, 2018 and May 28, 2017, \$0.9 million and \$(0.1) million, respectively, of unrecognized actuarial gain (loss) related to our postemployment severance practice were included in accumulated other comprehensive income (loss) on a net of tax basis.

***Defined Contribution Plan***

We have a defined contribution (401(k)) plan (Darden Savings Plan) covering most employees age 21 and older. We match contributions for participants with at least one year of service up to 6 percent of compensation, based on our performance. The match ranges from a minimum of \$0.25 to \$1.20 for each dollar contributed by the participant. The Darden Savings Plan also provides for a profit sharing contribution for eligible participants equal to 1.5 percent of the participant's compensation. The Darden Savings Plan had net assets of \$829.0 million at May 27, 2018, and \$753.7 million at May 28, 2017. Expense recognized in fiscal 2018, 2017 and 2016 was \$19.6 million, \$3.7 million and \$15.1 million, respectively. Employees classified as "highly compensated" under the IRC are not eligible to participate in the Darden Savings Plan. Instead, highly compensated employees are eligible to participate in a separate non-qualified deferred compensation (FlexComp) plan. The FlexComp plan allows eligible employees to defer the payment of part of their annual salary and all or part of their annual bonus and provides for awards that approximate the matching contributions that participants would have received had they been eligible to participate in the Darden Savings Plan, as well as an additional retirement contribution amount. Amounts payable to highly compensated employees under the FlexComp plan totaled \$227.9 million and \$210.3 million at May 27, 2018 and May 28, 2017, respectively. These amounts are included in other current liabilities on our accompanying consolidated balance sheets.

The Darden Savings Plan includes a leveraged Employee Stock Ownership Plan (ESOP). The ESOP borrowed \$16.9 million from us at a variable rate of interest in July 1996. At May 27, 2018, the ESOP's original debt to us had a balance of \$0.9 million with a variable rate of interest of 1.90 percent and is due to be repaid no later than December 2019. At the end of fiscal 2005, the ESOP borrowed an additional \$1.6 million (Additional Loan) from us at a variable interest rate and acquired an additional 0.05 million shares of our common stock, which were held in suspense within the ESOP at that time. At May 27, 2018, the Additional Loan had a balance of \$1.0 million with a variable interest rate of 2.34 percent and is due to be repaid no later than December 2018. Compensation expense is recognized as contributions are accrued. Fluctuations in our stock price impact the amount of expense to be recognized. Contributions to the Darden Savings Plan, plus the dividends accumulated on unallocated shares held by the ESOP, are used to pay principal, interest and expenses of the Darden Savings Plan. As loan payments are made, common stock is allocated to ESOP participants. In each of the fiscal years 2018, 2017 and 2016, the ESOP used dividends received of \$0.5 million, \$0.8 million and \$0.7 million, respectively, and contributions received from us of \$0.1 million, \$0.1 million and \$0.1 million, respectively, to pay principal and interest on our debt.

ESOP shares are included in weighted-average common shares outstanding for purposes of calculating net earnings per share with the exception of those shares acquired under the Additional Loan, which are accounted for in accordance with FASB ASC Subtopic 718-40, Employee Stock Ownership Plans. Fluctuations in our stock price are recognized as adjustments to common stock and surplus when the shares are committed to be released. The ESOP shares acquired under the Additional Loan



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

are not considered outstanding until they are committed to be released and, therefore, unreleased shares have been excluded for purposes of calculating basic and diluted net earnings per share. As of May 27, 2018, the ESOP shares included in the basic and diluted net earnings per share calculation totaled 2.1 million shares, representing 1.9 million allocated shares and 0.2 million suspense shares.

**NOTE 15 - STOCK-BASED COMPENSATION**

In September 2015, our shareholders approved the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (2015 Plan). All equity grants subject to ASC Topic 718 after the date of approval are made under the 2015 Plan. No further equity grants after that date are permitted under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan or any other prior stock option and/or stock grant plans (collectively, the Prior Plans). The 2015 Plan and the Prior Plans are administered by the Compensation Committee of the Board of Directors. The 2015 Plan provides for the issuance of up to 7.6 million common shares in connection with the granting of non-qualified stock options, restricted stock, restricted stock units (RSUs), performance-based restricted stock units (PRSUs) and other stock-based awards such as Darden stock units to employees, consultants and non-employee directors. There are outstanding awards under the Prior Plans that may still vest and be exercised in accordance with their terms. As of May 27, 2018, approximately 2.8 million shares may be issued under outstanding awards that were granted under the Prior Plans.

Stock-based compensation expense and the associated income tax benefit included in continuing operations was as follows:

| (in millions)   | Fiscal Year    |                |                |
|---|----------------|----------------|----------------|
|   | 2018           | 2017           | 2016           |
| Stock options   | \$ 4.6         | \$ 6.0         | \$ 7.8         |
| Restricted stock/restricted stock units                 | 3.9            | 1.9            | 1.6            |
| Darden stock units                                      | 20.1           | 20.9           | 15.9           |
| Cash-settled performance stock units                    | —              | 4.2            | 6.5            |
| Equity-settled performance-based restricted stock units | 11.7           | 5.3            | 2.7            |
| Employee stock purchase plan                            | 1.3            | 1.1            | 1.1            |
| Director compensation program/other                     | 1.2            | 1.3            | 1.7            |
| <b>Total</b>  | <b>\$ 42.8</b> | <b>\$ 40.7</b> | <b>\$ 37.3</b> |

|                         |         |      |      |
|-------------------------|---------|------|------|
| Income tax benefits (1) | \$ 12.0 | \$ — | \$ — |
|-------------------------|---------|------|------|

(1) In accordance with the fiscal 2018 adoption of ASU 2016-09, excess tax benefits are recognized in our provision for income taxes rather than in equity as previously recognized.

The weighted-average fair value of non-qualified stock options and the related assumptions used in the Black-Scholes model to record stock-based compensation are as follows:

|   | Stock Options<br>Granted in Fiscal Year |          |          |
|---|---|----------|----------|
|   | 2018                                    | 2017     | 2016     |
| Weighted-average fair value               | \$ 14.63                                | \$ 9.08  | \$ 12.72 |
| Dividend yield                            | 3.0%                                    | 3.5%     | 3.3%     |
| Expected volatility of stock              | 23.5%                                   | 24.3%    | 28.0%    |
| Risk-free interest rate                   | 2.0%                                    | 1.4%     | 1.9%     |
| Expected option life (in years)           | 6.4                                     | 6.5      | 6.5      |
| Weighted-average exercise price per share | \$ 85.83                                | \$ 59.70 | \$ 64.85 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

The following table presents a summary of our stock option activity as of and for the year ended May 27, 2018 :

|                                 | Options<br>(in millions) | Weighted-Average<br>Exercise Price<br>Per Share | Weighted-Average<br>Remaining<br>Contractual Life (Yrs) | Aggregate<br>Intrinsic Value<br>(in millions) |
|---------------------------------|--------------------------|---|---|---|
| Outstanding beginning of period | 4.01                     | \$45.81   | 6.09  | \$168.9                                       |
| Options granted                 | 0.35                     | 85.83   |   |   |
| Options exercised               | (0.80)                   | 40.07   |   |   |
| Options canceled                | (0.03)                   | 66.15   |   |   |
| Outstanding end of period       | 3.53                     | \$50.92   | 5.89  | \$130.6                                       |
| Exercisable                     | 2.09                     | \$41.87   | 4.53  | \$96.2  |

The total intrinsic value of options exercised during fiscal 2018 , 2017 and 2016 was \$43.1 million , \$99.1 million and \$73.6 million , respectively. Cash received from option exercises during fiscal 2018 , 2017 and 2016 was \$32.0 million , \$107.8 million and \$94.4 million , respectively. Stock options generally vest over 4 years and have a maximum contractual period of 10 years from the date of grant. We settle employee stock option exercises with authorized but unissued shares of Darden common stock or treasury shares we have acquired through our ongoing share repurchase program.

As of May 27, 2018 , there was \$7.8 million of unrecognized compensation cost related to unvested stock options granted under our stock plans. This cost is expected to be recognized over a weighted-average period of 2.4 years . The total fair value of stock options that vested during fiscal 2018 was \$4.9 million .

Restricted stock and RSUs are granted at a value equal to the market price of our common stock on the date of grant, and amortized over their service periods which generally range from one to four years. Restrictions with regard to restricted stock and RSUs lapse at the end of their service periods at which employees receive unrestricted shares of Darden stock.

The following table presents a summary of our restricted stock and RSU activity as of and for the fiscal year ended May 27, 2018 :

|                                 | Shares<br>(in millions) | Weighted-Average<br>Grant Date Fair<br>Value Per Share |
|---------------------------------|-------------------------|--|
| Outstanding beginning of period | 0.19                    | \$57.44  |
| Shares granted                  | 0.11                    | 87.09  |
| Shares vested                   | (0.05)                  | 51.72  |
| Shares canceled                 | (0.01)                  | 69.76  |
| Outstanding end of period       | 0.24                    | \$71.99  |

As of May 27, 2018 , there was \$8.9 million of unrecognized compensation cost related to unvested restricted stock and RSUs granted under our stock plans. This cost is expected to be recognized over a weighted-average period of 2.0 years . The total fair value of restricted stock and RSUs that vested during fiscal 2018 , 2017 and 2016 was \$2.9 million , \$1.7 million and \$1.6 million , respectively.

Darden stock units are granted at a value equal to the market price of our common stock on the date of grant and will be settled in cash at the end of their vesting periods, which typically range from three to five years, at the then market price of our common stock. Compensation expense is measured based on the market price of our common stock each period, is amortized over the vesting period and the vested portion is carried as a liability on our accompanying consolidated balance sheets. We also entered into equity forward contracts to hedge the risk of changes in future cash flows associated with the unvested, unrecognized Darden stock units granted (see Note 8 for additional information).

The following table presents a summary of our Darden stock unit activity as of and for the fiscal year ended May 27, 2018 :

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

| (All units settled in cash)     | Units<br>(in millions) | Weighted-Average<br>Fair Value<br>Per Unit |
|---------------------------------|------------------------|--|
| Outstanding beginning of period | 1.35                   | \$87.95                                    |
| Units granted                   | 0.42                   | 91.18                                      |
| Units vested                    | (0.30)                 | 85.76                                      |
| Units canceled                  | (0.08)                 | 63.58                                      |
| Outstanding end of period       | 1.39                   | \$87.88                                    |

As of May 27, 2018 , our total Darden stock unit liability was \$62.7 million , including \$26.1 million recorded in other current liabilities and \$36.6 million recorded in other liabilities on our consolidated balance sheets. As of May 28, 2017 , our total Darden stock unit liability was \$65.0 million , including \$24.0 million recorded in other current liabilities and \$41.0 million recorded in other liabilities on our consolidated balance sheets.

Based on the value of our common stock as of May 27, 2018 , there was \$44.8 million of unrecognized compensation cost related to Darden stock units granted under our incentive plans. This cost is expected to be recognized over a weighted-average period of 2.6 years but the amount that vests is ultimately dependent on the value of Darden stock at the vesting date. The total fair value of Darden stock units that vested during fiscal 2018 was \$25.8 million .

The following table presents a summary of our cash-settled performance stock unit activity as of and for the fiscal year ended May 27, 2018 :

| (All units settled in cash)     | Units<br>(in millions) | Weighted-Average<br>Fair Value<br>Per Unit |
|---------------------------------|------------------------|--|
| Outstanding beginning of period | 0.09                   | \$87.95                                    |
| Units vested                    | (0.09)                 | 83.85                                      |
| Outstanding end of period       | —                      | \$—  |

Beginning in fiscal 2016 , cash-settled performance stock units were replaced with two types of PRSUs: relative total shareholder return PRSUs and absolute PRSUs. These PRSUs vest over the service period which ranges from three to four years, and the number of units that actually vest is determined based on the achievement of performance criteria set forth in the award agreement. Relative total shareholder return PRSUs, which vest based on the achievement of market-based targets, are measured based on estimated fair value as of the date of grant using a Monte Carlo simulation, and amortized over the service period. Absolute PRSUs, which vest based on the achievement of company specific targets, are measured based on a value equal to the market price of our common stock on the date of grant, and amortized over the service period. Additionally, under special circumstances, Darden grants equity-settled PRSUs which are earned based on specific performance criteria. These PRSUs are measured based on a value equal to the market price of our common stock on the date of grant, and amortized over the service periods which generally range from two to five years.

The following table presents a summary of our equity-settled PRSU activity as of and for the fiscal year ended May 27, 2018 :

|                                 | Units<br>(in millions) | Weighted-Average<br>Grant Date<br>Fair Value<br>Per Unit |
|---------------------------------|------------------------|--|
| Outstanding beginning of period | 0.33                   | \$62.40  |
| Units granted                   | 0.24                   | 90.51  |
| Units canceled                  | (0.02)                 | 78.12  |
| Outstanding end of period       | 0.55                   | \$74.04  |

As of May 27, 2018 , there was \$21.8 million of unrecognized compensation cost related to unvested equity-settled PRSUs granted under our stock plans. This cost is expected to be recognized over a weighted-average period of 2.4 years. None of these equity-settled PRSUs vested during fiscal 2018 .

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

We maintain an Employee Stock Purchase Plan to provide eligible employees who have completed one year of service (excluding senior officers subject to Section 16(b) of the Securities Exchange Act of 1934, and certain other employees who are employed less than full time or own 5 percent or more of our capital stock or that of any subsidiary) an opportunity to invest up to \$5.0 thousand per calendar quarter to purchase shares of our common stock, subject to certain limitations. Under the plan, up to an aggregate of 5.2 million shares are available for purchase by employees at a purchase price that is 85.0 percent of the fair market value of our common stock on either the first or last trading day of each calendar quarter, whichever is lower. Cash received from employees pursuant to the plan during fiscal 2018, 2017 and 2016 was \$5.8 million, \$5.2 million and \$4.8 million, respectively.

### NOTE 16 - COMMITMENTS AND CONTINGENCIES

As collateral for performance on contracts and as credit guarantees to banks and insurers, we were contingently liable for guarantees of subsidiary obligations under standby letters of credit. At May 27, 2018 and May 28, 2017, we had \$96.9 million and \$127.5 million, respectively, of standby letters of credit related to workers' compensation and general liabilities accrued in our consolidated financial statements. At May 27, 2018 and May 28, 2017, we had \$17.6 million and \$10.6 million, respectively, of standby letters of credit related to contractual operating lease obligations and other payments. All standby letters of credit are renewable annually.

At May 27, 2018 and May 28, 2017, we had \$154.0 million and \$163.2 million, respectively, of guarantees associated with leased properties that have been assigned to third parties. These amounts represent the maximum potential amount of future payments under the guarantees. The fair value of these potential payments discounted at our weighted-average cost of capital at May 27, 2018 and May 28, 2017, amounted to \$131.0 million and \$137.6 million, respectively. We did not record a liability for the guarantees, as the likelihood of the third parties defaulting on the assignment agreements was deemed to be remote. In the event of default by a third party, the indemnity and default clauses in our assignment agreements govern our ability to recover from and pursue the third party for damages incurred as a result of its default. We do not hold any third-party assets as collateral related to these assignment agreements, except to the extent that the assignment allows us to repossess the building and personal property. These guarantees expire over their respective lease terms, which range from fiscal 2019 through fiscal 2031.

We are subject to private lawsuits, administrative proceedings and claims that arise in the ordinary course of our business. A number of these lawsuits, proceedings and claims may exist at any given time. These matters typically involve claims from guests, employees and others related to operational issues common to the restaurant industry, and can also involve infringement of, or challenges to, our trademarks. While the resolution of a lawsuit, proceeding or claim may have an impact on our financial results for the period in which it is resolved, we believe that the final disposition of the lawsuits, proceedings and claims in which we are currently involved, either individually or in the aggregate, will not have a material adverse effect on our financial position, results of operations or liquidity.

### NOTE 17 – SUBSEQUENT EVENT

On June 20, 2018, the Board of Directors declared a cash dividend of \$0.75 per share to be paid August 1, 2018 to all shareholders of record as of the close of business on July 10, 2018.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**NOTE 18 - QUARTERLY DATA (UNAUDITED)**

The following table summarizes unaudited quarterly data for fiscal 2018 and fiscal 2017 :

| (in millions, except per share data)            | Fiscal 2018 - Quarters Ended |            |            |            |            |
|---|------------------------------|------------|------------|------------|------------|
|   | Aug. 27                      | Nov. 26    | Feb. 25    | May 27     | Total      |
| Sales   | \$ 1,936.1                   | \$ 1,881.5 | \$ 2,128.4 | \$ 2,134.1 | \$ 8,080.1 |
| Earnings before income taxes                    | 159.5                        | 113.4      | 116.0      | 216.8      | 605.7      |
| Earnings from continuing operations             | 121.3                        | 88.6       | 218.5      | 175.4      | 603.8      |
| Losses from discontinued operations, net of tax | (2.3)                        | (3.9)      | (0.7)      | (0.9)      | (7.8)      |
| Net earnings                                    | 119.0                        | 84.7       | 217.8      | 174.5      | 596.0      |
| Basic net earnings per share:                   |                              |            |            |            |            |
| Earnings from continuing operations             | 0.97                         | 0.72       | 1.77       | 1.42       | 4.87       |
| Losses from discontinued operations             | (0.02)                       | (0.03)     | (0.01)     | (0.01)     | (0.06)     |
| Net earnings                                    | 0.95                         | 0.69       | 1.76       | 1.41       | 4.81       |
| Diluted net earnings per share:                 |                              |            |            |            |            |
| Earnings from continuing operations             | 0.95                         | 0.71       | 1.74       | 1.40       | 4.79       |
| Losses from discontinued operations             | (0.02)                       | (0.04)     | (0.01)     | (0.01)     | (0.06)     |
| Net earnings                                    | 0.93                         | 0.67       | 1.73       | 1.39       | 4.73       |
| Dividends paid per share                        | 0.63                         | 0.63       | 0.63       | 0.63       | 2.52       |
| Stock price:                                    |                              |            |            |            |            |
| High  | 95.22                        | 85.56      | 100.11     | 96.97      | 100.11     |
| Low   | 80.98                        | 76.27      | 79.88      | 82.38      | 76.27      |

| (in millions, except per share data)            | Fiscal 2017 - Quarters Ended |            |            |            |            |
|---|------------------------------|------------|------------|------------|------------|
|   | Aug. 28                      | Nov. 27    | Feb. 26    | May 28     | Total      |
| Sales   | \$ 1,714.4                   | \$ 1,642.5 | \$ 1,878.7 | \$ 1,934.6 | \$ 7,170.2 |
| Earnings before income taxes                    | 151.4                        | 107.0      | 220.2      | 158.7      | 637.3      |
| Earnings from continuing operations             | 111.1                        | 79.7       | 166.3      | 125.4      | 482.5      |
| Losses from discontinued operations, net of tax | (0.9)                        | (0.2)      | (0.7)      | (1.6)      | (3.4)      |
| Net earnings                                    | 110.2                        | 79.5       | 165.6      | 123.8      | 479.1      |
| Basic net earnings per share:                   |                              |            |            |            |            |
| Earnings from continuing operations             | 0.89                         | 0.65       | 1.34       | 1.00       | 3.88       |
| Losses from discontinued operations             | (0.01)                       | —          | (0.01)     | (0.01)     | (0.03)     |
| Net earnings                                    | 0.88                         | 0.65       | 1.33       | 0.99       | 3.85       |
| Diluted net earnings per share:                 |                              |            |            |            |            |
| Earnings from continuing operations             | 0.88                         | 0.64       | 1.32       | 0.99       | 3.83       |
| Losses from discontinued operations             | (0.01)                       | —          | —          | (0.01)     | (0.03)     |
| Net earnings                                    | 0.87                         | 0.64       | 1.32       | 0.98       | 3.80       |
| Dividends paid per share                        | 0.56                         | 0.56       | 0.56       | 0.56       | 2.24       |
| Stock price:                                    |                              |            |            |            |            |
| High  | 68.68                        | 74.99      | 79.43      | 89.14      | 89.14      |
| Low   | 59.50                        | 60.16      | 71.02      | 73.81      | 59.50      |

## **Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There were no changes in or disagreements with accountants on accounting and financial disclosure requiring disclosure under this Item.

## **Item 9A. CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act) as of May 27, 2018, the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of May 27, 2018.

During the fiscal quarter ended May 27, 2018, there was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

The annual report of our management on internal control over financial reporting, and the audit report of KPMG LLP, our independent registered public accounting firm, regarding our internal control over financial reporting are included in this Annual Report under the caption “Item 8 - Financial Statements and Supplementary Data.”

## **Item 9B. OTHER INFORMATION**

None.

## **PART III**

## **Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information contained in the sections entitled “Proposal 1 – Election of Eight Directors From the Named Director Nominees,” “Meetings of the Board of Directors and Its Committees,” “Corporate Governance and Board Administration” and “Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive Proxy Statement for our 2018 Annual Meeting of Shareholders is incorporated herein by reference. Information regarding executive officers is contained in Part I above under the heading “Executive Officers of the Registrant.”

All of our employees are subject to our Code of Conduct (Employee Code of Conduct). We also have a Code of Ethics for CEO and Senior Financial Officers (CEO and Senior Financial Officer Code of Ethics) that addresses many topics and highlights specific responsibilities of our CEO and senior financial officers. We also have a Code of Business Conduct and Ethics for the members of our Board of Directors (the Board Code of Conduct, and together with the Employee Code of Conduct, and the CEO and Senior Financial Officer Code of Ethics, our Codes of Business Conduct and Ethics). These documents are posted on our internet website at [www.darden.com](http://www.darden.com) and are available in print free of charge to any shareholder who requests them. We will disclose any amendments to or waivers of these Codes of Business Conduct and Ethics for directors, executive officers or Senior Financial Officers on our website.

We also have adopted a set of Corporate Governance Guidelines and charters for all of our Board committees: the Audit Committee, which was established in accordance with Section 5(a)(58)(A) of the Exchange Act, Compensation Committee, Nominating and Governance Committee and Finance Committee. The Corporate Governance Guidelines and committee charters are available on our website at [www.darden.com](http://www.darden.com) under the Investor Relations - Corporate Governance tab and in print free of charge to any shareholder who requests them. Written requests for our Code of Business Conduct and Ethics, Corporate Governance Guidelines and committee charters should be addressed to Darden Restaurants, Inc., 1000 Darden Center Drive, Orlando, Florida 32837, Attention: Corporate Secretary.

## **Item 11. EXECUTIVE COMPENSATION**

The information contained in the sections entitled “Director Compensation,” “Executive Compensation,” “Compensation Discussion and Analysis,” “Compensation Committee Report” and “Corporate Governance and Board Administration” in our definitive Proxy Statement for our 2018 Annual Meeting of Shareholders is incorporated herein by reference.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information contained in the sections entitled “Stock Ownership of Principal Shareholders,” “Stock Ownership of Management” and “Equity Compensation Plan Information” in our definitive Proxy Statement for our 2018 Annual Meeting of Shareholders is incorporated herein by reference.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information contained in the sections entitled “Related Party Transactions,” “Meetings of the Board of Directors and Its Committees” and “Corporate Governance and Board Administration” in our definitive Proxy Statement for our 2018 Annual Meeting of Shareholders is incorporated herein by reference.

**Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information contained in the section entitled “Independent Registered Public Accounting Firm Fees and Services” in our definitive Proxy Statement for our 2018 Annual Meeting of Shareholders is incorporated herein by reference.

**PART IV**

**Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(a) Documents filed as part of this report:**

**1. Financial Statements:**

All financial statements. See Index to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**2. Financial Statement Schedules:**

Not applicable.

**3. Exhibits:**

The exhibits listed in the accompanying Exhibit Index are filed as part of this Form 10-K and incorporated herein by reference. Pursuant to Item 601(b)(4) (iii) of Regulation S-K, copies of certain instruments defining the rights of holders of certain of our long-term debt are not filed, and in lieu thereof, we agree to furnish copies thereof to the Securities and Exchange Commission upon request. The Exhibit Index specifically identifies with an asterisk each management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K. We will furnish copies of any exhibit listed on the Exhibit Index upon request upon the payment of a reasonable fee to cover our expenses in furnishing such exhibits.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 20, 2018

DARDEN RESTAURANTS, INC.

By: /s/ Eugene I. Lee, Jr.

Eugene I. Lee, Jr., President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| <u>Signature</u>   | <u>Title</u>  | <u>Date</u>   |
|--|---|---------------|
| <u>/s/ Eugene I. Lee, Jr.</u><br>Eugene I. Lee, Jr.      | Director, President and Chief Executive Officer (Principal executive officer) | July 20, 2018 |
| <u>/s/ Ricardo Cardenas</u><br>Ricardo Cardenas          | Senior Vice President, Chief Financial Officer (Principal financial officer)  | July 20, 2018 |
| <u>/s/ John W. Madonna</u><br>John W. Madonna            | Senior Vice President, Corporate Controller (Principal accounting officer)    | July 20, 2018 |
| <u>/s/ Margaret Shan Atkins*</u><br>Margaret Shan Atkins | Director  |               |
| <u>/s/ James P. Fogarty*</u><br>James P. Fogarty         | Director  |               |
| <u>/s/ Cynthia T. Jamison*</u><br>Cynthia T. Jamison     | Director  |               |
| <u>/s/ Nana Mensah*</u><br>Nana Mensah                   | Director  |               |
| <u>/s/ William S. Simon*</u><br>William S. Simon         | Director  |               |
| <u>/s/ Charles M. Sonsteby*</u><br>Charles M. Sonsteby   | Chairman of the Board and Director  |               |

\* By: /s/ Anthony G. Morrow  
Anthony G. Morrow, Attorney-In-Fact  
July 20, 2018



## EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Title</u>  |
|-----------------------|---|
| 2.1                   | <a href="#"><u>Separation and Distribution Agreement, dated as of October 21, 2015, by and between Darden Restaurants, Inc. and Four Corners Property Trust, Inc. (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K filed October 21, 2015).</u></a>  |
| 2.2                   | <a href="#"><u>Agreement and Plan of Merger dated March 27, 2017, among Darden Restaurants, Inc., Continental Merger Sub, Inc., Cheddar's Restaurant Holding Corp. and Shareholder Representative Services LLC, as agent of the Equityholders (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K filed March 28, 2017).</u></a>  |
| 3.1                   | <a href="#"><u>Amended and Restated Articles of Incorporation effective June 29, 2016 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed July 5, 2016).</u></a>  |
| 3.2                   | <a href="#"><u>Bylaws as amended effective June 20, 2018 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed June 21, 2018).</u></a>  |
| 4.1                   | <a href="#"><u>Indenture dated as of January 1, 1996, between Darden Restaurants, Inc. and Wells Fargo Bank, National Association (as successor to Wells Fargo Bank Minnesota, National Association, formerly known as Norwest Bank Minnesota, National Association) (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-3 (Commission File No. 333-146582) filed October 9, 2007).</u></a>   |
| 4.2                   | <a href="#"><u>Officers' Certificate and Authentication Order, dated August 9, 2005, for the 6.000% Senior Notes due 2035 (which includes the form of Note) issued pursuant to the Indenture dated as of January 1, 1996, between Darden Restaurants, Inc. and Wells Fargo Bank, National Association (as successor to Wells Fargo Bank Minnesota, National Association, formerly known as Norwest Bank Minnesota, National Association), as Trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed August 11, 2005).</u></a>  |
| 4.3                   | <a href="#"><u>Officers' Certificate and Authentication Order, dated October 10, 2007, for the 6.800% Senior Notes due 2037 (which includes the form of Note) issued pursuant to the Indenture dated as of January 1, 1996, between Darden Restaurants, Inc. and Wells Fargo Bank, National Association (as successor to Wells Fargo Bank Minnesota, National Association, formerly known as Norwest Bank Minnesota, National Association), as Trustee (incorporated by reference to Exhibit 4.3 to our Current Report on Form 8-K filed October 16, 2007).</u></a>   |
| 4.4.                  | <a href="#"><u>Officers' Certificate and Authentication Order dated April 18, 2017 for the 3.850% Senior Notes due 2027 (which includes the form of Note) issued pursuant to the Indenture dated as of January 1, 1996, between the Company and Wells Fargo Bank, National Association (as successor to Wells Fargo Bank Minnesota, National Association, formerly known as Norwest Bank Minnesota, National Association), as Trustee (incorporated by reference to Exhibit 4.1 to our Amendment to Current Report on Form 8-K/A dated April 18, 2017).</u></a>   |
| 4.5                   | <a href="#"><u>First Supplemental Indenture dated as of February 20, 2018 to the Indenture dated as of January 1, 1996, all between the Company and Wells Fargo Bank, National Association (as successor to Wells Fargo Bank Minnesota, National Association, formerly known as Norwest Bank Minnesota, National Association), as Trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed February 22, 2018).</u></a>   |
| 4.6                   | <a href="#"><u>Officers' Certificate and Authentication Order dated February 22, 2018 for the 4.550% Senior Notes due 2048 (which includes the form of Note) issued pursuant to the Indenture dated as of January 1, 1996, as amended and supplemented by the First Supplemental Indenture dated as of February 20, 2018 between the Company and Wells Fargo Bank, National Association (as successor to Wells Fargo Bank Minnesota, National Association, formerly known as Norwest Bank Minnesota, National Association), as Trustee (incorporated by reference to Exhibit 4.1 to our Amendment to Current Report on Form 8-K/A filed February 22, 2018).</u></a> |
| *10.1                 | <a href="#"><u>Amended and Restated Darden Restaurants, Inc. Benefits Trust Agreement dated as of March 23, 2011, between Darden Restaurants, Inc. and Wells Fargo Bank, National Association (as successor to Wells Fargo Bank Minnesota, National Association, formerly known as Norwest Bank Minnesota, National Association) (incorporated by reference to Exhibit 10 to our Quarterly Report on Form 10-Q for the fiscal quarter ended February 27, 2011).</u></a>   |
| *10.2                 | <a href="#"><u>Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10 to our Current Report on Form 8-K filed September 20, 2013).</u></a>   |
| *10.3                 | <a href="#"><u>Form of Non-Qualified Stock Option Award Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10(o) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2009).</u></a>   |
| *10.4                 | <a href="#"><u>RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan, as amended (incorporated by reference to Exhibit 10(aa) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2009).</u></a>  |

- \*10.5 [Form of Non-Qualified Stock Option Award Agreement under the RARE Hospitality International, Inc. Amended and Restated 2002 Long-Term Incentive Plan, as amended \(incorporated by reference to Exhibit 10\(bb\) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2009\).](#)
- \*10.6 [Form of annual Non-employee Director Restricted Stock Units Award Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended \(incorporated by reference to Exhibit 10\(mm\) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2015\).](#)
- \*10.7 [Form of initial Non-employee Director Restricted Stock Units Award Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended \(incorporated by reference to Exhibit 10\(nn\) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2015\).](#)
- \*10.8 [Form of quarterly Non-employee Director Restricted Stock Units Award Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended \(incorporated by reference to Exhibit 10\(oo\) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2015\).](#)
- \*10.9 [Form of annual Non-employee Director Stock Option Award Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended \(incorporated by reference to Exhibit 10\(pp\) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2015\).](#)
- \*10.10 [Form of initial Non-employee Director Stock Option Award Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended \(incorporated by reference to Exhibit 10\(qq\) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2015\).](#)
- \*10.11 [Form of Change in Control Agreement \(incorporated by reference to Exhibit 10\(rr\) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2015\).](#)
- \*10.12 [Form of Restricted Stock Units Award Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended \(incorporated by reference to Exhibit 10\(ss\) to our Annual Report on Form 10-K for the fiscal year ended May 31, 2015\).](#)
- \*10.13 [Form of Performance Restricted Stock Unit Award Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended \(incorporated by reference to Exhibit 10.11 to our Quarterly Report on Form 10-Q for the fiscal quarter ended August 30, 2015\).](#)
- \*10.14 [Form of Non-Qualified Stock Option Agreement under the Darden Restaurants, Inc. 2002 Stock Incentive Plan, as amended \(incorporated by reference to Exhibit 10.12 to our Quarterly Report on Form 10-Q for the fiscal quarter ended August 30, 2015\).](#)
- \*10.15 [Darden Restaurants, Inc. 2015 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed September 22, 2015\).](#)
- \*10.16 [Form of Nonqualified Stock Option Award Agreement under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.13 to our Quarterly Report on Form 10-Q for the fiscal quarter ended August 30, 2015\).](#)
- \*10.17 [Form of Restricted Stock Unit Award Agreement for Non-Employee Directors \(Quarterly Grant in Lieu of Cash Retainer\) under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.14 to our Quarterly Report on Form 10-Q for the fiscal quarter ended August 30, 2015\).](#)
- \*10.18 [Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.15 to our Quarterly Report on Form 10-Q for the fiscal quarter ended August 30, 2015\).](#)
- \*10.19 [Form of Performance Stock Unit Award Agreement \(United States\) under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.16 to our Quarterly Report on Form 10-Q for the fiscal quarter ended August 30, 2015\).](#)
- \*10.20 [Form of Restricted Stock Unit Award Agreement under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.49 to our Annual Report on Form 10-K for the fiscal year ending May 29, 2016\).](#)
- \*10.21 [Form of Restricted Stock Unit Award Agreement for Todd Burrowes under the Darden Restaurants, Inc. 2002 Stock Incentive Plan \(incorporated by reference to Exhibit 10.50 to our Annual Report on Form 10-K for the fiscal year ending May 29, 2016\).](#)
- \*10.22 [Form of Nonqualified Stock Option Award Agreement under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.54 to our Annual Report on Form 10-K for the fiscal year ending May 29, 2016\).](#)
- \*10.23 [Form of Performance Stock Unit Award Agreement \(United States\) under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.55 to our Annual Report on Form 10-K for the fiscal year ending May 29, 2016\).](#)

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| *10.24  | <a href="#">Form of Restricted Stock Unit Award Agreement (United States) under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.56 to our Annual Report on Form 10-K for the fiscal year ending May 29, 2016).</a>  |
| *10.25  | <a href="#">Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.58 to our Annual Report on Form 10-K for the fiscal year ending May 29, 2016).</a>                                   |
| *10.26  | <a href="#">Form of Nonqualified Stock Option Award Agreement under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.40 to our Annual Report on Form 10-K for the fiscal year ending May 28, 2017).</a>  |
| *10.27  | <a href="#">Form of Performance Stock Unit Award Agreement under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.41 to our Annual Report on Form 10-K for the fiscal year ending May 28, 2017).</a>   |
| *10.28  | <a href="#">Form of Restricted Stock Unit Award Agreement (United States) under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.42 to our Annual Report on Form 10-K for the fiscal year ending May 28, 2017).</a>  |
| *10.29  | <a href="#">Form of Restricted Stock Award Agreement under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.43 to our Annual Report on Form 10-K for the fiscal year ending May 28, 2017).</a>   |
| *10.30  | <a href="#">Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.44 to our Annual Report on Form 10-K for the fiscal year ending May 28, 2017).</a>                                   |
| *10.31  | <a href="#">Special Equity Award Grant Agreement under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan between the Company and Eugene I. Lee, Jr., dated as of June 29, 2017 (incorporated by reference to Exhibit 10.45 to our Annual Report on Form 10-K for the fiscal year ending May 28, 2017).</a> |
| *10.32  | <a href="#">Darden Restaurants, Inc. Amended and Restated FlexComp Plan, amended and restated as of June 1, 2017 (incorporated by reference to Exhibit 10.46 to our Annual Report on Form 10-K for the fiscal year ending May 28, 2017).</a>  |
| 10.33   | <a href="#">Credit Agreement, dated as of October 27, 2017, among Darden Restaurants, Inc., certain lenders party thereto and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed November 1, 2017).</a>                            |
| *10.34  | <a href="#">Amendment to Darden Restaurants, Inc. 2015 Omnibus Incentive Plan, adopted May 23, 2018.</a>  |
| *10.35  | <a href="#">Form of Performance Stock Unit Award Agreement (United States) under the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan.</a>  |
| *10.36  | <a href="#">RARE Hospitality International, Inc. Deferred Compensation Plan, as amended and restated effective as of January 1, 2009.</a>   |
| *10.37  | <a href="#">Amendment to the RARE Hospitality Management [sic], Inc. Deferred Compensation Plan, effective July 28, 2014.</a>   |
| 12      | <a href="#">Computation of Ratio of Consolidated Earnings to Fixed Charges.</a>   |
| 21      | <a href="#">Subsidiaries of Darden Restaurants, Inc.</a>  |
| 23      | <a href="#">Consent of Independent Registered Public Accounting Firm.</a>   |
| 24      | <a href="#">Power of Attorney.</a>  |
| 31(a)   | <a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   |
| 31(b)   | <a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   |
| 32(a)   | <a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>   |
| 32(b)   | <a href="#">Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>   |
| 101.INS | XBRL Instance Document  |
| 101.SCH | XBRL Schema Document  |
| 101.CAL | XBRL Calculation Linkbase Document  |
| 101.DEF | XBRL Definition Linkbase Document   |

101.LAB XBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

\* Items marked with an asterisk are management contracts or compensatory plans or arrangements required to be filed as an exhibit pursuant to Item 15 of Form 10-K and Item 601(b)(10)(iii)(A) of Regulation S-K.

**Amendment to the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan.**

On May 23, 2018, the Compensation Committee of the Darden Restaurants, Inc. Board of Directors (the “Committee”) approved an amendment to the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan (the “Omnibus Incentive Plan”), effective as of November 2, 2017, by adding the following new section to the Omnibus Incentive Plan immediately following Section 13.6.8 thereof:

“ **13.6.9 Grandfathered Status.** All Grandfathered Awards are intended to be exempt from the changes to Section 162(m) of the Code under Section 13601(e)(2) of the Tax Cuts and Jobs Act (P.L. 115-97) and shall be administered appropriately under the terms of the Plan so that such Performance-Based Awards shall continue to receive the favorable tax treatment provided to Qualified Performance-Based Compensation under former Section 162(m). For purposes of this **Section 13.6.9**, the term “Grandfathered Awards” shall mean Performance-Based Awards granted to Covered Employees on or before November 2, 2017 that were intended to constitute Qualified Performance-Based Compensation and remain outstanding.”

**DARDEN RESTAURANTS, INC.**  
**2015 OMNIBUS INCENTIVE PLAN**

**FY 20[ ] PERFORMANCE STOCK UNIT AWARD AGREEMENT**  
(United States)

This Performance Stock Unit Award Agreement (the “Agreement”) is between Darden Restaurants, Inc., a Florida corporation (the “Company”), and you, a person notified by the Company, and identified in the Company’s records, as the recipient of an Award of performance-based Restricted Stock Units (“Performance Stock Units”) during the Company’s fiscal year 20[ ]. This Agreement is effective as of the Grant Date communicated to you and set forth in the Company’s records.

The Company wishes to award to you Performance Stock Units representing the opportunity to earn shares of Stock, subject to the terms and conditions set forth in this Agreement, in order to carry out the purpose of the Company’s 2015 Omnibus Incentive Plan (the “Plan”).

Accordingly, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Company and you hereby agree as follows:

1. Award of Performance Stock Units.

The Company hereby grants to you, effective as of the Grant Date, an Award of Performance Stock Units for that number of Performance Stock Units communicated to you and set forth in the Company’s records (the “PSUs”), on the terms and conditions set forth in such communication, this Agreement and the Plan. Each PSU represents the right to receive one share of Stock, subject to the terms and conditions set forth herein.

2. Rights with Respect to the PSUs.

The PSUs granted hereunder do not and shall not give you any of the rights and privileges of a shareholder of Stock. Your rights with respect to the PSUs shall remain forfeitable at all times prior to the date or dates on which such rights become vested, and the restrictions with respect to the PSUs lapse, in accordance with Sections 3 or 4 hereof. Your right to receive cash payments and other distributions with respect to the PSUs is more particularly described in Sections 7(b) and (c) hereof.

3. Vesting.

(a) Subject to the terms and conditions of this Agreement, including the clawback and forfeiture provisions under Section 6 and Section 10 below, the Earned PSUs (as defined below), if any, shall vest, and the restrictions with respect to the PSUs shall lapse, on the dates and in the amounts set forth in this Agreement if you remain continuously employed by the Company or an Affiliate until the date you become vested in accordance with the terms and conditions of this Agreement.

(b) The number of PSUs that shall become earned, if any (the “Earned PSUs”), following the end of the period commencing on [ ] (the “Commencement Date”)

and ending on [ \_\_\_\_\_ ] (the “Performance Period”) <sup>1</sup> shall be determined by multiplying the PSUs by the Earned Percentage, calculated as set forth in Exhibit A to this Agreement, and may range from [zero to one hundred fifty percent (150%) of the PSUs].

(c) The Earned PSUs, if any, shall vest as follows: (i) fifty percent (50%) shall vest on the third anniversary of the Grant Date, and (ii) fifty percent (50%) shall vest on the fourth anniversary of the Grant Date (the “End Date”). [Alternative: The Earned PSUs, if any, shall vest one hundred (100%) on the [insert: applicable date].] <sup>2</sup>

(d) The calculations under this Section 3 shall be made by the Committee following the end of the Performance Period and any vesting resulting from such calculations shall be effective as of the applicable vesting date. Any PSUs that do not vest on a vesting date pursuant to the terms of Section 3 or 4 shall be immediately and irrevocably forfeited, including the right to receive cash payments and other distributions pursuant to Sections 7(b) and (c) hereof, as of such vesting date.

(e) The Committee administering the Plan shall have the authority to make any determinations regarding questions arising from the application of the provisions of this Section 3, which determination shall be final, conclusive and binding on you and the Company.

#### 4. Forfeiture; Early Vesting.

If you cease to be employed by the Company or an Affiliate prior to the vesting or forfeiture of the PSUs pursuant to Section 3 hereof, your rights to all of the PSUs shall be immediately and irrevocably forfeited, including the right to receive cash payments and other distributions pursuant to Sections 7(b) and (c) hereof. Notwithstanding the foregoing, the PSUs shall vest subject to the terms and conditions of this Agreement, including the clawback and forfeiture provisions under Section 6 and Section 10 below: <sup>3</sup>

(a) If, within two years after the date of the consummation of a Change in Control that occurs after the Grant Date, the Company terminates your employment for any reason other than for Cause (using the standard definition set forth in Section 2.8 of the Plan), death or Disability, or you terminate employment for Good Reason, the Earned Percentage shall be deemed to be one hundred percent (100%) and you shall become immediately and unconditionally vested in all of the Earned PSUs. If you are a person otherwise described in either (i) Sections 4(b) or 4(c) due to having Retired (as defined in Section 4(h) below, (ii) Section 4(d) due to having had an Involuntary Termination (as defined in Section 4(d) below) or (iii) Section 4(f) due to becoming Disabled (as defined

<sup>1</sup> **Note to Draft** : The alternative provision is to allow for different lengths of the performance period.

<sup>2</sup> **Note to Draft** : The alternative provision is to allow for full vesting at the end of the performance period. -

<sup>3</sup> **Note to Draft** : The intent is for the retirement provisions in Sections 4(b) and (c) to be included in annual grants and to have the flexibility to include or exclude these provisions in off-cycle grants. The CEO has the flexibility, in his sole discretion, to include or exclude the Rule of 70 provision in Section 4(d).

in Section 4(f) below), in each case within two years after the date of a Change in Control that occurs after the Grant Date, then you shall be entitled to vested PSUs and Earned Percentage as described in this Section 4(a).

(b) [Except as otherwise provided in Section 4(a) above, if you Retire (as defined under Section 4(h) below) on or after age 65 with five years of service with the Company or an Affiliate (pursuant to the method for crediting service under the Darden Savings Plan) (“Normal Retirement”) prior to the vesting or forfeiture of the PSUs pursuant to Section 3 hereof, then the number of PSUs that become earned shall be determined at the end of the Performance Period in accordance with Section 3(b) hereof, and the Earned PSUs, if any, shall become fully vested [(x)] as of the last day of the Performance Period[ if you retire on or prior to the third anniversary of the Grant Date or (y) as of the date of your Normal Retirement if you retire after the third anniversary of the Grant Date].]

(c) [Except as otherwise provided in Section 4(a) above, if you Retire on or after age 55 with ten years of service with the Company or an Affiliate (pursuant to the method for crediting service under the Darden Savings Plan) but before Normal Retirement (“Early Retirement”) prior to the vesting or forfeiture of the PSUs pursuant to Section 3 hereof, then the number of PSUs that become earned shall be determined at the end of the Performance Period in accordance with Section 3(b) hereof, and the Earned PSUs, if any, shall become vested [(x)] as of the last day of the Performance Period[ if you retire on or prior to the third anniversary of the Grant Date, or (y) as of the date of your Early Retirement if you retire after the third anniversary of the Grant Date, in each case] on a pro rata basis, determined based on the number of full months of employment completed from the Commencement Date to the date of your Early Retirement divided by the number of full months during the period commencing on the Commencement Date and ending on the End Date.]

(d) [Except as otherwise provided in Section 4(a) above, if your age and service with the Company or an Affiliate (pursuant to the method for crediting service under the Darden Savings Plan) is equal to or greater than 70 on the date your employment is involuntarily terminated without Cause (“Involuntary Termination”) prior to the vesting or forfeiture of the PSUs pursuant to Section 3 hereof, then the number of PSUs that become earned shall be determined at the end of the Performance Period in accordance with Section 3(b) hereof, and the Earned PSUs, if any, shall become vested [(x)] as of the last day of the Performance Period[ if your Involuntary Termination occurs on or prior to the third anniversary of the Grant Date, or (y) as of the date of your Involuntary Termination if such termination occurs after the third anniversary of the Grant Date, in each case] on a pro rata basis, determined based on the number of full months of employment completed from the Commencement Date to the date of your Involuntary Termination divided by the number of full months during the period commencing on the Commencement Date and ending on the End Date.]

(e) If you terminate employment with the Company or an Affiliate due to death prior to the vesting or forfeiture of the PSUs pursuant to Section 3, the Earned Percentage



shall be deemed to be one hundred percent (100%) and you shall become immediately and unconditionally vested in all of the Earned PSUs as of the date of your death.

(f) Except as otherwise provided in Section 4(a) above, if you terminate employment with the Company or an Affiliate on account of becoming Disabled (as defined below) prior to the vesting or forfeiture of the PSUs pursuant to Section 3 hereof, then the number of PSUs that become earned shall be determined at the end of the Performance Period in accordance with Section 3(b) hereof, and the Earned PSUs, if any, shall become vested [(x)] as of the last day of the Performance Period[ if you become Disabled on or prior to the third anniversary of the Grant Date, or (y) as of the date on which you become Disabled if such date occurs after the third anniversary of the Grant Date, in each case] on a pro rata basis, determined based on the number of full months of employment completed from the Commencement Date to the date on which you determined to be Disabled divided by the number of full months during the period commencing on the Commencement Date and ending on the End Date. For purposes of this Agreement, “Disabled” or “Disability” means (i) being treated as disabled under the applicable plan of long-term disability of the Company or an Affiliate; (ii) becoming eligible for disability benefits under the Social Security Act; or (iii) the Company, in its sole discretion, determines you to be “Disabled” for purposes of this Agreement.

(g) For purposes of this Agreement, “Good Reason” means:

(i) without your express written consent, (a) the assignment to you of any duties inconsistent in any substantial respect with your position, authority or responsibilities as in effect during the 90-day period immediately preceding the date of the consummation of a Change in Control or (b) any other substantial adverse change in such position (including titles), authority or responsibilities; or

(ii) a material reduction in your base salary, target annual bonus opportunity, long-term incentive opportunity or aggregate employee benefits as in effect immediately prior to the date of the consummation of a Change in Control, other than (a) an inadvertent failure remedied by the Company promptly after receipt of notice thereof given by you or (b) with respect to aggregate employee benefits only, any such failure resulting from an across-the-board reduction in employee benefits applicable to all similarly situated employees of the Company generally.

You shall only have Good Reason if (A) you have provided notice of termination to the Company of any of the foregoing conditions within ninety (90) days of the initial existence of the condition, (B) the Company has been given at least thirty (30) days following receipt of such notice to cure such condition, and (C) if such condition is not cured within such thirty (30) day period, you actually terminate employment within sixty (60) days after the notice of termination. Your mental or physical incapacity following the occurrence of an event described above in clauses (i) or (ii) shall not affect your ability to terminate employment for Good Reason and your death following delivery of a notice of termination for Good Reason shall not affect your estate’s entitlement to settlement of the PSUs as provided hereunder upon a termination of employment for Good Reason.

(h) [For purposes of this Agreement, “Retire” means that you voluntarily terminate your employment with the Company and its Affiliates after having attained a combination of age and years of service that meets the requirements of either Section 4(b) or Section 4(c) above and, prior to such employment termination, you have: (i) given the Company’s Chief Human Relations Officer (“CHRO”) or your immediate supervisor at least three months’ prior written notice (or such shorter period of time approved in writing by the CHRO or your immediate supervisor) of your intended retirement date and (ii) completed transition duties and responsibilities as determined by the CHRO and/or your immediate supervisor during the notice period in a satisfactory manner, as reasonably determined by either of them. Notwithstanding the foregoing, you shall be deemed to Retire for purposes of this Section if your employment is involuntarily terminated by the Company without Cause after having met one of the age and service requirements set forth above, provided that you have timely completed transition duties and responsibilities as determined by the CHRO and/or your immediate supervisor, if any, in a satisfactory manner, as reasonably determined by either of them.]

5. Restriction on Transfer.

Except as contemplated by Section 7(a), none of the PSUs may be sold, assigned, transferred, pledged, attached or otherwise encumbered, and no attempt to transfer the PSUs, whether voluntary or involuntary, by operation of law or otherwise, shall vest the transferee with any interest or right in or with respect to the PSUs.

6. Application of Clawback Policy and Stock Ownership Policy

The PSUs and any rights to Stock or other property in connection with the PSUs are subject to terms and conditions of the Company’s Clawback Policy and Stock Ownership Policy (collectively, the “Policies”), each as may be amended and in effect from time to time. By accepting the PSUs, you voluntarily agree and acknowledge that: (a) the Policies have been previously provided to you, (b) the Policies are part of this Performance Stock Unit Award Agreement, (c) the Company may cancel the PSUs, require reimbursement of Stock acquired under the PSUs and effect any other right of recoupment as provided under the Plan or otherwise in accordance with these Policies as they currently exist or as they may from time to time be adopted or modified in the future by the Company, (d) you may be required to repay to the Company certain previously paid compensation, whether provided under the Plan, the PSUs, or otherwise in accordance with the Clawback Policy, and (e) you understand the terms and conditions set forth in the Policies and this Section 6. The Company’s rights under this Section 6 shall be in addition to its rights under Section 3.3.2 of the Plan.

7. Settlement of PSUs; Issuance of Stock.

(a) No shares of Stock shall be issued to you (or your beneficiary or, if none, your estate in the event of your death) prior to the date on which the applicable PSUs vest, in accordance with the terms and conditions set forth in this Agreement.

(i) Except as otherwise provided in this Section 7(a), the Company shall promptly following the third anniversary of the Grant Date or the fourth

anniversary of the Grant Date, as applicable, but no later than the 15<sup>th</sup> day of the third month following the end of the Company's taxable year that includes the third anniversary of the Grant Date or the fourth anniversary of the Grant Date, as applicable, with respect to PSUs that vest pursuant to Section 3(c) hereof, subject to any applicable withholding taxes pursuant to Section 9 hereof, cause the shares of Stock underlying your vested PSUs (as adjusted by the applicable Earned Percentage) to be delivered in such a manner as the Committee, in its sole discretion, deems appropriate, including by book-entry or direct registration (including transaction advices) or in the form of a stock certificate or certificates, registered in your name.

(ii) In the event that your employment terminates in accordance with the provisions of Sections 4(a) or 4(e) hereof, the Company shall promptly following the date on which your employment with the Company terminates, but no later than the 15<sup>th</sup> day of the third month following the end of the Company's taxable year that includes the date on which your employment with the Company terminates, with respect to PSUs that vest pursuant to Sections 4(a) or 4(e) hereof, subject to any applicable withholding taxes pursuant to Section 9 hereof, cause the shares of Stock underlying your vested PSUs (as adjusted by the applicable Earned Percentage) to be delivered in such a manner as the Committee, in its sole discretion, deems appropriate, including by book-entry or direct registration (including transaction advices) or in the form of a stock certificate or certificates, registered in your name or in the names of your legal representatives, beneficiaries or heirs, as the case may be.

(iii) In the event that your employment terminates in accordance with the provisions of Section 4(d) hereof and is not described in Section 7(a)(ii) above, the Company shall (x) promptly following the last day of the Performance Period, but no later than the 15<sup>th</sup> day of the third month following the end of the Company's taxable year that includes the last day of the Performance Period, with respect to PSUs that vest pursuant to Section 4(d) hereof on account of your termination of employment with the Company on or prior to the third anniversary of the Grant Date, or (y) promptly following the date on which your employment with the Company terminates, but no later than the 15<sup>th</sup> day of the third month following the end of the Company's taxable year that includes the date on which your employment with the Company terminates, with respect to PSUs that vest pursuant to Section 4(d) hereof on account of your termination of employment with the Company after the third anniversary of the Grant Date, and, in each case, subject to any applicable withholding taxes pursuant to Section 9 hereof, cause the shares of Stock underlying your vested PSUs (as adjusted by the applicable Earned Percentage) to be delivered in such a manner as the Committee, in its sole discretion, deems appropriate, including by book-entry or direct registration (including transaction advices) or in the form of a stock certificate or certificates, registered in your name or in the names of your legal representatives, beneficiaries or heirs, as the case may be.

(iv) In the event that your employment terminates in accordance with the provisions of Sections 4(b), 4(c) or 4(f) hereof and is not described in Section 7(a)(ii) above, the Company shall (x) promptly following the last day of the Performance Period, but no later than the 15<sup>th</sup> day of the third month following the end of the Company's taxable year that includes the last day of the Performance Period, with respect to PSUs that vest pursuant to Sections 4(b), 4(c) or 4(f) hereof on account of your termination of employment with the Company on or prior to the third anniversary of the Grant Date, or (y) during the month of August of the calendar year in which the fourth anniversary of the Grant Date occurs, with respect to PSUs that vest pursuant to Sections 4(b), 4(c) or 4(f) hereof on account of your eligibility for retirement or termination of employment with the Company after the third anniversary of the Grant Date, and, in each case, subject to any applicable withholding taxes pursuant to Section 9 hereof, cause the shares of Stock underlying your vested PSUs (as adjusted by the applicable Earned Percentage) to be delivered in such a manner as the Committee, in its sole discretion, deems appropriate, including by book-entry or direct registration (including transaction advices) or in the form of a stock certificate or certificates, registered in your name or in the names of your legal representatives, beneficiaries or heirs, as the case may be.]

[ Alternative Language for PSUs Settled at One Time Shortly after End of Performance Period <sup>4</sup>

(a) No shares of Stock shall be issued to you (or your beneficiary or, if none, your estate in the event of your death) prior to the date on which the applicable PSUs vest, in accordance with the terms and conditions set forth in this Agreement. Except as otherwise provided in this Section 7(a), the Company shall promptly following the end of the Performance Period, but no later than the 15<sup>th</sup> day of the third month following the end of the Company's taxable year that includes the second anniversary of the Grant Date with respect to PSUs that vest pursuant to Section 3(c) hereof, subject to any applicable withholding taxes pursuant to Section 9 hereof, cause the shares of Stock underlying your vested PSUs (as adjusted by the applicable Earned Percentage) to be delivered in such a manner as the Committee, in its sole discretion, deems appropriate, including by book-entry or direct registration (including transaction advices) or in the form of a stock certificate or certificates, registered in your name.

(i) In the event that your employment terminates in accordance with the provisions of Sections 4(a) or 4(e) hereof, the Company shall promptly following the date on which your employment with the Company terminates, but no later than the 15<sup>th</sup> day of the third month following the end of the Company's taxable year that includes the date on which your employment with the Company terminates, with respect to PSUs that vest pursuant to Sections 4(a) or 4(e) hereof, subject to any applicable withholding taxes pursuant to Section 9 hereof, cause the shares of Stock underlying your vested PSUs (as adjusted by the

<sup>4</sup> **Note to Draft** : Revised payment language included to accommodate PSU grants that are to be settled fully shortly after the end of the performance period or settled following certain terminations of employment.

applicable Earned Percentage) to be delivered in such a manner as the Committee, in its sole discretion, deems appropriate, including by book-entry or direct registration (including transaction advices) or in the form of a stock certificate or certificates, registered in your name or in the names of your legal representatives, beneficiaries or heirs, as the case may be.

(ii) In the event that your employment terminates in accordance with the provisions of Sections 4(b), 4(c), 4(d), or 4(f) hereof and is not described in Section 7(a)(i) above, the Company shall promptly following the last day of the Performance Period, but no later than the 15<sup>th</sup> day of the third month following the end of the Company's taxable year that includes the last day of the Performance Period, with respect to PSUs that vest pursuant to Sections 4(b), 4(c), 4(d), or 4(f) hereof on account of your termination of employment with the Company on or prior to the second anniversary of the Grant Date, subject to any applicable withholding taxes pursuant to Section 9 hereof, cause the shares of Stock underlying your vested PSUs (as adjusted by the applicable Earned Percentage) to be delivered in such a manner as the Committee, in its sole discretion, deems appropriate, including by book-entry or direct registration (including transaction advices) or in the form of a stock certificate or certificates, registered in your name or in the names of your legal representatives, beneficiaries or heirs, as the case may be.]

[Notwithstanding the foregoing, any distribution (including any distribution of amounts otherwise described in Sections 7(b) and (c) below) to any "specified employee" as determined in accordance with procedures adopted by the Company that reflect the requirements of Code Section 409A(a)(2)(B)(i) (and any applicable guidance thereunder), that constitutes "deferred compensation" under Code Section 409A and is on account of your "separation from service" (within the meaning of Code Section 409A) shall be made as soon as reasonably practicable after the first day of the seventh month following such separation from service (or, if earlier, the date of the specified employee's death) as required to comply with Code Section 409A. The Company will not deliver any fractional share of Stock but will pay, in lieu thereof, the Fair Market Value of such fractional share of Stock relating to any vested PSU. In the event of your death after your retirement or termination of employment and before payment, the number of shares of Stock otherwise deliverable and the amount otherwise payable under this Section 7(a) shall be delivered or paid, as applicable, to your beneficiary or, if none, your estate as soon as practicable after your death. No transfer by will or the Applicable Laws of descent and distribution of any PSUs which vest by reason of your death shall be effective to bind the Company unless the Committee administering the Plan shall have been furnished with written notice of such transfer and a copy of the will or such other evidence as the Committee may deem necessary to establish the validity of the transfer.]<sup>5</sup>

(b) On each date on which shares of Stock under Section 7(a) are delivered to you (or your beneficiary or, if none, your estate in the event of your death), the Company shall also deliver to you (or your beneficiary or, if none, your estate in the event of your

<sup>5</sup> **Note to Draft:** This paragraph is only required if payment can be made on an accelerated basis on account of separation from service.

death) the number of additional shares of Stock, the number of any other securities of the Company and the value or actual issuance of any other property (in each case as determined by the Committee) (except for cash dividends and other cash distributions), in each case that the Company would have distributed to you during the period commencing on the Grant Date and ending on the applicable vesting date in respect of the shares of Stock that are being delivered to you under Section 7(a) had such shares been issued to you on the Grant Date, without interest, and less any tax withholding amount applicable to such distribution. To the extent that the PSUs are forfeited prior to vesting, the right to receive such distributions shall also be forfeited.

(c) On each date on which shares of Stock under Section 7(a) are delivered to you (or your beneficiary or, if none, your estate in the event of your death), the Company shall also deliver to you (or your beneficiary or, if none, your estate in the event of your death) the number of shares of Stock having an aggregate Fair Market Value (as determined by the Committee) equal to the aggregate amount of cash dividends and other cash distributions that the Company would have paid to you during the period commencing on the Grant Date and ending on the applicable vesting date in respect of the shares of Stock that are being delivered to you under Section 7(a) had such shares been issued to you on the Grant Date, without interest, and less any applicable withholding taxes. To the extent that the PSUs are forfeited prior to vesting, the right to receive such shares of Stock shall also be forfeited.

#### 8. Adjustments.

In the event that the Committee administering the Plan shall determine that any dividend or other distribution (whether in the form of cash, shares of Stock, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase or exchange of shares or other securities of the Company, issuance of warrants or other rights to purchase shares or other securities of the Company or other similar corporate transaction or event affects the Stock such that an adjustment of the PSUs is determined by the Committee administering the Plan to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under this Agreement, then the Committee shall, in such manner as it may deem equitable, in its sole discretion, adjust any or all of the number and type of shares subject to the PSUs.

#### 9. Taxes.

(a) You acknowledge that you will consult with your personal tax advisor regarding the income tax consequences of the grant of the PSUs, the receipt of cash payments or other distributions pursuant to Section 7 hereof, the vesting of the PSUs and the receipt of shares of Stock upon the settlement of the PSUs, and any other matters related to this Agreement. In order to comply with all applicable federal, state, local or foreign income tax laws or regulations, the Company may take such action as it deems appropriate to ensure that all applicable federal, state, local or foreign payroll, withholding, income or other taxes, which are your sole and absolute responsibility, are withheld or collected from you.

(b) In accordance with the terms of the Plan, and such rules as may be adopted by the Committee administering the Plan, you may elect to satisfy any applicable tax withholding obligations arising from the vesting of the PSUs and the corresponding receipt of shares of Stock and cash payments by (i) delivering cash (including check, draft, money order or wire transfer made payable to the order of the Company), (ii) having the Company withhold a portion of the shares of Stock or cash otherwise to be delivered or paid having a Fair Market Value equal to the minimum statutory withholding amount or such greater amount as may be permitted under applicable accounting standards, or (iii) delivering to the Company shares of Stock having a Fair Market Value equal to the amount of such taxes. Your election must be made on or before the date that the amount of tax to be withheld is determined. The maximum number of shares of Stock that may be withheld to satisfy any applicable tax withholding obligations arising from the vesting and settlement of the PSUs may not exceed such number of shares of Stock having a Fair Market Value equal to the minimum statutory amount required by the Company to be withheld and paid to any federal, state, or local taxing authority with respect to such vesting and settlement of the PSUs, or such greater amount as may be permitted under applicable accounting standards, at the discretion of the Company. If you do not make a tax withholding election under this Section 9(b), the Company shall withhold shares of Stock as provided in Section 9(b)(ii) above.

10. [ Restrictive Covenants .<sup>6</sup>

(a) Non-Disclosure .

(i) During the course of your employment, before and after the execution of this Agreement, and as consideration for the restrictive covenants entered into by you herein, you have received and will continue to receive some or all of the Company's various Trade Secrets (as defined under Applicable Law, including the Defend Trade Secrets Act of 2016) and confidential or proprietary information, which includes the following whether in physical or electronic form: (1) data and compilations of data related to Business Opportunities (as defined below), (2) computer software, hardware, network and internet technology utilized, modified or enhanced by the Company or by you in furtherance of your duties with the Company; (3) compilations of data concerning Company products, services, customers, and end users including but not limited to compilations concerning projected sales, new project timelines, inventory reports, sales, and cost and expense reports; (4) compilations of information about the Company's employees and independent contracting consultants; (5) the Company's financial information, including, without limitation, amounts charged to customers and amounts charged to the Company by its vendors, suppliers, and service providers; (6) proposals submitted to the Company's customers, potential customers, wholesalers, distributors, vendors, suppliers and service providers; (7) the Company's marketing strategies and compilations of marketing data; (8) compilations of data or

<sup>6</sup>**Note to Draft** : The restrictive covenants in Section 10 shall be included in grants to executive officers. The CEO shall have discretion whether or not to include these covenants in grants to other individuals.

information concerning, and communications and agreements with, vendors, suppliers and licensors to the Company and other sources of technology, products, services or components used in the Company's business; (9) the Company's research and development records and data; and (10) any summary, extract or analysis of such information together with information that has been received or disclosed to the Company by any third party as to which the Company has an obligation to treat as confidential (collectively, "Confidential Information"). "Business Opportunities" means all ideas, concepts or information received or developed (in whatever form) by you concerning any business, transaction or potential transaction that constitutes or may constitute an opportunity for the Company to earn a fee or income, specifically including those relationships that were initiated, nourished or developed at the Company's expense. Confidential Information does not include data or information: (1) which has been voluntarily disclosed to the public by the Company, except where such public disclosure has been made by you without authorization from the Company; (2) which has been independently developed and disclosed by others; or (3) which has otherwise entered the public domain through lawful means.

(ii) All Confidential Information, Trade Secrets, and all physical and electronic embodiments thereof are confidential and are and will remain the sole and exclusive property of the Company. During the term of your employment with the Company and for a period of five (5) years following the termination of your employment with the Company for any reason, with or without Cause, and upon the initiative of either you or the Company, you agree that you shall protect any such Confidential Information and Trade Secrets and shall not, except in connection with the performance of your remaining duties for the Company, use, disclose or otherwise copy, reproduce, distribute or otherwise disseminate any such Confidential Information or Trade Secrets, or any physical or electronic embodiments thereof, to any third party; provided, however, that you may make disclosures required by a valid order or subpoena issued by a court or administrative agency of competent jurisdiction, in which event you will promptly notify the Company of such order or subpoena to provide the Company an opportunity to protect its interests.

(iii) Upon request by the Company and, in any event, upon termination of your employment with the Company for any reason, you will promptly deliver to the Company (within twenty-four (24) hours) all property belonging to the Company, including but without limitation, all Confidential Information, Trade Secrets and all electronic and physical embodiments thereof, all Company files, customer lists, management reports, memoranda, research, Company forms, financial data and reports and other documents (including but not limited to all such data and documents in electronic form) supplied to or created by you in connection with your employment with the Company (including all copies of the foregoing) in your possession or control, and all of the Company's equipment and other materials in your possession or control. You agree to allow the Company, at its request, to verify return of Company property and documents and information and/or permanent deletion of the same, through inspection of personal computers, personal



storage media, third party websites, third party e-mail systems, personal digital assistant devices, cell phones and/or social networking sites on which Company information was stored during your employment with the Company.

(iv) Nothing contained herein shall be in derogation or a limitation of the rights of the Company to enforce its rights or your duties under the Applicable Law relating to Trade Secrets.

(b) Non-Competition. You agree that, while employed by the Company and for a period of twenty-four (24) months following the termination of your employment with the Company for any reason, with or without Cause, whether upon the initiative of either you or the Company (the “Restricted Period”), you will not provide or perform the same or substantially similar services, that you provided to the Company, on behalf of any Direct Competitor (as defined below), directly (i.e., as an officer or employee) or indirectly (i.e., as an independent contractor, consultant, advisor, board member, agent, shareholder, investor, joint venturer, or partner), anywhere within the United States of America (the “Territory”). “Direct Competitor” means any individual, partnership, corporation, limited liability company, association, or other group, however organized, who competes with the Company in the full service restaurant business.

(i) If you are a resident of California and subject to its laws, the restrictions set forth in this Section 10(b) above shall not apply to you.

(ii) Nothing in this provision shall divest you from the right to acquire as a passive investor (with no involvement in the operations or management of the business) up to 1% of any class of securities which is: (i) issued by any Direct Competitor, and (ii) publicly traded on a national securities exchange or over-the-counter market.

(c) Non-Solicitation. You agree that you shall not at any time during your employment with the Company and during the Restricted Period, on behalf of yourself or any other Person, directly or by assisting others, solicit, induce, encourage or cause any of the Company’s vendors, suppliers, licensees, or other Persons with whom the Company has a contractual relationship and with whom you have had Material Contact (as defined below) during the last two years of your employment with the Company, to cease doing business with the Company or to do business with a Direct Competitor. “Material Contact” means contact between you and a Person: (1) with whom or which you dealt on behalf of the Company; (2) whose dealings with the Company were coordinated or supervised by you; (3) about whom you obtained Confidential Information in the ordinary course of business as a result of your association with the Company; or (4) who receives products or services authorized by the Company, the sale or provision of which results or resulted in compensation, commission, or earnings for you within two years prior to the date of the termination of your employment with the Company.

(d) Non-Recruitment. You agree that during the course of your employment with the Company and during the Restricted Period, you will not, on behalf of yourself or any other Person, directly or by assisting others, solicit, induce, persuade, or encourage, or

attempt to solicit, induce, persuade, or encourage, any individual employed by the Company, with whom you have worked, to terminate such employee's position with the Company, whether or not such employee is a full-time or temporary employee of the Company and whether or not such employment is pursuant to a written agreement, for a determined period, or at will. The provisions of this Section 10(d) shall only apply to those individuals employed by the Company at the time of solicitation or attempted solicitation. If you are a resident of California and subject to its laws, the restrictions set forth in Section 10(c) above and this Section 10(d) shall be limited to apply only where you use or disclose Confidential Information or Trade Secrets when engaging in the restricted activities.

(e) Acknowledgements. You acknowledge that the Company is in the business of marketing, developing and establishing its restaurant brands and concepts on a nationwide basis and that the Company makes substantial investments and has established substantial goodwill associated with its restaurant brands and concepts, supplier relationships and marketing programs throughout the United States. You therefore acknowledge that the Territory in which the Company's Business is conducted is, at the very least, throughout the United States. You further acknowledge and agree that it is fair and reasonable for the Company to take steps to protect its Confidential Information, Trade Secrets, goodwill, business relationships, employees, economic advantages, and/or other legitimate business interests from the risk of misappropriation of or harm to its Confidential Information, Trade Secrets, goodwill, business relationships, employees, economic advantages, and/or other legitimate business interests. You acknowledge that the consideration, including this Agreement, continued employment, specialized training, and the Confidential Information and Trade Secrets provided to you, gives rise to the Company's interest in restraining you from competing with the Company and that any limitations as to time, geographic scope and scope of activity to be restrained are reasonable and do not impose a greater restraint than is necessary to protect Company's Confidential Information, Trade Secrets, good will, business relationships, employees, economic advantages, and/or other legitimate business interests, and will not prevent you from earning a livelihood. By accepting this Agreement, you specifically recognize and affirm that strict compliance with terms of the covenants set forth in this Section 10 is required in order to vest in the PSUs and receive any Earned Shares. You agree that should all or any part or application of this Section 10 be held or found invalid or unenforceable for any reason whatsoever by a court of competent jurisdiction in an action between you and the Company, you nevertheless shall not vest in any PSUs nor receive any of shares of Stock if you violated any of the terms of any of the covenants set forth in this Section 10.

(f) Survival of Covenants. The provisions and restrictive covenants in this Section 10 of this Agreement shall survive the expiration or termination of this Agreement for any reason. You agree not to challenge the enforceability or scope of the provisions and restrictive covenants in this Section 10. You further agree to notify all future persons, or businesses, with which you become affiliated or employed by, of the provisions and restrictions set forth in this Section 10, prior to the commencement of any such affiliation or employment.

(g) Injunctive Relief. You acknowledge that if you breach or threaten to breach any of the provisions of this Agreement, your actions will cause irreparable harm and

damage to the Company which cannot be compensated by damages alone. Accordingly, if you breach or threaten to breach any of the provisions of this Agreement, the Company shall be entitled to injunctive relief, in addition to any other rights or remedies the Company may have. You hereby waive the requirement for a bond by the Company as a condition to seeking injunctive relief. The existence of any claim or cause of action by you against the Company, whether predicated on this Agreement or otherwise, shall not constitute a defense to the enforcement by the Company of your agreements under this Agreement.

(h) Clawback and Forfeiture due to Violating Section 10. In the event that you violate any of the terms of this Section 10, you understand and agree that in addition to the Company's rights to obtain injunctive relief and damages for such violation, (i) you shall return to the Company any shares of Stock received by you or your personal representative from the payment of any PSUs that vested [on or after any such violation or pursuant to Section 4 of this Agreement] and pay to the Company in cash the amount of any proceeds received by you or your personal representative from the disposition or transfer of any such PSUs, and (ii) your unvested PSUs shall be immediately and irrevocably forfeited.]

#### 11. General Provisions.

(a) Interpretations. This Agreement is subject in all respects to the terms of the Plan. A copy of the Plan is available upon your request. Terms used herein which are defined in the Plan shall have the respective meanings given to such terms in the Plan, unless otherwise defined herein. In the event that any provision of this Agreement is inconsistent with the terms of the Plan, the terms of the Plan shall govern. Any question of administration or interpretation arising under this Agreement shall be determined by the Committee administering the Plan, and such determination shall be final, conclusive and binding upon all parties in interest. To the extent that any Award granted by the Company is subject to Code Section 409A, such Award shall be subject to terms and conditions that comply with the requirements of Code Section 409A to avoid adverse tax consequences under Code Section 409A.

(b) No Right to Employment. Nothing in this Agreement or the Plan shall be construed as giving you the right to be retained as an employee of the Company or any Affiliate. In addition, the Company or an Affiliate may at any time dismiss you from employment, free from any liability or any claim under this Agreement, unless otherwise expressly provided in this Agreement.

(c) Reservation of Shares. The Company shall at all times prior to the vesting of the PSUs reserve and keep available such number of shares of Stock as will be sufficient to satisfy the requirements of this Agreement.

(d) Securities Matters. The Company shall not be required to deliver any shares of Stock until the requirements of any federal or state securities or other laws, rules or regulations (including the rules of any securities exchange) as may be determined by the Company to be applicable are satisfied.

(e) Headings. Headings are given to the sections and subsections of this

Agreement solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of this Agreement or any provision hereof.

(f) Sections. Sections (if any) that are referenced but “intentionally omitted” from this Agreement shall not be deemed in any way material or relevant to the construction or interpretation of this Agreement or any provision hereof.

(g) Arbitration. [Except for injunctive relief as set forth herein,]<sup>7</sup> the parties agree that any dispute between the parties regarding this Agreement shall be submitted to binding arbitration in Orlando, Florida pursuant to the Darden dispute resolution program.

(h) Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida (without giving effect to the conflict of law principles thereof). Subject to Section 11(g) hereof, you agree that the state and federal courts of Florida shall have jurisdiction over any litigation between you and the Company regarding this Agreement, and you expressly submit to the exclusive jurisdiction and venue of the federal and state courts sitting in Orange County, Florida.

(i) Notices. You should send all written notices regarding this Agreement or the Plan to the Company at the following address:

Darden Restaurants, Inc.  
Supervisor, Stock Compensation Plans  
1000 Darden Center Drive  
Orlando, FL 32837

(j) Offset. Any severance or other payment or benefits to you under the Company’s plans and agreements may be reduced in the Company’s discretion, by any amounts that you owe the Company under Section 6 or Section 10 of this Agreement, provided that any such offset occurs at a time so that it does not violate Section 409A of the Code and is permitted under Applicable Laws.

(k) Award Agreement and Related Documents. This PSU Agreement shall have no force or effect unless you have been notified by the Company, and identified in the Company’s records, as the recipient of a PSU grant. [You are not required to execute this Agreement, but you will have 60 days from the Grant Date to notify the Company of any issues regarding the terms and conditions of this Agreement; otherwise, you will be deemed to agree with them. **OR YOU MUST REVIEW AND ACKNOWLEDGE ACCEPTANCE OF THE TERMS OF THIS AGREEMENT, INCLUDING SPECIFICALLY THE RESTRICTIVE COVENANTS, THE CLAWBACK AND FORFEITURE PROVISIONS UNDER SECTION 6 AND SECTION 10 OF THIS AGREEMENT AND THE COMPANY’S OFFSET PROVISIONS, BY EXECUTING THIS AGREEMENT ELECTRONICALLY VIA YOUR**

<sup>7</sup> **Note to Draft** : This language only to be included in Agreements that contain the restrictive covenants in Section 10.

**ESTABLISHED ACCOUNT ON THE MORGAN STANLEY SMITH BARNEY WEBSITE WITHIN 60 DAYS OF THE DATE OF GRANT; PROVIDED, HOWEVER, THAT THE COMMITTEE MAY, AT ITS DISCRETION, EXTEND THIS DATE. FAILURE TO ACCEPT THE REFERENCED TERMS AND TO EXECUTE THIS AGREEMENT ELECTRONICALLY WILL PRECLUDE YOU FROM RECEIVING YOUR PSU GRANT. ]** In connection with your PSU grant and this Agreement, the following additional documents were made available to you electronically, and paper copies are available on request directed to the Company's Compensation Department: (i) the Plan; and (ii) a Prospectus relating to the Plan.

<sup>8</sup> **Note to Draft** : Active acceptance of the Agreement only to be included in Agreements that contain the restrictive covenants in Section 10.

**FY[ ] PERFORMANCE STOCK UNIT AWARD AGREEMENT – EXHIBIT A**

**PERFORMANCE CRITERIA**

A-1

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**RARE HOSPITALITY INTERNATIONAL, INC.**

**DEFERRED COMPENSATION PLAN**

As amended and restated  
Effective as of January 1, 2009

# RARE HOSPITALITY INTERNATIONAL, INC.

## DEFERRED COMPENSATION PLAN

Effective as of the 1st of January, 2009, the RARE Hospitality International, Inc. Deferred Compensation Plan (the "Plan"), formerly named the RARE Hospitality International, Inc. FutureComp Service Plan is hereby amended and restated.

### **BACKGROUND AND PURPOSE**

A. **Background**. The Plan initially was adopted by RARE Hospitality International, Inc. effective as of February 1, 2000, and has been amended from time to time since that date. Effective January 1, 2009, the Plan is amended and restated to comply with the requirements of Code Section 409A. The Plan, as set forth in this document, is intended to be, and should be construed as, an amendment, restatement and continuation of the Plan effective as of January 1, 2009, except as otherwise specifically provided herein. Notwithstanding the foregoing, effective January 1, 2009, no Deferral Contributions or Company Contributions are permitted under the Plan.

B. **Purpose**. The Controlling Company desires to provide its designated key management employees (and those of its Affiliates that participate in the Plan) with an opportunity (i) to defer the receipt and income taxation of a portion of such employees' annual compensation, and (ii) to provide supplemental retirement income to such employees.

C. **Purpose**. The purpose of the Plan document is to set forth the terms and conditions pursuant to which the deferrals and company contributions may be made and to describe the nature and extent of the employees' rights to such amounts.

D. **Type of Plan**. The Plan constitutes an unfunded, nonqualified deferred compensation plan that benefits certain designated employees who are within a select group of key management or highly compensated employees.

### **STATEMENT OF AGREEMENT**

To amend and restate the Plan with the purposes and goals as hereinabove described, the Controlling Company hereby sets forth the terms and provisions as follows:



RARE HOSPITALITY INTERNATIONAL, INC.  
DEFERRED COMPENSATION PLAN

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## **ARTICLE I**

### **DEFINITIONS**

For purposes of the Plan, the following terms, when used with an initial capital letter, shall have the meaning set forth below unless a different meaning plainly is required by the context.

1.1 **Account** shall mean, with respect to a Participant or Beneficiary, the total dollar amount or value evidenced by the last balance posted in accordance with the terms of the Plan to the account record established for such Participant or Beneficiary. An Account shall separately reflect the pre-2005 and post-2004 deferrals and hypothetical earnings thereon, and the portion of the post-2004 deferrals and hypothetical earnings thereon (referred to herein as a Participant's "pre-2005 Account" and "post-2004 Account"). A Participant's pre-2005 Account shall reflect amounts deferred hereunder before January 1, 2005 (and the earnings credited thereon before, on or after January 1, 2005) for which (i) the Participant had a legally binding right as of December 31, 2004, to be paid the amount, (ii) such right to the amount was earned and vested as of December 31, 2004 and was credited to the Participant's Account hereunder. Pre-2005 Accounts are treated as "grandfathered" for purposes of Code Section 409A, and are governed by the terms of the Plan in effect as of October 3, 2004.

1.2 **Affiliate** shall mean (i) any corporation or other entity that is required to be aggregated with the Controlling Company under Code Section 414(b), (c), (m) or (o); and (ii) any other entity in which the Controlling Company has an ownership interest and which the Controlling Company designates as an Affiliate for purposes of the Plan.

1.3 **Base Salary** shall mean, for a Participant for any Plan Year, the total of such Participant's cash compensation for such Plan Year paid or payable in a regular paycheck (excluding any Bonus); minus any such amounts that consist of reimbursement or other expense allowances, fringe benefits, moving expenses and welfare benefits.

1.4 **Beneficiary** shall mean, with respect to a Participant, the person(s) designated in accordance with Section 5.5 to receive any death benefits that may be payable under the Plan upon the death of the Participant.

1.5 **Benefit Plans Committee** shall mean the Benefit Plans Committee of the Controlling Company.

1.6 **Board** shall mean the Board of Directors of the Controlling Company.

1.7 **Bonus** shall mean, for a Plan Year, the portion of a Participant's Compensation designated as a bonus by the Benefit Plans Committee.

1.8 **Bonus Period** shall mean, with respect to a Bonus, the period during which such Bonus is earned, regardless of when the Bonus is actually paid.

1.9 **Business Day** shall mean each day on which national banks generally operate and are open to the public for business.

1.10 **Change in Control** shall mean (i) the purchase or other acquisition in one or more transactions other than from the Controlling Company, by any individual, entity or group of persons, within the meaning of section 13(d)(3) or 14(d) of the Securities Exchange Act of 1934 or any comparable successor provisions, of beneficial ownership (within the meaning of Rule 13d-3 of Securities Exchange Act of 1934) of 30% or more of either the outstanding shares of common stock or the combined voting power of the Controlling Company's then outstanding voting securities entitled to vote generally; (ii) the approval by the stockholders of the Controlling Company of a reorganization, merger, or consolidation, in each case, with respect to which persons who were stockholders of the Controlling Company immediately prior to such reorganization, merger or consolidation do not immediately thereafter own more than 50% of the combined voting power of the reorganized, merged or consolidated Controlling Company's then outstanding securities that are entitled to vote generally in the election of directors; or (iii) the sale of substantially all of the Controlling Company's assets. Notwithstanding the foregoing, no Change in Control will have occurred for purposes of the Plan if the Benefit Plans Committee, as constituted before the occurrence of any event that technically constitutes a Change in Control (as defined hereinabove), formally determines that (i) such event was merely a formalistic change with little or no substantive significance as to the persons ultimately controlling the applicable company, and (ii) such event will not be treated as a Change in Control for purposes of the Plan.

1.11 **Code** shall mean the Internal Revenue Code of 1986, as amended.

1.12 **Company Contributions** shall mean Matching Contributions and Discretionary Contributions.

1.13 **Compensation** shall mean:

(a) **Common Law Employees**. For a Participant (other than a Nonemployee Director) for any Plan Year, the total of such Participant's Base Salary, commissions and Bonus(es) for such Plan Year paid or payable while an active Participant in the Plan, plus any amounts deferred at the election of the Participant under any plan described in Code Sections 401(k) or 125 for such Plan Year, plus his Deferral Contributions for such Plan Year, and minus expense reimbursements, fringe benefits, moving expenses and welfare benefits, and Compensation in excess of \$200,000 (or such other limit as may be in effect under Code Section 401(a)(17)).

(b) **Nonemployee Directors**. For a Participant who is a Nonemployee Director, Compensation shall mean the fees paid by the Controlling Company to such individual for service as a director (or as a member of any committee of the Board).

1.14 **Controlling Company** shall mean Darden Restaurants, Inc.

- 1.15 **Deferral Contributions** shall mean, for each Plan Year, that portion of a Participant's Compensation deferred under the Plan.
- 1.16 **Deferral Election** shall mean a written, electronic or other form of election pursuant to which a Participant may elect to defer under the Plan all or a portion of his Compensation.
- 1.17 **Disabled or Disability** shall mean that a Participant suffers from a condition that would be considered a "Disability" as such term is defined in the Darden Savings Plan.
- 1.18 **Discretionary Contributions** shall mean, for each Plan Year, discretionary contributions to a Participant's Account.
- 1.19 **Effective Date** shall mean January 1, 2009, the date that this restatement of the Plan shall be effective. The Plan was initially effective as of February 1, 2000.
- 1.20 **Eligible Employee** shall mean, for a Plan Year, an individual who is (i) an employee of a Participating Company who is an HCE, (ii) an employee of a Participating Company whose job classification is director or above, (iii) a Nonemployee Director, or (iv) designated by the Benefit Plans Committee, from time to time and in its sole discretion, on an individual basis or as part of a specified group, as eligible to participate in the Plan. For the purpose of this section, an individual who is an HCE for a Plan Year but fails to qualify as an HCE for a subsequent Plan Year due to either an increase in the Code Section 414(q) compensation threshold or a decrease in Bonuses received will nonetheless be treated as an HCE for such subsequent Plan Year; provided, such Participant has not been removed from Plan participation under Section 2.3.
- 1.21 **ERISA** shall mean the Employee Retirement Income Security Act of 1974, as amended.
- 1.22 **401(k) Plan** shall mean the RARE Hospitality International, Inc. Savings Plan.
- 1.23 **HCE** shall mean, for any Plan Year, a highly compensated employee within the meaning of Code Section 414(q).
- 1.24 **Investment Election** shall mean an election, made in such form as the Benefit Plans Committee may direct, pursuant to which a Participant may elect the Investment Funds in which the amounts credited to his Account shall be deemed to be invested.
- 1.25 **Investment Funds** shall mean the investment funds selected from time to time by the Benefit Plans Committee for purposes of determining the rate of return on amounts deemed invested pursuant to the terms of the Plan.
- 1.26 **Matchable Deferral Amount** shall mean the product of (i) the Participant's Compensation, and (ii) the maximum percentage of match-eligible compensation a participant may contribute to the 401(k) Plan.

- 1.27 **Matching Contributions** shall mean the matching contributions credited to a Participant's Account.
- 1.28 **Matching Percentage** shall mean the matching percentage(s) that apply under the 401(k) Plan to determine the amount of matching contributions to be made with respect to before-tax contributions made by participants.
- 1.29 **Nonemployee Director** shall mean any member of the Board of Directors of the Controlling Company who is not an employee of the Controlling Company or an Affiliate.
- 1.30 **Participant** shall mean any person who has been admitted to, and has not been removed from, active participation in the Plan pursuant to the provisions of Article II, or who otherwise has an Account under the Plan.
- 1.31 **Participating Company** shall mean, as of the Effective Date, the Controlling Company and its Affiliates that are designated by the Controlling Company (on Exhibit A hereto), as Participating Companies herein. In addition, any other Affiliate in the future may adopt the Plan with the consent of the Benefit Plans Committee, and such Affiliate's name shall be added to Exhibit A.
- 1.32 **Plan** shall mean the RARE Hospitality International, Inc. Deferred Compensation Plan, as contained herein and all amendments hereto. For tax purposes and purposes of Title I of ERISA, the Plan is intended to be an unfunded, nonqualified deferred compensation plan covering certain designated employees who are within a select group of key management or highly compensated employees.
- 1.33 **Plan Year** shall mean the 12-consecutive-month period ending on December 31 of each year.
- 1.34 **Separation from Service** shall mean any termination of the employment relationship from the Controlling Company and its Affiliates and, with respect to post-2004 Accounts, any separation from service from the Controlling Company and its Affiliates as determined in a manner consistent with Code Section 409A and the guidelines issued thereunder.
- 1.35 **Specified Employee** shall mean an individual who is identified as a "Specified Employee" as determined in accordance with the procedures adopted by the Controlling Company that reflects the requirements of Code Section 409A(a)(2)(B) (i).
- 1.36 **Surviving Spouse** shall mean, with respect to a Participant, the person who is treated as married to such Participant under the laws of the state in which the Participant resides. The determination of a Participant's Surviving Spouse shall be made as of the date of such Participant's death.



1.37 **Unforeseeable Emergency** shall mean a severe financial hardship to the Participant resulting from a sudden and unexpected illness or accident of the Participant or of the Participant's spouse or dependent [as defined in Code Section 152, without regard to Code Section 152(b)(1), (b)(2), and (d)(1)(B)], loss of the Participant's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant. The rules set forth in this Section 1.21 govern distributions of post-2004 Accounts in the case of an unforeseeable emergency. Distributions of pre-2005 Accounts in the case of an unforeseeable emergency shall be governed by terms of the Plan in effect as of October 3, 2004. Unforeseeable Emergency shall be determined by the Benefit Plans Committee on the basis of the facts of each case, including information supplied by the Participant in accordance with uniform guidelines prescribed from time to time by the Benefit Plans Committee; provided, the Participant will be deemed not to have an Unforeseeable Emergency to the extent that such hardship is or may be relieved:

- (a) Through reimbursement or compensation by insurance or otherwise;
- (b) By liquidation of the Participant's assets, to the extent the liquidation of assets would not itself cause severe financial hardship; or
- (c) By cessation of deferrals under the Plan.

Examples of what are not considered to be unforeseeable emergencies include the need to send a Participant's child to college or the desire to purchase a home. In all events, distributions made on account of an Unforeseeable Emergency are limited to the extent reasonably needed to satisfy the emergency need (which may include amounts necessary to pay any federal, state, local or foreign income taxes or penalties reasonably anticipated to result from the distribution).

1.38 **Valuation Date** shall mean each Business Day; provided, the value of an Account on a day other than a Valuation Date shall be the value determined as of the immediately preceding Valuation Date.

**ARTICLE II**  
**ELIGIBILITY AND PARTICIPATION**

2.1 **Eligibility**.

(a) **Participation on Effective Date**. Each individual who is a Participant on the date immediately preceding the Effective Date shall continue as an active Participant in the Plan in accordance with the terms of the Plan.

(b) **Interim Plan Year Participation**. Each individual who becomes an Eligible Employee during a Plan Year shall be eligible to participate in the Plan for a portion of such Plan Year. Each such individual's participation shall become effective as of the first day of the month beginning after the date he satisfies the procedure for admission described below, provided such procedures are satisfied within 30 days following the date he becomes an Eligible Employee.

(c) **Annual Participation**. Each individual who is an Eligible Employee as of the first day of a Plan Year shall be eligible to participate in the Plan for the entire Plan Year. Such individual's participation shall become effective as of the first day of such Plan Year (assuming he satisfies the procedure for admission described below).

Notwithstanding any provision in this Section 2.1 to the contrary, effective June 1, 2008, no individual shall be eligible to become a Participant in the Plan on or after such date.

2.2 **Procedure for Admission**.

Each Eligible Employee shall become a Participant by completing such forms and providing such data in a timely manner, as are required by the Benefit Plans Committee as a precondition of participation in the Plan. Such forms and data may include, without limitation, a Deferral Election, the Eligible Employee's acceptance of the terms and conditions of the Plan, and the designation of a Beneficiary to receive any death benefits payable hereunder.

2.3 **Cessation of Eligibility**.

The Benefit Plans Committee may remove an employee from active participation in part or all of the Plan if, as of any day during a Plan Year, he ceases to satisfy the criteria which qualified him as an Eligible Employee, in which case his deferrals and contributions under the Plan shall cease. Even if his active participation in the Plan ends, an employee shall remain an inactive Participant in the Plan until the earlier of (i) the date the full amount of his vested Account (if any) is distributed from the Plan, or (ii) the date he again becomes an Eligible Employee and recommences participation in the Plan. During the period of time that an employee is an inactive Participant in the Plan, his Account shall continue to be credited with earnings (or losses) as provided for in Section 3.6.

**ARTICLE III**  
**PARTICIPANTS' ACCOUNTS**

3.1 **Participants' Accounts**.

(a) **Establishment of Accounts**. The **Benefit Plans** Committee shall establish and maintain, on behalf of each Participant, an Account. To the extent provided herein, each Participant's Account shall be credited with (i) Deferral Contributions, (ii) Matching Contributions, if any, (iii) Discretionary Contributions, and (iv) earnings and losses attributable to such Account, and shall be debited by the amount of all distributions. Each such Account shall separately reflect the pre-2005 Account and post-2004 Account. Each Participant's Account shall be maintained until the value thereof has been distributed to or on behalf of such Participant or his Beneficiary.

(b) **Nature of Accounts**. The amounts credited to a Participant's Account shall be represented solely by bookkeeping entries. Except as provided in Article VII, no monies or other assets shall actually be set aside for such Participant, and all payments to a Participant under the Plan shall be made from the general assets of the Participating Companies.

(c) **Severall Liabilities**. Each Participating Company shall be severally (and not jointly) liable for the payment of benefits under the Plan in an amount equal to the total of (i) all undistributed Deferral Contributions withheld from Participants' Compensation paid or payable by each such Participating Company, (ii) all undistributed Matching Contributions credited while such Participant was employed by such Participating Company, (iii) all undistributed Discretionary Contributions credited while such Participant was employed by such Participating Company, and (iv) all investment earnings attributable to the amounts described in clauses (i), (ii) and (iii) hereof. The Benefit Plans Committee shall allocate the total liability to pay benefits under the Plan among the Participating Companies pursuant to this formula, and the Benefit Plans Committee's determination shall be final and binding.

(d) **General Creditors**. Any assets which may be acquired by a Participating Company in anticipation of its obligations under the Plan shall be part of the general assets of such Participating Company. A Participating Company's obligation to pay benefits under the Plan constitutes a mere promise of such Participating Company to pay such benefits, and a Participant or Beneficiary shall be and remain no more than an unsecured, general creditor of such Participating Company.

### 3.2 **Debiting of Distributions**.

As of each Valuation Date, the Benefit Plans Committee shall debit each Participant's Account for any amount distributed from such Account since the immediately preceding Valuation Date.

### 3.3 **Crediting of Earnings**.

As of each Valuation Date, the Benefit Plans Committee shall credit to each Participant's Account the amount of earnings and/or losses (including unrealized appreciation or depreciation) applicable thereto for the period since the immediately preceding Valuation Date. Such crediting of earnings and/or losses shall be effected as of each Valuation Date, as follows:

(a) **Rate of Return**. The Benefit Plans Committee shall first determine a rate of return for the period since the immediately preceding Valuation Date for each of the Investment Funds;

(b) **Amount Invested**. The Benefit Plans Committee next shall determine the amount of (i) each Participant's Account that was deemed invested in each Investment Fund as of the immediately preceding Valuation Date; minus (ii) the amount of any distributions debited from the amount determined in clause (i) since the immediately preceding Valuation Date; and

(c) **Determination of Amount**. The Benefit Plans Committee shall then apply the rate of return for each Investment Fund for such Valuation Date (as determined in subsection (a) hereof) to the amount of the Participant's Account deemed invested in such Investment Fund for such Valuation Date (as determined in subsection (b) hereof), and the total amount of earnings and/or losses resulting therefrom shall be credited to such Participant's Account as of the applicable Valuation Date.

### 3.4 **Value of Account**.

The value of a Participant's Account as of any date shall be equal to the aggregate value of all contributions and all investment earnings deemed credited to his Account as of the Valuation Date coinciding with or immediately preceding such date, as determined in accordance with this Article III.

### 3.5 **Vesting**.

(a) **Deferral Contributions**. A Participant shall at all times be fully vested in his Deferral Contributions and the earnings credited to his Account with respect to such Deferral Contributions.

(b) **Company Contributions**.

(1) **Matching Contributions**. A Participant shall be vested in his Matching Contributions, and the earnings credited to his Account with respect to such Matching Contributions, to the same extent the Participant would be vested in any matching contributions credited to his account under the 401(k) Plan as in effect on May 31, 2008, if he participated in such plan.

(2) **Discretionary Contributions**. Discretionary Contributions credited to a Participant's Account shall vest in accordance with the Benefit Plans Committee's directions applicable to such contributions.

(c) **Accelerated Vesting**.

(1) **Vesting Upon Separation from Service Due to Death or Disability**. Notwithstanding any provision of the Plan to the contrary, a Participant shall become fully vested in his Account upon his Separation from Service due to his death or Disability.

(2) **Vesting Upon the Occurrence of a Change in Control**. If a Change in Control occurs, all Participants shall be immediately 100% vested in the Company Contributions credited to their Accounts as of the date of such Change in Control.

(3) **Discretionary Vesting**. The Benefit Plans Committee, in its sole discretion, may provide for the earlier vesting of all or any portion of a Participant's Account.

3.6 **Notice to Participants of Account Balances**.

At least once for each Plan Year, the Benefit Plans Committee shall cause a written statement of a Participant's Account balance to be distributed to the Participant.

3.7 **Good Faith Valuation Binding**.

In determining the value of the Accounts, the Benefit Plans Committee shall exercise its best judgment, and all such determinations of value (in the absence of bad faith) shall be binding upon all Participants and their Beneficiaries.

3.8 **Errors and Omissions in Accounts**.

If an error or omission is discovered in the Account of a Participant or in the amount of a Participant's deferrals, the Benefit Plans Committee, in its sole discretion, shall cause appropriate, equitable adjustments to be made as soon as administratively practicable following the discovery of such error or omission.

**ARTICLE IV**  
**INVESTMENT FUNDS**

**4.1 Selection by Benefit Plans Committee**

The Benefit Plans Committee may change, add or remove Investment Funds on a prospective basis at anytime(s) and in any manner it deems appropriate.

**4.2 Participant Direction of Deemed Investments**

Each Participant generally may direct the manner in which his Account shall be deemed invested in and among the Investment Funds. Any Participant investment directions permitted hereunder shall be made in accordance with the following terms:

(a) **Nature of Participant Direction**. The selection of Investment Funds by a Participant shall be for the sole purpose of determining the rate of return to be credited to his Account, and shall not be treated or interpreted in any manner whatsoever as a requirement or direction to actually invest assets in any Investment Fund or any other investment media. The Plan, as an unfunded, nonqualified deferred compensation plan, at no time shall have any actual investment of assets relative to the benefits or Accounts hereunder.

(b) **Investment of Contributions**. Each Participant may make an Investment Election prescribing the percentage of his Account and the future contributions thereto that will be deemed invested in each Investment Fund. An initial Investment Election of a Participant shall be made as of the date the Participant commences participation in the Plan and shall apply to all contributions credited to such Participant's Account after such date. Such Participant may make subsequent Investment Elections as of any Valuation Date, and each such election shall apply to the Participant's Account and all future contributions credited to such Participant's Account after the Benefit Plans Committee (or its designee) has a reasonable opportunity to process such election pursuant to such procedures as the Benefit Plans Committee may determine from time to time. Any Investment Election made pursuant to this subsection shall remain effective until changed by the Participant.

(c) **Benefit Plans Committee Discretion**. The Benefit Plans Committee shall have complete discretion to adopt and revise procedures to be followed in making such Investment Elections. Such procedures may include, but are not limited to, the process of making elections, the permitted frequency of making elections, the incremental size of elections, the contribution types to which such elections apply, the deadline for making elections and the effective date of such elections. Any procedures adopted by the Benefit Plans Committee that are inconsistent with the deadlines or procedures specified in this Section shall supersede such provisions of this Section without the necessity of a Plan amendment.

**ARTICLE V**  
**PAYMENT OF ACCOUNT BALANCES**

**5.1 Benefit Payments Upon Separation from Service for Reasons Other Than Death.**

(a) **General Rule Concerning Benefit Payments**. In accordance with the terms of subsection (b) hereof, if a Participant incurs a Separation from Service with the Controlling Company and all of its Affiliates for any reason other than death, he (or his Beneficiary, if he dies after such Separation from Service but before distribution of his Account) shall be entitled to receive a distribution of the entire vested amount credited to his Account, determined as of the Valuation Date on which such distribution is processed. For purposes of this subsection, the “Valuation Date on which such distribution is processed” refers to the Valuation Date established for such purpose by administrative practice, even if actual payment is made or commenced at a later date due to delays in valuation, administration or any other procedure.

(b) **Timing of Distribution**.

(1) **General Rule**. Except as provided in subsection (b)(2) hereof, the vested benefit payable to a Participant under this Section shall be distributed as soon as administratively practicable after the January 1 following the calendar year in which the Participant incurs the Separation from Service.

(2) **Annual Election**. At the time the Participant elects to make Deferral Contributions for an applicable Plan Year, such Participant may elect to have 100% of the Deferral and Company Contributions for that Plan Year, plus earnings attributable thereto, paid or commenced as of the date specified in the Deferral Election (whether before or after his Separation from Service), but not earlier than 3 years after the end of the Plan Year for which such election applies. With respect to pre-2005 Accounts, the Benefit Plans Committee shall pay the Participant’s benefit as soon as administratively practicable after the time(s) specified in such Deferral Election, unless with respect to such scheduled benefit commencement date (as determined in accordance with the preceding or subsection (b)(1) hereof), the Participant has made an election in writing at least 12 months before such scheduled benefit commencement date to delay the payment of the benefit payable on such date to a later date, and such benefit shall be paid as soon as administratively practicable after such delayed date. Deferral and Company Contributions, plus earnings attributable thereto, for any Plan Year for which a Participant does not submit a Deferral Election (but instead Deferral Contributions pursuant to a Deferral Election initially submitted for an earlier Plan Year) shall be distributed to the Participant on the date provided under Section 5.1(b)(1). Separately, at such time and in such manner prescribed by the Benefit Plans Committee during the calendar year prior to the commencement of a Plan Year, Participants may make an irrevocable election as to a form of payment with respect to amounts deferred to a post-

2004 Account in accordance with Section 5.2. Notwithstanding any Participant election to the contrary, all distributions under this Plan shall be paid or commence as soon as practicable after the January 1 coincident with or next following the Participant's Separation from Service from the Controlling Company, subject to Section 5.8 in the case of Specified Employees.

(3) **Change in Control**. Notwithstanding anything in the Plan to the contrary, with respect to a Participant's post-2004 Account, upon the occurrence of a Change in Control that constitutes a permitted change of control distribution under Code Section 409A, the amounts (or remaining amounts) credited to each Participant's post-2004 Account under this Plan as of the date of the Change in Control shall become immediately due and payable. If the Change in Control does not constitute a permitted change of control distribution event under Code Section 409A, then the post-2004 Account shall be paid under the otherwise applicable provisions of the Plan.

## 5.2 **Form of Distribution**.

(a) **Single-Sum Payment**. Except as provided in subsection (b), the benefit payable to a Participant under Section 5.1 shall be distributed in the form of a single-sum payment.

(b) **Annual Installments**. A Participant may elect to have the portion of his Account balance that will be paid upon his Separation from Service (but not during his employment) paid in the form of annual installment payments. The following terms and conditions shall apply to installment payments made under the Plan:

(1) **Length of Installment Payments**. The installment payments shall be made in substantially equal annual installments (adjusted for investment income between payments in the manner described in Section 3.6) over a period of 3, 5, or 10 years. The initial value of the obligation for the installment payments shall be equal to the amount of the Participant's Account balance calculated in accordance with the terms of Section 5.1(a).

(2) **Payments Following Death**. If a Participant dies after payment of his benefit from the Plan has begun but before his entire benefit has been distributed, the remaining amount of his Account balance shall be distributed to the Participant's designated Beneficiary in the form of a single-sum payment.

(3) **Mandatory Cash-Out**. Notwithstanding any election under this Section 5.2(b) to the contrary, in the event that payment of a Participant's Account in the form of annual installments would, as of the date payments are scheduled to commence in accordance with Section 5.1(b), result in annual payments of \$5,000 or less (or such other minimum amount as may be determined by the Benefit Plans Committee, in its sole discretion), the Benefit Plans Committee may require that such Participant's Account be distributed in the form of a single lump-sum payment.



(4) Election and Modification of Form/Time of Benefit. With respect to pre-2005 Accounts, a Participant may elect in writing at the time the Participant commences participation in the Plan to receive the distribution of his Account balance upon his Separation from Service in the form of annual installment payments. If a Participant does not initially elect the installment form of distribution for the portion of his benefit payable on his Separation from Service, that benefit shall be paid in the form of a single-sum payment unless at least 12 months before the distribution date determined in accordance with Section 5.1(b), the Participant makes a one-time election in writing to receive such benefit in the form of installment payments (in accordance with the terms of this subsection (b)). In addition, a Participant who initially elected annual installment payments for the portion of his Account payable on his Separation from Service under this subsection (b) may make a one-time election to receive such benefit in the form of a single-sum payment; provided, any such election to take a lump sum will be effective only if the benefit commencement date for such Account occurs no earlier than 12 months after the date the election to take a lump sum is made. With respect to post-2004 Accounts, a Participant may request to amend his or her specified distribution date election with respect to deferrals (other than any deferrals to Separation from Service) provided: (i) the initial distribution date in the absence of such distribution election amendment is not within twelve (12) months of the date of the amendment; (ii) his or her amended distribution date is at least five years after the distribution date that would apply in the absence of such distribution election amendment; (iii) no amounts may be deferred from a specified date to Separation from Service; (iv) no modifications for distribution dates are permitted if the Participant initially elected to receive payment at his or her Separation from Service; and (v) no modifications may be made to the form of payment for any previously deferred amounts. Any such amendment must be in writing and submitted to the Committee in accordance with procedures established for such purpose.

(c) Form of Assets. All distributions shall be made in the form of cash.

### 5.3 Death Benefits.

If a Participant dies before payment of his benefit from the Plan is made or commenced, the Beneficiary or Beneficiaries designated by such Participant in his latest beneficiary designation form filed with the Benefit Plans Committee shall be entitled to receive a distribution of the entire vested amount credited to such Participant's Account, determined as of the Valuation Date on which such distribution is processed. For purposes of this Section, the "Valuation Date on which such distribution is processed" refers to the Valuation Date established for such purpose by administrative practice, even if actual payment is made or commenced at a later date due to delays in valuation, administration or any other procedure. The benefit shall be distributed to such Beneficiary or Beneficiaries, as soon as administratively practicable after the January 1 following the calendar year in which Participant dies, in the form prescribed in Section 5.2(b).

#### 5.4 **In-Service Distributions**.

(a) **Hardship Distributions**. Upon receipt of an application for an in-service hardship distribution and the Benefit Plans Committee's decision, made in its sole discretion, that a Participant has incurred an Unforeseeable Emergency, the Benefit Plans Committee shall cause the Controlling Company to pay an in-service distribution to such Participant. Such distribution shall be paid in a single-sum payment as soon as administratively practicable after the Benefit Plans Committee determines that the Participant has incurred an Unforeseeable Emergency. The amount of such single-sum payment shall be limited to the amount reasonably necessary to meet the Participant's requirements resulting from the Unforeseeable Emergency. The amount of such distribution shall reduce the Participant's Account balance as provided in Section 3.2, and may include amounts necessary to pay any federal, state, local, or foreign income taxes or penalties reasonably anticipated to result from the payment. In addition, the Participant receiving such distribution shall immediately cease to make Deferral Contributions and shall not be eligible to resume Deferral Contributions until the first day of the Plan Year beginning after the date of distribution. Such participant may resume active participation in the Plan on the first day of the following Plan Year by making a new Deferral Election and satisfying any other procedures for admission hereunder. If such Participant fails to make any such election on a timely basis, he shall be deemed to have elected not to participate in the Plan at that time.

(b) **Distributions with Forfeiture**. Notwithstanding any other provision of this Article V to the contrary, a Participant may elect, at any time prior to his Separation from Service with the Controlling Company and all of its Affiliates, to receive a distribution of all or a portion of the entire vested amount credited to his pre-2005 Account, determined as of the Valuation Date on which such distribution is processed. Such distribution shall be made in the form of a single-sum payment as prescribed in Section 5.2(b), as soon as administratively practicable after the date of the Participant's election under this subsection (b). At the time such distribution is made, an amount equal to 15% of the amount distributed shall be permanently and irrevocably forfeited (and, if the distribution request is for 85% or more of such Participant's pre-2005 Account, the forfeiture amount shall be deducted from his distribution amount to the extent there otherwise will be an insufficient remaining pre-2005 Account balance from which to deduct this forfeiture). In addition, the Participant receiving such distribution shall immediately cease to actively participate in the Deferral Contributions component of the Plan and shall not be eligible to resume active participation in the Plan for a period of 12 months after such distribution. Such participant may resume active participation in the Deferral Contributions portion of the Plan on the first day of the calendar month coincident with or next following the 12-month anniversary of such distribution by making a new Deferral Election and satisfying any other procedures for admission hereunder. If such Participant fails to make any such election on a timely basis, he shall be deemed to have elected not to participate in the Plan at that time.

## 5.5 **Beneficiary Designation**

(a) **General**. Participants shall designate and from time to time may redesignate their Beneficiaries in such form and manner as the Benefit Plans Committee may determine; provided, a married Participant may not designate a non-spouse Beneficiary unless the Participant's spouse consents in writing to such designation.

(b) **No Designation or Designee Dead or Missing**. In the event that:

(1) a Participant dies without designating a Beneficiary;

(2) the Beneficiary designated by a Participant is not surviving when a payment is to be made to such person under the Plan, and no contingent Beneficiary has been designated; or

(3) the Beneficiary designated by a Participant cannot be located by the Benefit Plans Committee within 1 year from the date benefits are to be paid to such person;

then, in any of such events, the Beneficiary of such Participant with respect to any benefits that remain payable under the Plan shall be the Participant's Surviving Spouse, if any, and if not, the estate of the Participant.

## 5.6 **Taxes**

If the whole or any part of any Participant's or Beneficiary's benefit hereunder shall become subject to any estate, inheritance, income or other tax which the Participating Company shall be required to pay or withhold, the Participating Company shall have the full power and authority to withhold and pay such tax out of any monies or other property that the Participating Company holds for the account of the Participant or Beneficiary whose interests hereunder are so affected. Prior to making any payment, the Participating Company may require such releases or other documents from any lawful taxing authority as it shall deem necessary.

## 5.7 **Offset**

If and to the extent a Participant or Beneficiary has any financial obligation outstanding in favor of any Participating Company, the Benefit Plans Committee, in its sole discretion, may direct that any amounts in the Participant's pre-2005 Account payable hereunder to such Participant or Beneficiary will be reduced as an offset of such financial obligation, and the Benefit Plans Committee shall cause such offset amount to be applied against such obligation.

## 5.8 **Delay in Distribution for Specified Employees**

Notwithstanding anything to the contrary in this Plan, if a Participant is a Specified Employee, distributions which are made on account of the Participant's Separation from Service

shall be made on the date that is the earlier of: (A) the Participant's death or (B) the later of: (i) the first day of the seventh month following the Participant's Separation from Service (regardless of whether the Participant is reemployed on that date); or (ii) as soon as practicable after the January 1 following the Participant's Separation from Service.

## **ARTICLE VI**

### **CLAIMS**

#### **6.1 Claims.**

(a) **Initial Claim.** Claims for benefits under the Plan may be filed with the Benefit Plans Committee on forms or in such other written documents, as the Benefit Plans Committee may prescribe. The Benefit Plans Committee shall furnish to the claimant written notice of the disposition of a claim within 90 days after the application therefor is filed. In the event the claim is denied, the notice of the disposition of the claim shall provide the specific reasons for the denial, citations of the pertinent provisions of the Plan, and, where appropriate, an explanation as to how the claimant can perfect the claim and/or submit the claim for review.

(b) **Appeal.** Any Participant or Beneficiary who has been denied a benefit shall be entitled, upon request to the Benefit Plans Committee, to appeal the denial of his claim. The claimant (or his duly authorized representative) may review pertinent documents related to the Plan and in the Benefit Plans Committee's possession in order to prepare the appeal. The request for review, together with written statement of the claimant's position, must be filed with the Benefit Plans Committee no later than 60 days after receipt of the written notification of denial of a claim provided for in subsection (a). The Benefit Plans Committee's decision shall be made within 60 days following the filing of the request for review. If unfavorable, the notice of the decision shall explain the reasons for denial and indicate the provisions of the Plan or other documents used to arrive at the decision.

(c) **Satisfaction of Claims.** Any payment to a Participant or Beneficiary shall to the extent thereof be in full satisfaction of all claims hereunder against the Benefit Plans Committee and the Participating Companies, any of whom may require such Participant or Beneficiary, as a condition to such payment, to execute a receipt and release therefor in such form as shall be determined by the Benefit Plans Committee or the Participating Companies. If receipt and release is required but the Participant or Beneficiary (as applicable) does not provide such receipt and release in a timely enough manner to permit a timely distribution in accordance with the general timing of distribution provisions in the Plan, the payment of any affected distribution may be delayed until the Benefit Plans Committee or the Participating Companies receive a proper receipt and release.

**ARTICLE VII**  
**SOURCE OF FUNDS; TRUST**

**7.1 Source of Funds.**

Except as provided in Section 7.2, each Participating Company shall provide the benefits described in the Plan from its general assets.

**7.2 Trust.**

If and to the extent that the Board decides to establish a trust to fund benefits hereunder, the following provisions shall apply:

(a) **Establishment.** To the extent determined by the Controlling Company, the Participating Companies shall transfer the funds necessary to fund benefits accrued hereunder to the Trustee to be held and administered by the Trustee pursuant to the terms of the Trust Agreement. Except as otherwise provided in the Trust Agreement, each transfer into the Trust Fund shall be irrevocable as long as a Participating Company has any liability or obligations under the Plan to pay benefits, such that the Trust property is in no way subject to use by the Participating Company; provided, it is the intent of the Controlling Company that the assets held by the Trust are and shall remain at all times subject to the claims of the general creditors of the Participating Companies.

(b) **Distributions.** Pursuant to the Trust Agreement, the Trustee shall make payments to Plan Participants and Beneficiaries in accordance with a payment schedule provided by the Participating Company. The Participating Company shall make provisions for the reporting and withholding of any federal, state or local taxes that may be required to be withheld with respect to the payment of benefits pursuant to the terms of the Plan and shall pay amounts withheld to the appropriate taxing authorities or determine that such amounts have been reported, withheld and paid by the Participating Company.

(c) **Status of the Trust.** No Participant or Beneficiary shall have any interest in the assets held by the Trust or in the general assets of the Participating Companies other than as a general, unsecured creditor. Accordingly, a Participating Company shall not grant a security interest in the assets held by the Trust in favor of the Participants, Beneficiaries or any creditor.

**ARTICLE VIII**  
**BENEFIT PLANS COMMITTEE**

8.1 **Action.**

Action of the Benefit Plans Committee may be taken with or without a meeting of committee members; provided, action shall be taken only upon the vote or other affirmative expression of a majority of the committee members qualified to vote with respect to such action. If a member of the committee is a Participant or Beneficiary, he shall not participate in any decision which solely affects his own benefit under the Plan. For purposes of administering the Plan, the Benefit Plans Committee shall choose a secretary who shall keep minutes of the committee's proceedings and all records and documents pertaining to the administration of the Plan. The secretary may execute any certificate or any other written direction on behalf of the Benefit Plans Committee.

8.2 **Rights and Duties.**

The Benefit Plans Committee shall administer the Plan and shall have all powers necessary to accomplish that purpose, including (but not limited to) the following:

- (a) To construe, interpret and administer the Plan;
- (b) To amend the Plan, as provided in section 9.1;
- (c) To make determinations required by the Plan, and to maintain records regarding Participants' and Beneficiaries' benefits hereunder;
- (d) To compute and certify to the Participating Company the amount and kinds of benefits payable to Participants and Beneficiaries, and to determine the time and manner in which such benefits are to be paid;
- (e) To authorize all disbursements by the Participating Company pursuant to the Plan;
- (f) To maintain all the necessary records of the administration of the Plan;
- (g) To make and publish such rules for the regulation of the Plan as are not inconsistent with the terms hereof;
- (h) To delegate to other individuals or entities from time to time the performance of any of its duties or responsibilities hereunder; and

(i) To hire agents, accountants, actuaries, consultants and legal counsel to assist in operating and administering the Plan.

The Benefit Plans Committee shall have the exclusive right to construe and interpret the Plan, to decide all questions of eligibility for benefits and to determine the amount of such benefits, and its decisions on such matters shall be final and conclusive on all parties.

### 8.3 **Compensation, Indemnity and Liability**.

The Benefit Plans Committee and its members shall serve as such without bond and without compensation for services hereunder. All expenses of the Benefit Plans Committee shall be paid by the Participating Companies. No member of the committee shall be liable for any act or omission of any other member of the committee, nor for any act or omission on his own part, excepting his own willful misconduct. The Participating Companies shall indemnify and hold harmless the Benefit Plans Committee and each member thereof against any and all expenses and liabilities, including reasonable legal fees and expenses, arising out of his membership on the committee, excepting only expenses and liabilities arising out of his own willful misconduct.



**ARTICLE IX**  
**AMENDMENT AND TERMINATION**

9.1 **Amendments.**

The Board and the Benefit Plans Committee shall have the right, in the sole discretion of each, to amend the Plan in whole or in part at any time and from time to time, subject to the requirements of Code Section 409A with respect to a Participant's post-2004 Account. Any amendment shall be in writing and executed by a duly authorized member of the Board, the Benefit Plans Committee, or officer of the Controlling Company. An amendment to the Plan may modify its terms in any respect whatsoever, and may include, without limitation, a permanent or temporary freezing of the Plan such that the Plan shall remain in effect with respect to existing Account balances without permitting any new contributions; provided, no such action may reduce the amount already credited to a Participant's Account without the affected Participant's written consent; provided further, no amendment approved by the Benefit Plans Committee alone shall increase the rate of Matching Contributions or affect the vesting of Participants unless the Board consents to such amendment. All Participants and Beneficiaries shall be bound by such amendment.

9.2 **Termination of Plan.**

The Controlling Company expects to continue the Plan but reserves the right to discontinue and terminate the Plan at any time, for any reason subject to Code Section 409A. Any action to terminate the Plan shall be taken by the Board in the form of a written Plan amendment. If the Plan is terminated, each Participant's Account shall be distributed in a single-sum as soon as practicable after the date the Plan is terminated; provided, however, that in the case of a Participant's post-2004 Account, the requirements of Treas. Reg. §1.409A-3(j)(4)(ix) are met. The amount of any such distribution shall be determined as of the Valuation Date such termination distribution is to be processed. Such termination shall be binding on all Participants and Beneficiaries.

**ARTICLE X**  
**MISCELLANEOUS**

10.1 **Taxation**.

It is the intention of the Controlling Company that the benefits payable hereunder shall not be deductible by the Participating Companies nor taxable for federal income tax purposes to Participants or Beneficiaries until such benefits are paid by the Participating Company, or the Trust, as the case may be, to such Participants or Beneficiaries. When such benefits are so paid, it is the intention of the Controlling Company that they shall be deductible by the Participating Companies under Code Section 162.

10.2 **No Employment Contract**.

Nothing herein contained is intended to be nor shall be construed as constituting a contract or other arrangement between a Participating Company and any Participant to the effect that the Participant will be employed by the Participating Company for any specific period of time.

10.3 **Headings**.

The headings of the various articles and sections in the Plan are solely for convenience and shall not be relied upon in construing any provisions hereof. Any reference to a section shall refer to a section of the Plan unless specified otherwise.

10.4 **Gender and Number**.

Use of any gender in the Plan will be deemed to include all genders when appropriate, and use of the singular number will be deemed to include the plural when appropriate, and vice versa in each instance.

10.5 **Assignment of Benefits**.

The right of a Participant or his Beneficiary to receive payments under the Plan may not be anticipated, alienated, sold, assigned, transferred, pledged, encumbered, attached or garnished by creditors of such Participant or Beneficiary, except by will or by the laws of descent and distribution and then only to the extent permitted under the terms of the Plan.

10.6 **Legally Incompetent**.

The Benefit Plans Committee, in its sole discretion, may direct that payment be made to an incompetent or disabled person, whether because of minority or mental or physical disability, to the guardian of such person or to the person having custody of such person, without further liability on the part of the Participating Company for the amount of such payment to the person on whose account such payment is made.

10.7 **Governing Law.**

The Plan shall be construed, administered and governed in all respects in accordance with applicable federal law (including ERISA and the Code) and, to the extent not preempted by federal law, in accordance with the laws of the State of Georgia. If any provisions of this instrument shall be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining provisions hereof shall continue to be fully effective.

10.8 **Comply with Code Section 409A.**

Notwithstanding any provision to the contrary in this Plan, each provision of this Plan shall be interpreted to permit deferrals of Compensation and the payment of deferred amounts in accordance with Code Section 409A and any provision that would conflict with such requirements shall not be valid or enforceable.

IN WITNESS WHEREOF, the Controlling Company has caused the Plan to be executed by its duly authorized officer on the \_\_\_\_ day of \_\_\_\_\_, 2008.

**RARE HOSPITALITY INTERNATIONAL, INC.**

By: \_\_\_\_\_

Title: \_\_\_\_\_

**EXHIBIT A**

**Participating Companies**

**Company Names    Effective Date**

Capital Grille Holdings, Inc.    February 1, 2000

Grist Mill Holdings, Inc.    February 1, 2000

Hemenway Holdings, Inc.    February 1, 2000

One Brook, Inc.    February 1, 2000

Rare Hospitality International, Inc.    February 1, 2000

Rare Hospitality Management, Inc.    February 1, 2000

Rare Hospitality of Kansas, Inc.    February 1, 2000

**AMENDMENT TO THE RARE HOSPITALITY**

**MANAGEMENT, INC. DEFERRED COMPENSATION PLAN**

**(AS AMENDED AND RESTATED EFFECTIVE AS OF JANUARY 1, 2009)**

WHEREAS, Darden Restaurants, Inc. (the “Company”) maintains the RARE Hospitality Management, Inc. Deferred Compensation Plan (As Amended and Restated Effective as of January 1, 2009) (the “Plan”); and

WHEREAS, the Company has taken steps to effectuate the sale of Red Lobster pursuant to an Asset and Stock Purchase Agreement dated May 15, 2014; and

WHEREAS, the Company desires to provide that the sale of Red Lobster shall not be deemed to be a separation from service under the Plan for purposes of Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations thereunder; and

WHEREAS, amendment of the Plan to implement this provision is now considered desirable.

NOW, THEREFORE, by virtue of the power reserved to the Company by Section 9.1 of the Plan, and in exercise of the authority delegated to the Darden Restaurants, Inc. Benefit Plans Committee (the “BPC”) by resolution of the Board of Directors of the Company, the Plan is hereby amended, effective July 28, 2014, by adding the following new sentence to the end of Section 1.34 of the Plan:

“Notwithstanding anything in the Plan to the contrary, any Participant in the Plan whose employment with the Controlling Company and its Affiliate terminates in connection with the Controlling Company’s sale of the Red Lobster concept and related assets and certain liabilities during the 2014 Plan Year shall be deemed not to have a Separation from Service for purposes of Code Section 409A and the regulations thereunder until such time as the Participant’s employment is terminated from the buyer of the Red Lobster concept and related assets and certain liabilities.”

\* \* \* \* \*

IN WITNESS WHEREOF, the Benefit Plans Committee, duly authorized by the Board of Directors of the Company to amend or modify the Plan, has caused this amendment to be executed by a majority of its members.

7/8/14 /s/ Danielle Kirgan  
Date Danielle Kirgan

7/8/14 /s/ Anthony G. Morrow  
Date Tony Morrow

7/8/14 /s/ William R. White III  
Date William R. White III

7/8/14 /s/ Daniel Williams  
Date Daniel Williams

**DARDEN RESTAURANTS, INC.**  
**COMPUTATION OF RATIO OF CONSOLIDATED EARNINGS TO FIXED CHARGES**  
(Dollar amounts in millions)

|   | Fiscal Year Ended |              |              |              |              |
|---|-------------------|--------------|--------------|--------------|--------------|
|   | May 27, 2018      | May 28, 2017 | May 29, 2016 | May 31, 2015 | May 25, 2014 |
| Consolidated earnings from continuing operations before income taxes                                  | \$ 605.7          | \$ 637.3     | \$ 449.7     | \$ 175.3     | \$ 174.6     |
| Plus fixed charges:   |                   |              |              |              |              |
| Gross interest expense <sup>(1)</sup>   | 163.8             | 43.2         | 174.3        | 194.2        | 137.5        |
| 40% of restaurant and equipment minimum rent expense  | 128.5             | 114.7        | 93.4         | 66.8         | 58.6         |
| Total fixed charges   | 292.3             | 157.9        | 267.7        | 261.0        | 196.1        |
| Less capitalized interest   | (1.9)             | (1.7)        | (0.7)        | (1.3)        | (2.6)        |
| Consolidated earnings from continuing operations before income taxes available to cover fixed charges | \$ 896.1          | \$ 793.5     | \$ 716.7     | \$ 435.0     | \$ 368.1     |
| Ratio of consolidated earnings from continuing operations to fixed charges                            | 3.1               | 5.0          | 2.7          | 1.7          | 1.9          |

(1) Gross interest expense includes interest recognized in connection with our unrecognized income tax benefits

**SUBSIDIARIES OF DARDEN RESTAURANTS, INC.**

As of May 27, 2018, we had seven “significant subsidiaries”, as defined in Regulation S-X, Rule 1-02(w), identified as follows:

1. GMRI, Inc., a Florida corporation, doing business as Olive Garden, Bahama Breeze and Seasons 52
2. Cheddar’s Restaurant Holding Corp., a Delaware corporation
3. Cheddar’s Casual Cafe, Inc., a Delaware corporation, doing business as Cheddar’s Scratch Kitchen
4. Yard House USA, Inc., a Delaware corporation, doing business as Yard House
5. Rare Hospitality International, Inc., a Georgia corporation, doing business as LongHorn Steakhouse and Olive Garden
6. N and D Restaurants, LLC, a Florida limited liability company, doing business as Olive Garden
7. Olive Garden of Texas, LLC, a Texas limited liability company, doing business as Olive Garden

In addition, we also had the following subsidiaries:

8. Rare Hospitality Management LLC, a Delaware limited liability company, doing business as LongHorn Steakhouse
9. Capital Grille Holdings, Inc., a North Carolina corporation, doing business as The Capital Grille
10. Darden Corporation, a Delaware corporation
11. Seasons 52 Holdings, LLC, a Florida limited liability company, doing business as Seasons 52
12. Eddie V’s Holdings, LLC, a Florida limited liability company, doing business as Eddie V’s
13. Bahama Breeze Holdings, LLC, a Florida limited liability company, doing business as Bahama Breeze
14. Darden Direct Distribution, Inc., a Florida corporation
15. Florida SE, LLC, a Florida limited liability company, doing business as Olive Garden
16. Olive Garden Holdings, LLC, a Florida limited liability company, doing business as Olive Garden



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Darden Restaurants, Inc.:

We consent to the incorporation by reference in the registration statement (No. 333-213992) on Form S-3 and (No. 333-207061, No. 333-207060, No. 333-191490, No. 333-178876, No. 333-57410, No. 333-105056, No. 333-124363, No. 333-122560, No. 333-148260, No. 333-146464, No. 333-156557, No. 333-169788) on Form S-8 of Darden Restaurants, Inc. of our reports dated July 20, 2018 , with respect to the consolidated balance sheets of Darden Restaurants, Inc. as of May 27, 2018 and May 28, 2017 , and the related consolidated statements of earnings, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended May 27, 2018 , and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of May 27, 2018 , which reports appear in the May 27, 2018 annual report on Form 10-K of Darden Restaurants, Inc.

/s/ KPMG LLP

Orlando, Florida  
July 20, 2018

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that the undersigned constitutes and appoints Matthew R. Broad, Anthony G. Morrow and Jessica P. Lange, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for and in his or her name, place and stead, in any and all capacities, to sign the Annual Report on Form 10-K for the fiscal year ended May 27, 2018 and any and all amendments thereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as might or could be done in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed effective as of the 20th day of June, 2018, by the following persons.

By: /s/ Margaret Shân Atkins

Margaret Shân Atkins

By: /s/ James P. Fogarty

James P. Fogarty

By: /s/ Cynthia T. Jamison

Cynthia T. Jamison

By: /s/ Eugene I. Lee, Jr.

Eugene I. Lee, Jr.

By: /s/ Nana Mensah

Nana Mensah

By: /s/ William S. Simon

William S. Simon

By: /s/ Charles M. Sonsteby

Charles M. Sonsteby

**CERTIFICATION PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Eugene I. Lee, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Darden Restaurants, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Eugene I. Lee, Jr.

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Eugene I. Lee, Jr.  
President and Chief Executive Officer  
July 20, 2018

**CERTIFICATION PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Ricardo Cardenas, certify that:

1. I have reviewed this Annual Report on Form 10-K of Darden Restaurants, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Ricardo Cardenas

Ricardo Cardenas

Senior Vice President and Chief Financial Officer

July 20, 2018

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Darden Restaurants, Inc. ("Company") on Form 10-K for the year ended May 27, 2018, as filed with the Securities and Exchange Commission ("Report"), I, Eugene I. Lee, Jr., President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eugene I. Lee, Jr.

Eugene I. Lee, Jr.

President and Chief Executive Officer

July 20, 2018

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Darden Restaurants, Inc. ("Company") on Form 10-K for the year ended May 27, 2018, as filed with the Securities and Exchange Commission ("Report"), I, Ricardo Cardenas, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ricardo Cardenas

Ricardo Cardenas

Senior Vice President and Chief Financial Officer

July 20, 2018