



Our Code of Conduct

We're making a world of difference

Working worldwide

North America
135+ locations

Europe
51 locations

**Darling
Ingredients Inc.**

Global Headquarters,
Irving, Texas, USA

Asia
13 locations

**Bangkok
Thailand**

Asian Customer
Success Center

South America
2 locations

Australia
1 location

Our global family of brands

Through our diverse family of respected brands, we are able to offer products and services delivering the highest standards in quality, safety, biosecurity and integrity the world over.

 **Bakery Feeds**

 **Nature Safe**

ecoson

Rousselot

 **Peptan**

 **ENVIROFLIGHT**

DAR PRO SOLUTIONS

hepac

LARU

cth

 **Rendac**

 **DIAMOND GREEN DIESEL**

sonac

A message from our CEO

At Darling Ingredients, our greatest assets are our employees. Our inclusive global workforce and our wide variety of skills, abilities, experiences and perspectives have been critical in helping us consistently deliver best-in-class results around the world. I've often talked about our core values – integrity, transparency and entrepreneurship – and how each plays an integral role in building the respected reputation and quality of products and services we should strive to maintain.

Growth with accountability

Our entrepreneurial spirit ignites growth, both in terms of our Company's size and scope, and individuality. This must be guided by integrity. By accepting personal accountability and acting in ways that can further the achievements of our Company, our future – and your future – is set on a path of sustained growth. Our structure provides the freedom to operate within our strategic framework – ensuring a strong balance of creativity, autonomy and disciplined decision-making. Through the deliberate actions we take at every level, we strive to do the right thing for our stakeholders. As we move forward to reach our personal and Company goals, our means of getting there must be honest and transparent. We foster teamwork and collaboration, within our business, the marketplace, and in our communities around the globe. Our actions must be clear, our recordkeeping thorough, and our behavior in compliance with our policies around the world, this Code of Conduct, and applicable law.



Our role is simple

- Take on the responsibility to read, understand and follow this policy.
- Make decisions that are consistent with our values.
- Know and follow the laws of the country in which you operate.
- Speak up anytime you suspect a violation of our Code of Conduct or Company policies.

Our commitment

As the CEO of this Company, I am personally committed to upholding our values and the principles outlined in this Code of Conduct. I am honored to work with a team who lives our values of integrity, transparency and entrepreneurship every day. I trust that you will carry that same commitment and responsibility and that you will expect the same of your co-workers and our Company to conduct business legally and ethically. Our management team sets the tone, but it is each one of you that I look to for setting a good example in conducting ourselves in an ethical and open manner.

Thank you for all your efforts in bringing us to the high level of success and global respect we enjoy today.

Randall C. Stuewe,
Chief Executive Officer

A handwritten signature in black ink that reads "Randall C. Stuewe". The signature is fluid and cursive, with a large, sweeping flourish at the end.



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Chapter 1:

We're making a world of difference

” AS THE GLOBAL POPULATION GROWS,
WE FIND SUSTAINABLE SOLUTIONS FOR
OUR FOOD, FEED AND FUEL NEEDS

1.1 Introduction of our values

Our world is in transition... and with it, many things will change. The continuing growth of our global population and increase in life expectancy and wealth put rising demands on our natural resources to provide us with food, feed, fuel and general well-being. As our planet faces challenges to its climate as well as its resources, its future – and that of our children's – depends on our ability to find viable ways to provide for our population's changing needs.

At Darling Ingredients, we believe economic and ecological sustainability should function together to achieve the greatest benefits. The foundations we laid as far back as 1882 have become today's driver for developing innovative solutions for a more sustainable environment, society and future, while providing unique benefits for our customers and solid opportunities for our workforce and key stakeholders.

The Code applies to all of us

Our Code is designed to provide practical guidance for the kinds of ethical situations we may encounter and to guide us to resources we can access when not sure of the proper course of action.

The Code applies to:

- All Darling Ingredients Inc. employees, contractors, joint ventures and subsidiaries.
- All members of our Board of Directors when acting in their capacities as Company Directors.
- Intermediaries, representatives, independent contractors and consultants, where applicable, when conducting business with – or on behalf of Darling Ingredients Inc.

Our values

As a global leader in the industry, it is vital that our business practices and individual conduct be open and honest, which is reflected in our three core values of integrity, transparency, and entrepreneurship. These values are the foundation of everything we stand for and form the basis of our Code of Conduct ("Code"). We are to reflect these values so our customers, investors, shareholders, and suppliers can feel safe placing their trust in our products and services.

1. INTEGRITY

We are honest, accountable, and reliable. We believe in treating others with respect. Acting with integrity contributes to a more enjoyable work environment and helps ensure we maintain our high standards and ethics.

2. TRANSPARENCY

Transparency and integrity go hand-in-hand. What we say is supported by what we do and our records confirm our words and actions. Our openness allows us to build a foundation of trust not only in the work place, but in all Company interactions which furthers our success.

3. ENTREPRENEURSHIP

We are a rich blend of people with a broad range of knowledge and experiences. We look for innovative ways to shape our Company's future and continually seek to share ideas to improve our supply chain, products, and operations. We want everyone to be a part of and take ownership of this success so that we can create value for the organization and our stakeholders.

Waivers

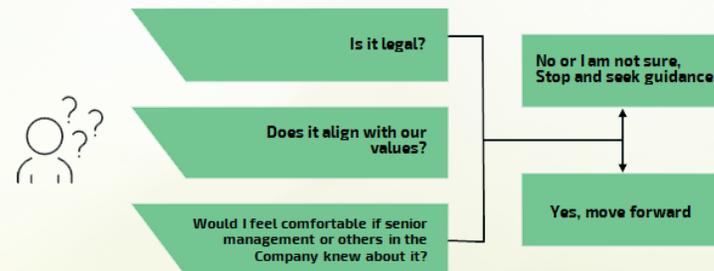
Only the Board of Directors of the Company may approve any waiver of the Code of Conduct with respect to any executive officer or director. Such a waiver will be promptly disclosed to the shareholders of the Company on the Company's website.

Compliance with laws

In addition to our values and Code, we are each committed and responsible to know and comply with the laws, rules, and regulations of the countries in which we operate and do business in, as well as our Code and Company policies.

Good decisions through discussion

No single document can cover every situation that may arise. Most importantly, our Code is never a substitute for common sense and good judgment. If you ever encounter a difficult situation and are unclear about the right decision, ask yourself:



If the answer to all of these questions is "yes", the decision to move forward is probably okay, but if the answer is "no" or "I'm not sure," stop and seek guidance. Your supervisor or manager, Human Resources, Compliance Department, or Legal Department are available to help you understand our obligations under the Code.

Violations

As a member of the Darling team, you are expected to adhere to acceptable business principles in matters of personal conduct and exhibit a high degree of personal integrity at all times. You are expected to follow our Code, Company policies, and laws as a representative of Darling Ingredients.

If you violate the Code, policy, or law while conducting business, the Company will take appropriate disciplinary action, up to and including termination of employment, as allowed by local law. Legal violations can result in personal civil and/or criminal penalties as well as for the Company.

Manager responsibilities

Managers are the ones who set the culture and tone of their teams. While all employees are expected to work with integrity and treat others with respect, managers have increased expectations when it comes to upholding our values and ethical decisions. These higher expectations include:

- Instilling the importance of training, decision making, and ethical conduct through leading by example.
- Encouraging and maintaining an open-door environment for employees to ask questions or report problems.
- Seeking help from supporting departments for questions or problems and escalating issues when they arise.

Managers and leaders at all levels are our instructors and first line of defense of how we uphold our Code of Conduct and how we do business.

” Managers are the ones who set the culture and tone of their teams.



Chapter 2:

Employee standards

” WE TREAT EACH OTHER
WITH RESPECT

2.1 Anti-discrimination



A diverse workforce is the key to our success. It's why we never discriminate. We value the diverse skills and strengths we bring to our jobs.

We have a rich and diverse workforce comprised of people of different ages, origin, race, color, religion, gender, sexual orientation, disability, national and social status, and veteran status. We treat every individual with fairness and respect and promote a professional work atmosphere whether it is a coworker, supplier, customer, or competitor.

Employment opportunities will be evaluated equally during all phases of employment, including recruitment, hiring, training, and job advancement without discrimination by any characteristic that is protected by law.

Compensation

The primary objective of our compensation policy is to enable us to retain and recruit a highly qualified workforce.

In determining compensation, a variety of factors are taken into consideration, such as the complexity of functions, the scope of

responsibilities, the alignment of risks and rewards, and national and international legislation. We treat all of our employees equally based on the applicable policy and/or (collective) labor agreements.

Discrimination should be reported to your manager or the Human Resources Department. If you are not comfortable with that, you can also report it on the Speak Up Line. We do not tolerate any form of retaliation and will take appropriate disciplinary action against anyone who violates this policy, up to and including termination, as allowed by local law.



2.2 Anti-harassment

We treat one another, our customers, and other business partners with fairness and respect at all times, never using harassment or intimidation to influence behavior.

We go out of our way to create a safe and caring work environment by following these standards:

- There will be no harassment, intimidation, or violence in our workplace.
- We will not make false, misleading or disparaging remarks about individuals, organizations, or their products and services (in particular, about our competitors).
- We do not bring weapons into the workplace.

Treat others with respect

A hostile, offensive environment affects how people perform and feel at work. We should never conduct ourselves in such a manner that makes others feel uncomfortable, even if it is unintended.

Checklist

- ✓ Treat all people with respect and professionalism.
- ✓ Speak Up if you see or experience conduct that makes yourself or others uncomfortable.
- ✓ Report any harassment or suspected harassment through the proper channels - managers, HR, Speak Up Line.
- ✓ Review your own actions and words to make sure you are not the one engaging in unwanted behavior.

Do not engage in unacceptable behavior, such as:

- Sexual harassment, including unwelcome sexual advances, requests for sexual favors, and sexual abuse.
- Verbal harassment, including abusive language, slurs, jokes, insults, epithets, gestures, or teasing.
- Graphic harassment, including offensive posters, symbols, cartoons, drawings, photography, computer displays, or emails.
- Physical harassment, including physical threats or injury, blocking someone's way, unwelcome touching, damaging property, or other threatening, intimidating, or hostile behavior.
- Any aggressive behavior, act, or threat of violence by or toward any employee.

Harassment should be reported to your manager or the Human Resources Department. If you are not comfortable with that, you can also report it on the Speak Up Line. We do not tolerate any form of retaliation and will take appropriate disciplinary action against anyone who violates this policy, up to and including termination, as allowed by local law.

2.3 Personal relationships

We do not prohibit you and someone you are related to by blood, marriage, or domestic partnership from working together for our Company. However, such relationships must be disclosed during the interview process to Human Resources. Approvals must be obtained by Human Resources and by the applicable manager.

Personal relationships in the workplace

For all plant personnel, prior approval is required by a General Manager. If it involves a General Manager, corporate, or regional office personnel, approval will be obtained by the department Vice President or Senior Vice President. Approvals for Vice President and above will be obtained by Executive Vice Presidents. Prior approval is required for employees who are Closely Related Parties and are direct reports.

Relationships formed during employment should also be disclosed to supervisors and Human Resources, as allowed by law, in the event it creates a Conflict of Interest. We must, however, conduct ourselves professionally while at work and avoid favoritism or other improprieties.

Learn more: Conflict of Interest Policy



DEFINITION: CLOSELY RELATED PARTIES

A Closely Related Party is defined as an employee's: relatives, partners, and those living in the same household as the Darling employee. "Relatives" mean parent, child, sibling, spouse, aunt, uncle, niece, nephew, grandchild, grandparent, and/or cousin, and includes in-laws, foster, or step-relatives.

2.4 Human rights

We respect and defend the rights of others, throughout the world. As the world's largest producer of sustainable natural ingredients, we have a presence around the globe.

Our view on human rights is clear and simple:

- We prohibit the use of child labor, forced or compulsory labor, and human trafficking.
- Any form of human abuse or physical punishment is not tolerated.
- We do not do business with individuals or companies who abuse the rights of others.
- We follow all applicable local, federal, and regional laws.

As part of our commitment, we are expected to understand and abide by the terms of our Code, including laws prohibiting human trafficking and slavery. This is particularly important for those responsible for supply chain management.

Learn more: [California Transparency in Supply Chains Act Disclosure](#), [Human Rights Policy](#)



2.5 Substance abuse

We want our working environment to be safe for ourselves, our business partners and the general public.

Using drugs or alcohol in the workplace presents a danger to everyone. To make sure we, our customers and the public are safe at all times, we do not distribute, manufacture, dispense, possess or use controlled substances while on our premises or while performing services for the Company.

While alcohol may be served at Company-approved social functions, this should be done only in accordance with local policies and should not threaten your or others' safety.

Learn more: Substance Abuse Policy

Tip

- ✓ If you are at an after-hours, work-related function where alcohol is being served, and you notice a co-worker has been drinking to the point it is affecting their speech, motor skills and/or judgement, arrange for a taxi or offer to drive them home. If they refuse and drive themselves, you should report the incident to Human Resources.



2.6 Environmental, health and safety

At Darling Ingredients, we are committed to providing a safe and healthy workplace for our employees and to limiting the impact of our operations on the environment. To accomplish this, we consistently strive to improve our programs, practices, services, products and compliance. This commitment is in the best interest of our employees, customers, suppliers, shareholders, and the communities in which we operate.



This Global Environment, Health and Safety (“EHS”) policy is an integral part of our operations and performance management systems. We expect our employees, contractors and suppliers to adopt and uphold the following principles:

- Protecting our employees from occupational injuries and creating a positive health and safety culture in the workplace.
- Taking action to stop and correct any unlawful or unethical EHS conduct.
- Protecting the environment and solving our environmental issues, including limiting pollution at the source, managing emissions, releases, and wastes from operations, and making efficient use of natural resources.
- Working with our supply chain and business partners to align EHS standards through supply agreements and communication.
- Educating ourselves and our customers on the safe and environmentally responsible use of our products.
- Supporting the development of responsible standards internally and externally which enhance our EHS principles.
- Complying with global EHS laws and regulations.

- Actively communicating, implementing and monitoring EHS compliance using an established Environmental Management System (EMS) and Safety Management System (SMS) that align respectively with ISO 14000 and ISO 45001.
- Consulting with stakeholders on environmental, social and governance issues annually through the Shareholder Engagement Process.

These listed principles are in addition to our obligation to comply with all other Company policies and standards, and all other laws and regulations that apply to our operations globally. We are committed to updating our Environmental, Social and Governance (ESG) Fact Sheet/Report on an annual basis and making it available on the Company website.

Executive management and the Board of Directors at Darling Ingredients are dedicated to reducing occupational injuries and the environmental impact of our operations. Our Global EHS policy and standards are reviewed by senior management on a regular basis to ensure they are suitable and sustainable for our business. The Company's Board of Directors has quarterly updates on environmental and safety events.



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2.7 Vehicle and travel safety

Our drivers should always perform in a way that ensures the safety of people and property.

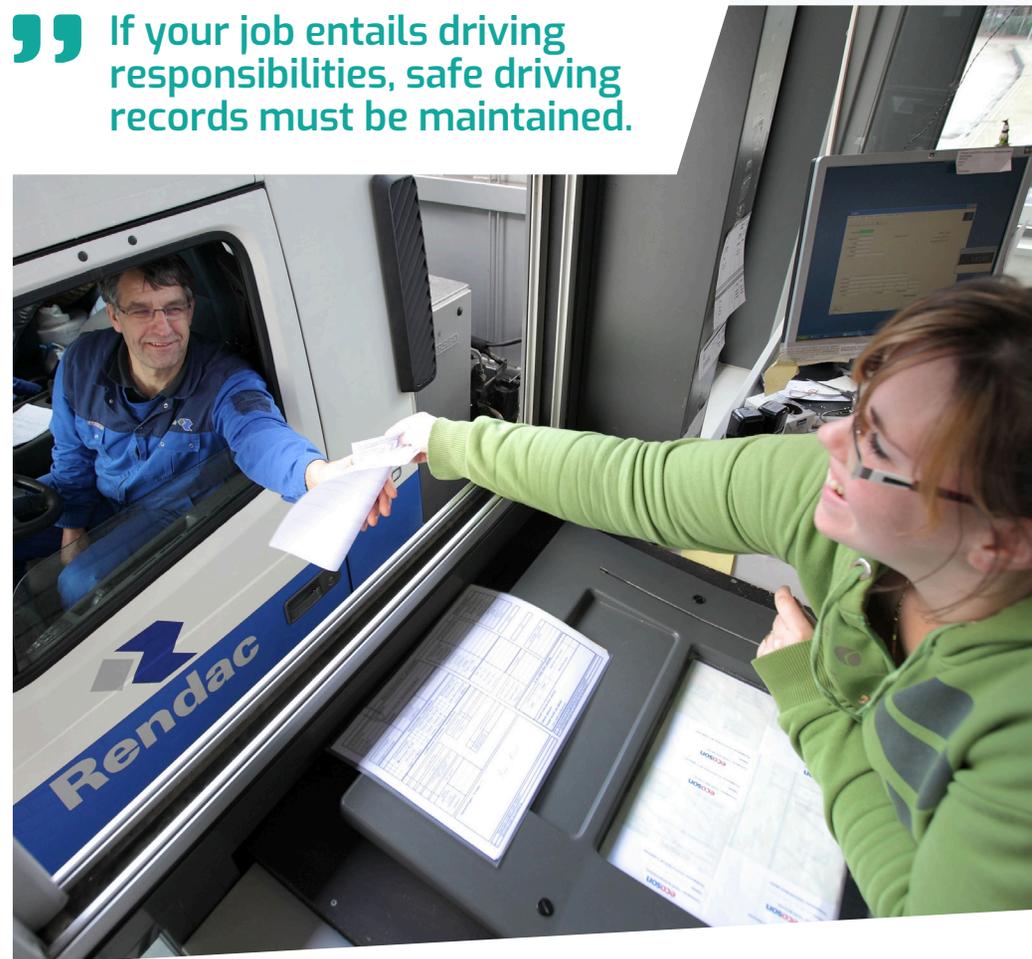
If your job entails driving responsibilities, safe driving records must be maintained. Where allowed by law, we reserve the right to refuse to hire, discipline or even terminate the employment of anyone whose driving record is not satisfactory.

Always obey traffic laws

We obey all traffic laws and abide by safe driving practices when operating a Company-owned, personal, leased or rented motor vehicle on public streets for Company business.

If duties include using a motor vehicle as part of your job we'll carry out a motor vehicle record check, where allowed by law.

” If your job entails driving responsibilities, safe driving records must be maintained.



Chapter 3:

Customer value and entrepreneurship

” WE MAKE EVERY EFFORT TO
ENSURE OUR PRODUCTS AND
SERVICES ARE SAFE, SECURE
AND PROTECTING THE
ENVIRONMENT

3.1 International trade

We abide by trade laws and regulations, including those related to imports, exports, boycotts and economic sanctions.

We comply with all laws and regulations concerning the transportation of goods, services and technologies across the borders of the countries in which we operate and do business, including:

- Trade restrictions and embargoes, government-imposed export controls, legal economic sanctions and boycotts.
- Anti-boycott laws that prohibit participation or cooperation with an international boycott that is not sanctioned by the U.S. government.
- Varying country specific government sanctions that limit activities with certain countries, entities, or individuals.
- Discrimination laws that prohibit boycotts based on race, gender, national origin, or religion.

Furthermore, we never cooperate with restrictive trade practices that are prohibited or penalized under applicable laws. Please notify the Compliance Department if you ever receive a request, or what could be seen as a request, to boycott.



Tips

- ✓ Proper registration and labeling of products is critical to our global brands and open relationships with various government agencies. If you are in doubt on the proper registration, don't do it and ask for permission before you proceed.
- ✓ Contact the Manager of Import & Export Programs for support if you have questions.
- ✓ Keep vigilant and always try to think one step ahead to ensure compliance.



3.2 Insider information & security trading

You must not buy or sell Darling Ingredients Inc. securities, such as our common stock, based on material information that is not publicly available.

Insider trading means using material non-public information for a personal financial benefit or to share such information with others who are considering an investment. If you have access to non-public information of a material nature, you must not use that information to buy or sell our securities before the general public has access to the same information. Insider trading is also true of material non-public information about another Company that you may have access to through your position at our Company.

DEFINITION: MATERIAL

Inside information that might be material includes earnings estimates, significant business developments, expansion or curtailment of operations, sale or purchase of substantial assets or other significant activity. It is difficult to describe exhaustively what constitutes "material" information, but you should assume that any information, positive or negative, which might be of significance to an investor, as part of the total mix of available information, in determining whether to purchase, sell, or hold Darling stock would be material. Information may be significant for this purpose even if it would not alone determine the investor's decision.

Company information is confidential

All non-public information about our business is confidential. Never disclose confidential information about our Company to family, friends or others, including others within our Company who do not have a business reason to know the confidential information.

Get pre-cleared and, if necessary, seek legal advice before trading

If you are an executive officer, a member of the Board of Directors, or one of the other Designated Officers, as defined in our Insider Trading and Confidentiality Policy, you must get pre-cleared by our SVP Treasurer prior to trading any of our Company's securities. In any event, if there is any uncertainty or question about the legality of a planned purchase or sale of our stock, contact the SVP Treasurer or General Counsel before making the transaction.

Before buying our stock?

- ✓ Do you have any material knowledge about our Company the general public does not yet have?
- ✓ Will you gain any unfair advantage (vs. other investors) by trading at this time?
- ✓ Are you in compliance with our Insider Trading and Confidentiality Policy, including getting pre-cleared if required?

Learn more: Insider Trading and Confidentiality Policy

3.3 Customers and suppliers

We treat our customers and suppliers in the same way that we treat each other – with honesty and integrity.

Our brands are respected and successful because of the quality of our products, our competitive prices, and the services we provide. Our sales literature and presentations are recognized for their honesty and transparency. To maintain our reputation, it's important that we work with suppliers who also share our values.

When selecting business partners, use objective criteria, such as:

- Capabilities and competencies
- Quality
- Compliance
- Traceability
- Integrity
- Reliability
- Competitive pricing
- Products and services

We strive to do business with reputable companies and individuals who are engaged in legitimate business activities.

Learn more: Supplier Code of Conduct



3.4 Sustainability: world of commitment

We take responsibility for all our actions and operate in ways that, wherever possible, leave a positive impact on people, animals, air, water, and earth.

We see opportunities

We not only care about people and our earth, we have the knowledge, means, and spirit to add substantial value to what nature provides.

Contributing to a more sustainable world

We believe that our success lies in how we contribute to creating a more sustainable world. It's the reason we continuously strive to improve ourselves, our products, our financial performance, and our processes.

Giving nature a second life is our second nature

In a world of limited natural resources, giving nature a second life has become our second nature by taking in materials that would otherwise be discarded and turning them into sustainable food, feed, or fuel ingredients.

Learn more: Corporate Social Responsibility Policy at <https://commitment.darlingii.com>



” We believe that our success lies in how we contribute to creating a more sustainable world.

3.5 Product quality and safety

We comply with food and feed safety and quality laws and regulations. It's the foundation of our commitment to manufacturing and marketing products that are safe to use as ingredients in food, pharmaceuticals and feed.

Many of our products enter the human food chain. This could be indirectly through animal feed, or directly in human food and pharmaceuticals. Our products are also used as ingredients in pet food.

We comply with food and feed safety laws and regulations in all countries where we do business. This applies to products that are sold

within their country of manufacture, as well as products that are exported. Any products that we export must also meet the food and feed safety laws and regulations of the country in which they are sold.

We continually improve the quality of our products

Our products are important to society on a global scale. Many of our products are used as food for animals and humans, in pharmaceuticals, as fertilizers and fuels, and in various industrial applications.

We are committed to continual improvement in our supply chain, processes, products and operations and in meeting all customer specifications. We are further committed to monitoring, anticipating and updating our policies and procedures to meet or exceed changes in government standards. All product quality communications must be accurate and truthful. Our Product Safety Plan helps to ensure our products are safe for their intended use and supported by accurately recorded test results.

Learn more: Facility HACCP Plans, Good Manufacturing Practices (GMPs), Quality Policy, Product Safety Plans, Current Good Manufacturing Practice (CGMPs)



Chapter 4:

Shareholder value

” WE PROTECT OUR REPUTATION AND
FINANCIAL INTERESTS BY COMPLYING
WITH LAWS AND REGULATIONS



4.1 Fraud and investigations

We always strive to conduct business in good faith. We respond to investigations or audits in an open, honest and transparent way.

All fraudulent activities are strictly prohibited. In particular, this includes when working with our materials, funds and financial reporting systems. Our employees are the first line of defense against fraud, including detection, reporting, and prevention.

Internal and external investigations

Investigations are sometimes needed to review our business practices or potential violations of laws or policies. In such cases, your full cooperation with internal and external investigations is expected. Never alter or destroy records if an investigation or audit is to take place.

Contact the Compliance or Legal Department immediately if:

- An investigation is being conducted by a government official.
- A government official presents a valid order requiring immediate action.
- A response to litigation is required or there is a request from a government agency.

Do not discuss an internal investigation with anyone, unless instructed to do so by the investigators.

We protect documents relevant to legal matters

From time to time we are required to preserve documents and information, including hard copies and electronic records and information, due to litigation, investigations, and other inquiries.

If you possess documents and information relevant to such action, you may receive a "Legal Hold" notice. The Legal Hold will explain your obligations to preserve such documents and information. You must review the Legal Hold carefully and comply with its terms. Further, you are not permitted to discard any documents or information subject to the Legal Hold until the Legal Department releases the Legal Hold.

4.2 Antitrust and global competition

We encourage a free and open marketplace. Although we are extremely competitive, we are committed to complying with global antitrust and competition laws.

Competition is good, as long as it's ethical and fair. We compete on our own merits and never ask others to provide us with confidential information about our competitors and customers.

Avoid conversations with our competitors, even in informal settings like trade shows or trade association meetings, that are related to:

- Market share
- Projected sales or production schedules for a product or service
- Pricing strategies or marketing
- Inventories, revenues, and expense
- Unannounced products and services
- Proprietary, confidential or non-public Company information



Make sure everything is legal and truthful

We sell our products on their own merits and if we make comparison, they are always accurate and factual. We should never make statements about our competitors, customers, or their products that are untrue or illegal. Agreements that could limit competition in a specific market could violate competition laws. Approval must be obtained from our Legal Department before entering into such an agreement.

Pricing should always be transparent

Our industry position should never be used to diminish competition or participate in prohibited activities. Unless you obtain prior authorization from the Legal Department, we never engage in the following activities:

- **Tying Arrangements:** selling one product on the condition that the customer buys a second.
- **Price discrimination:** charging different customers different prices for the same product with the intent of harming competition in a particular market or markets.
- **Predatory pricing:** when a pricing strategy for a product or service is set at a very low price, intending to drive competitors out of the market, or create barriers to entry for potential new competitors.
- **Price fixing:** when competitors agree to raise, lower, fix, or hold a price for goods or services.
- **Market Sharing:** when competitors agree to divide markets or sell only to customers in certain geographic areas.
- **Bid-Rigging:** when competitors conspire on bid submissions to control who will win and lose bids.
- **Collusion:** competitors secretly communicating or agreeing on competition efforts.

Learn more: Antitrust and Competition Law Policy

” Although we are extremely competitive, we are committed to complying with global antitrust and competition laws



4.3 Anti-corruption

No matter where we operate or do business, there are anti-corruption laws or policies that apply. Bribing government officials, private individuals, or private entities is always unacceptable. Globally, all Darling employees, intermediaries, and representatives are required to comply with the U.S. Foreign Corrupt Practices Act ("FCPA").

Be aware of additional anti-corruption laws, including Brazil's Clean Company Act, Chinese anti-corruption laws, and U.K.'s Bribery Act.

To comply with anti-corruption laws, make sure to never directly or indirectly offer anything of value, including gifts and entertainment, to any government official in relation to:

- obtaining or renewing business,
- influencing or appearing to influence business decisions, or
- securing or appearing to secure an unfair business advantage.

These rules apply to all our business operations, business partners, and anyone acting on our behalf, including but not limited to contractors, intermediaries, suppliers, and consultants. If you have any questions or concerns, reach out to the Compliance Department. If you are uncomfortable reporting suspicious or illegal activity, use the Speak Up Line.

Tip

Remember a governmental official refers to many people, not just the representatives you normally think of, including:

- ✓ Regulatory agencies and personnel (environmental, tax, customs, etc.)
- ✓ Political party officials or candidates
- ✓ International public organizations and charities employees or representatives
- ✓ City officials, law enforcement, military
- ✓ Employees of state-owned entities

Make sure payments are proper

Any payments in the course of doing business should always reflect the value of the services provided and be made for a proper business reason to a legitimate vendor or supplier. Make sure all payments are lawful and are recorded accurately and completely.

Facilitation payments are prohibited

A facilitation payment is a payment made to a government official or private sector employee, as a personal benefit to that person, in exchange for expediting a lawful and routine action, such as processing a permit. These payments are not allowed. In contrast, service fees paid to government agencies and companies per official fee schedules

available to the public to expedite services, such as a rush fee for a visa, are permitted. The distinction is that the service fee is paid to the government entity or Company to expedite the action versus a facilitation payment, which is an unofficial deal with a government official or private sector employee for that person's personnel benefit in exchange for expedited service. Any request for a bribe or facilitation payment must be declined and reported to the Compliance Department. If you believe your life is in danger, then make the payment but immediately report it and the circumstances to the Compliance Department.

Learn more: Foreign Corrupt Practices Act (FCPA) Policy

Good question!



I'd like to pay for my supplier and his family to visit the plant and experience some local culture. This shouldn't be a problem, right? The supplier is located in South America.



Remember, anti-corruption laws prohibit offering anything of value to non-US public officials. This can include internships for relatives, travel and lodging expenses for family members, or even donations to charities foreign officials may recommend. Check with the Compliance Department for approval.



4.4 Giving and receiving gifts and entertainment

Gifts and entertainment play an important role in business, but they must be given properly to avoid falling afoul of the law. Most importantly, any gift or entertainment given or received should not, or appear to, compromise your ability to make independent business decisions on behalf of the Company.

Gifts and entertainment can be given or received, provided they are 1) ethical and customary; 2) permitted by local laws; 3) modest in value; and 4) not accepted or offered on a regular or frequent basis.

Giving

- Always give gifts in an open and transparent way – never in secret.
- Seek the right approval before you give your gift, meal, entertainment, or travel. Approval is granted specifically to you and cannot be passed onto anyone else.
- Any hospitality, gifts, or entertainment expense that is prohibited under Company policy may not be provided by the Company's third-party agents, distributors, or consultants in connection with our business.

Receiving

- Do not accept individual discounts from third parties for personal gain if the same discounts are not offered to the general public.
- Do not request or solicit gifts from our business partners.
- Do not accept improper payments as a form of compensation or for advantageous treatment, e.g., bribes, kickbacks, etc. A kickback is a payment to an individual as compensation for biased representation, improper service, or preferential treatment. A bribe is offering, giving, soliciting, or receiving any item of value as a means to influence the actions or decisions of an individual.

Ask yourself:

- ✓ Is the recipient a government official? Whether it's at a local, city, state, provincial, or federal level, it may be illegal.
- ✓ Confirm the entity the recipient works for allows the receipt of gifts or entertainment.
- ✓ Entertainment provided should have at least one Company employee in attendance and should be business related.
- ✓ Is the value of the gift or entertainment reasonable?
- ✓ Ask yourself, would I be comfortable if the media reported my giving or receiving a gift from this person?

Following our internal controls is important

All meals and entertainment must be documented, including who was the recipient and why. Receipts, invoices, or other similar records showing actual cost must be submitted with the expense reimbursement in accordance with Company's policies.

Show hospitality without being lavish or extravagant

Entertaining customers is a great way to build strong business relationships. However, business hospitality and entertainment can be challenging from a compliance perspective as people have different ideas about what is a reasonable price to pay for a business expense.

Make sure you follow Company policies that address the proper times and ways to give hospitality. Contact the Compliance Department if you have any questions.

Learn more: Global Travel and Expense Policy, Foreign Corrupt Practices Act (FCPA) Policy

” Gifts and entertainment play an important role in business, but they must be given properly to avoid falling afoul of the law.



4.5 Conflicts of interest

If our business actions appear to be influenced by any actual or potential personal gain from another source, there may be a conflict of interest. The same is true when our personal interests seem to interfere with the interests of the Company.

You should proactively disclose any situations that may put your interests, or those of a Closely Related Party, in a potential conflict with our Company. Avoid situations where personal interests conflict with the interests of our Company. Never use your job position or rank to seek or receive improper personal benefits. Remember, a legitimate action that appears to be a conflict of interest can be just as damaging as an actual conflict.

Situations that could create a conflict of interest

- Working for an outside organization or person could be a potential conflict if it competes with your role at our Company or interferes with the time or effort you bring to your job.
- If you or a Closely Related Party invest in, or exercise control over, one of our customer's, supplier's, or competitor's businesses, it could cause a conflict.

Learn more: U.S. Employee Handbook and Conflict of Interest Policy

Good question!



My brother works in the sales department of a slaughterhouse that supplies raw material to a local plant, and I work in the purchase department of that plant. Is this a problem?



Please disclose situations like this to your supervisor. All potential or actual conflicts of interest must be approved by Compliance and the general manager or department leader.

Do not pursue Company business opportunities for personal gain

You must not pursue any business opportunity that could benefit you personally (either directly or indirectly by involving family or friends) unless we, the Company, have formally decided not to compete for the opportunity. This principle extends to:

- Business opportunities discovered using our property or information.
- Business opportunities that come to your attention because of your position.
- Using any Company property, information or position for personal gain.



Tips

- ✓ Avoid investing in any third parties that do business with the Company
- ✓ Avoid giving or receiving gifts and entertainment from competitors, customers, and suppliers during contract negotiations
- ✓ Avoid personal engagement in products or services that compete with the Company
- ✓ Avoid working for, or asking favors of, competitors, customers or suppliers
- ✓ Avoid seeking or accepting a loan or guaranty of an obligation that could be perceived as creating a conflict of interest

4.6 Financial integrity

Records we generate are important Company assets. Each person's daily responsibilities has an effect on our financials. We will record all transactions completely, accurately, timely, and fairly to represent our financial position in accordance with our accounting policies and principals.

We are honest and transparent in our financial statements

Our internal accounting controls state that transactions must be:

- Made in the way that they were authorized.
- Recorded in the right way for us to prepare our financial statements.
- Recorded to maintain accountability for assets.

We do not make false or unsupported entries in our books or false statements. Our public communications and internal and external correspondence will be accurately stated and our consolidated financial statements must be a fair representation of our financial position, results of operations and cash flows. Any concerns or violations should be reported to the Chief Accounting Officer or the Chief Financial Officer. As a last resort, you can file a report with the Speak Up Line.

Authorization is required to access our systems and records. We compare the recorded amounts of our records to supporting documentation at regular intervals and take action if we find any variance.

We fully cooperate with external and internal auditors concerning issues related to audit, accounting or financial disclosure. Misleading, influencing, or coercing any auditor has serious consequences.

Learn more: International US GAAP Accounting Manual



DEFINITION: RECORD

A record is defined as all recorded, retrievable information, whether in a hard copy or electronic format, which evidences the development of and compliance with regulatory requirements, business practices, legal policies, financial transactions, administrative activities, business decisions and/or agreed actions. For example, payroll, timecards, spreadsheets, invoices, logs, reports, etc.

Maintain and preserve records and business information

Our records and information, whether employee, customer, or Company related, are important Company assets that may contain confidential information. They must be carefully maintained and disposed of in accordance with the Company's retention schedules and policies that address disposition, storage, and destruction.

Our standards apply to subsidiaries and joint ventures

Our accounting standards and internal controls also apply to financial reporting in affiliates, such as subsidiaries or joint ventures, where we have majority ownership or control. Where we only have a minority interest, we try to ensure that there's an effective system of internal control over financial reporting.



” We do not make false or unsupported entries in our books or false statements.

4.7 Communications

When communicating with others, internally or externally, we must do so in a way that reflects our high standards of business and professional conduct.

It's okay to provide the public with relevant information about our Company, but be careful not to share anything that's confidential, misleading or damaging to our Company's brand. To avoid releasing non-public information unintentionally, ask a corporate spokesperson to deliver the statement.

Always refer any inquiries from the media, government, or financial entity to the Vice President of Global Communications.

In a crisis, act quickly

In the event of a crisis involving our facilities or employees, time is critical. Always cooperate with orders or requests from public officials or law enforcement, but follow written policies and procedures. Moreover, remember to notify your supervisor and our Legal Department. Crisis situations should never be ignored, and do not make unapproved public comments.

Take care with personal communications

Our Code of Conduct and other Company policies also apply to personal communications. We must exhibit care and consider Company security when we:

- Send emails
- Make phone calls
- Leave voice mails
- Visit others outside the office on Company business

Tip

- ✓ When there is substantial damage to Company assets, or an injury or death is involved, all inquiries should be handled by our corporate spokesperson. At the outset, you should tell the reporter you don't have any information you can share, ask them to contact our corporate office, and tell your supervisor.

Use communication tools with caution

Remember that anything placed on the internet is there forever and potentially visible to anyone. If you use social or digital media to express personal views, do not use your Company email address, nor give the impression you are a spokesperson for our Company. Never divulge Company information that has not been made public. When using Company-owned equipment or digital communication tools, privacy of personal communications should not be expected, except where required by law.



Good question!



There was an incident at the plant which resulted in the police and media coming on-site. Should I talk to the police and reporters if they ask me questions?



The General Manager should be informed immediately of any incident that results in police or media personnel on-site. Only the General Manager should talk or instruct who to talk to the police. You should never speak with the media directly. All media inquiries should be directed to our Vice President of Global Communications.

Learn more: Branding and Trademark Policy, Darwin (online brand store and image library) <https://DARWIN.ycdashboard.com>

Chapter 5:

Collaboration, data and transparency

” REMEMBER OUR
COMMUNICATION
PRACTICES PROTECT
OUR REPUTATION,
INFORMATION AND
DATA SECURITY

5.1 Data privacy



We take our privacy and data protection seriously. We respect every individual's privacy. We only process personal data that is required or necessary. We only share personal data whenever it is legally obligated or when we have a legitimate interest. We will never sell personal data to third parties.

Complying with our privacy policies and data protection law will protect our data and personal information which includes using, storing, transferring, processing, updating or destroying personal information. If you have any questions on our privacy or data protection policies, please contact the Legal or Compliance Department.

A word about privacy

Only collect personally identifiable information if it is legal to do so and for a legitimate business reason. If your role involves using this kind of information, you must take care to secure it. You must also comply with all laws regarding disclosures for advance notification, authorization and consent notices. Any material and electronic devices used on our property, or information stored on our electronic systems, may be subject to inspection, as required and permitted by law.

Good question!



I'm a manager in the US, but I supervise an employee in Europe who is retiring. Can I have a copy of his computer hard drive sent to me?



Pertinent emails and data files that are not subject to privacy regulations can be made available. Follow the standard Company termination process, including a data privacy process verifying personal data isn't forwarded through emails or data files, to gain access to the approved emails and data files.

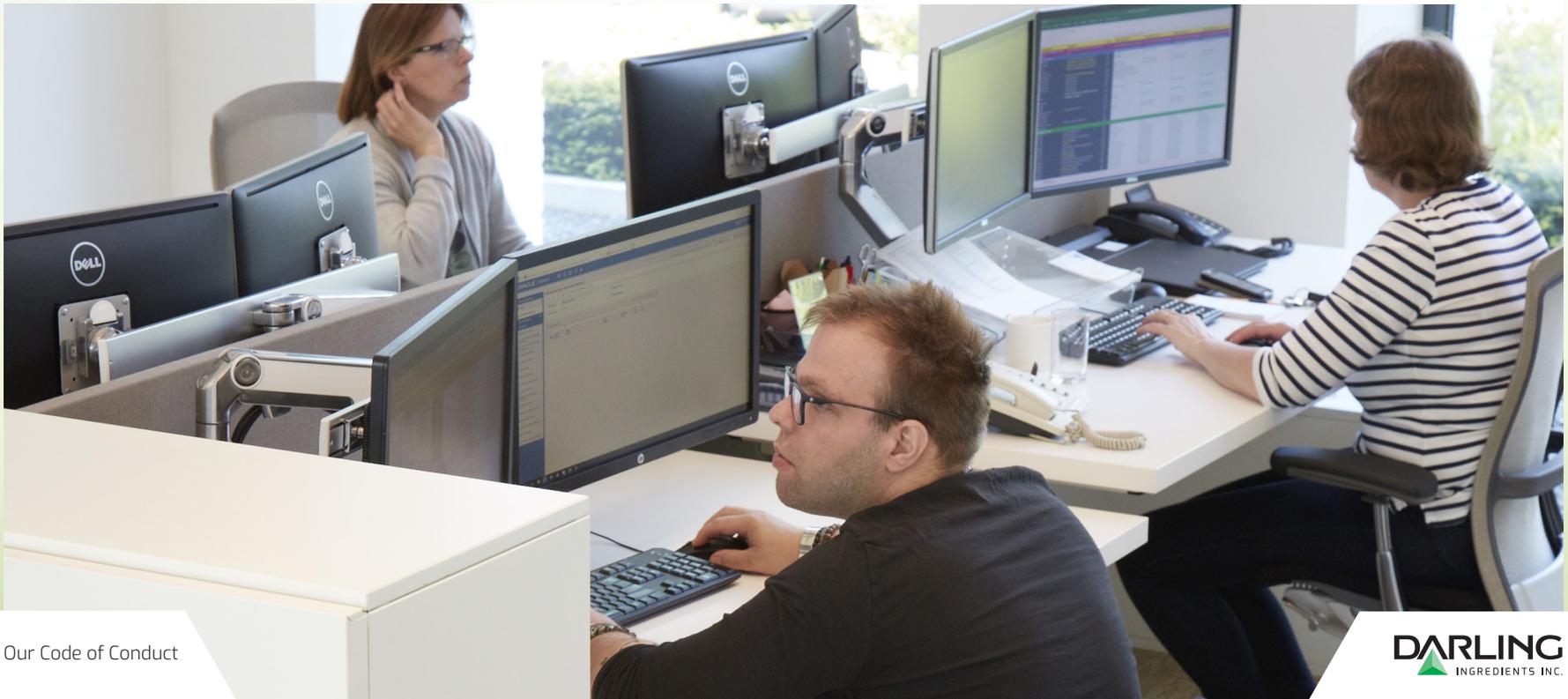
Immediately report any actual or suspected violation of our privacy and data protection policies or other risks to personal information to the Compliance Department. If you are not comfortable speaking to the Compliance Department directly or you feel your concerns are not being addressed, please use the Speak Up Line.

Actual or potential cyber security incidents should be reported to the Global Cyber Security Team or the Global Service Desk through Service Now.

Learn more: Information Security Policy for End Users, U.S. Employee Handbook, General Data Protection ("GDPR") Policy, Privacy Notice for Employees in the EU and Brazil, Privacy Notice of Applicants in the EU and Brazil, Record Retention Policy U.S.A., Record Retention Policy Canada, website privacy policies, and California Consumer Privacy Protection Notice

Tips

- ✓ Be conscious of your surroundings, including when you discuss or work on Company and customer data/information.
- ✓ Do not share information with those who do not have a legitimate business need to know.
- ✓ Clear system processes or software changes with the Legal or Compliance department to ensure compliance with data privacy laws.
- ✓ Keep in mind data protection can be as simple as not leaving sensitive documents on your desk or not leaving your work computer or iPad in your car.



5.2 Confidential information

We protect all non-public Company information. All non-public Company information is confidential, including without limitation, financial information, employee information, prices and customer lists, supplier names and information, contracts, business development opportunities, intellectual property, know-how, operational information, processes, procedures, and business, sales and marketing information.

If you are not the intended recipient of information from customers, suppliers, business partners or third parties that's marked confidential, or you suspect it may be confidential, you should ask the Legal Department for instructions on what to do with the information. We never use unauthorized information for our benefit. Further, we always honor any promises made to a previous employer to protect their confidential information.

Treat all non-public Company information as proprietary and confidential during employment and after leaving our Company. This includes not sharing anything that might benefit any of our competitors, including any information our competitors could use to impede, disrupt or cause harm to our business.

Good question!



I emailed a report to a customer and accidentally attached the wrong report that contained information about another customer. I've asked the customer to delete the email, do I have to do anything else?



Yes, you must report it to your manager and the Compliance Department who will confirm if any additional action needs to take place.

5.3 Company equipment & systems

Computers, machinery, tools, company vehicles, electronic devices, and other digital devices are provided by our Company to help us do our jobs safely and efficiently.

Computer systems, assets, and technology

The Company's computer and communication systems are provided for business purposes. Access is limited to approved purposes. While the Company does allow employees reasonable use of these systems for personal reasons, such use should be limited and should not interfere with Company business or productivity. As permitted by applicable law, users have no reasonable expectation of privacy with respect to system usage.

- Use of computers and devices can be restricted for any reason
- Our IT Department can regularly scan our Company's computers and devices, as allowed by applicable law
- Internet browsing is filtered to ensure our information system and data remain secure, as allowed by applicable law

Machinery, tools, equipment, and other physical assets

Company equipment and assets should only be used for Company benefit or in the performance of our job duties. Company equipment and assets should not be used for personal benefit, unless authorized to do so. We should take care to protect and use Darling equipment and assets appropriately.

Good question!



If I set up a personal folder on my computer, can Darling Ingredients still view its contents?



Yes, our IT Department can access any folder on a Company-owned computer, as allowed by applicable law.

Learn more: Information Security Policy for End Users, Mobile Device Policy, U.S. Employee Handbook and Human Resources

5.4 Intellectual property

Our intellectual property and identity marks cover all the things we have created as a Company, from names, logos, designs and trademarks to confidential business and technical information.

Our identity marks (trademarks, logos, product names, etc.) must never be used in a different form than those that have been officially approved. We will consider requests to use or license our identity marks on commercial products or services from current vendors or third parties who are officially recognized by Darling Ingredients, but in all cases, prior permission from the Legal Department is required.

Quality is important everywhere

Our Company's identity marks also appear on products that are for internal use or free distribution. These include:

- Stationery
- Business cards
- Catalogs
- Promotional publications
- Company publications
- Advertising

To maintain control over our identity marks and the accepted quality of the goods and services that they represent, all official literature, promotional materials and Company printing must align with our corporate style guide and/or be coordinated through our Communications Department.

If something looks wrong, let us know

If you think our Company's intellectual property or identity marks have been used in an unauthorized way, please contact the Legal Department. The same applies to the unauthorized use of a third party's intellectual property by one of our employees.

Learn more: Branding and Trademark Policy, Darwin
<https://DARWIN.ycdashboard.com>



5.5 Political participation

We abide by all national laws on political contributions. Personal campaign contributions and participation in the political process is encouraged, but Company assets must not be used.

We encourage you to contribute to society

We encourage everyone to contribute to society by taking part in political activities or support your preferred parties and candidates as long as it is done with your money and on your own time.

Any donations and loans given to support political parties or candidates will not be reimbursed from Company funds. Other donations, such as use of our facilities, time at work, use of assets or technology services cannot be offered on behalf of our Company unless you've been given express approval from the Compliance Department.

We adhere to the laws on Company political contributions

Corporate political activity and lobbying politicians to influence legislation is a legitimate business process, but is highly regulated and subject to special legal rules. We must keep our personal political activities and views separate from work activities.

Additionally, lobbying may require certain reporting requirements.

Learn more: [U.S. Political Activity Policy](#)



5.6 Outside employment

Supplemental employment may help you further your personal development, but some activities may not be consistent with our business interests or ethical standards.

As it is not always clear whether an activity creates or appears to create a conflict of interest, be open and transparent about any outside employment and discussing any potential conflict with your manager or the Human Resource Department. Outside employment will not be allowed if it:

- Creates or appears to create a conflict of interest,
- impairs your ability to perform satisfactorily,
- interferes with work schedules, or
- if you are a full-time employee and wish to hold another full-time job.

Any outside employment with or for a competitor, supplier, vendor, or customer, whether full-time or part-time work, requires written approval by your General Manager or Department Leader and the Compliance Department. Additionally, if you are a driver for Darling,

you may be required to disclose external driving positions. Contact your supervisor or Human Resources to determine your reporting obligations.

If you are offered a position as director or officer for another Company, please ask for guidance from the Compliance or Legal Department prior to accepting the position.

When accepting a job, or a new position within our Company, you should avoid any possible conflict of interest and report any outside employment activities. If you are bound by any agreements with your previous employer such as confidentiality, non-compete, and non-solicit agreements, please inform the Human Resource Department by being open and transparent.

Learn more: [Conflict of Interest Policy](#)

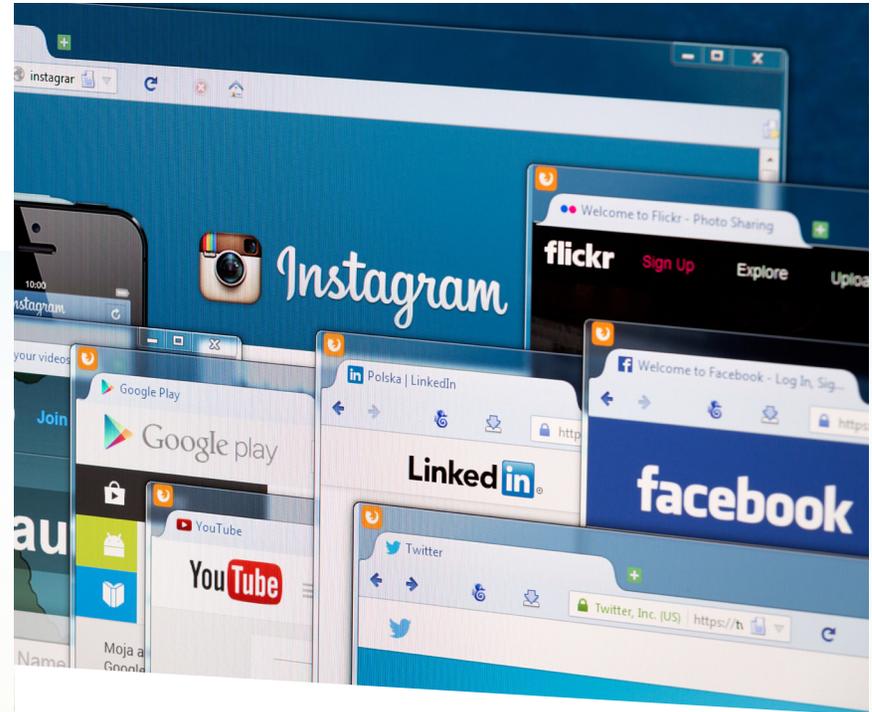
5.7 Social media

Most social media sites can be accessed by Company computers during employee breaks, but please be careful. Aside from cyber-security issues, our Company's confidential information could be put at risk.

Social media has become a common way of conducting business and sharing personal information. For this reason, we must remember not to:

- Use corporate identity (Company email addresses) on social media unless conducting Company business.
- Give the impression that personal opinions are those of our Company.
- Discuss Company business practices or plans.
- Share non-public information on social networking sites.
- Use public forums to voice disagreements with Company management or corporate policies.

Learn more: Information Security Policy for End Users, Mobile Device Policy, U.S. Employee Handbook and Human Resources



Tip

- ✓ It is fine to express your opinion online, but please don't speak on the Company's behalf or about the Company. For example, never say "As an employee of Darling Ingredients, I would...". Your role may put you in a position to make an informed judgment on an issue, but our official spokesperson is the only person who should speak to the media on the Company's behalf.

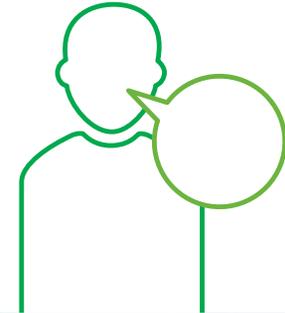
Chapter 6:

Standing up for what's right

” IF YOU SEE BEHAVIOR THAT YOU
SUSPECT IS NOT RIGHT, SPEAK UP!



6.1 Speak Up Line



We are committed to maintaining an open culture with the highest standards of honesty and accountability where job-related issues, concerns or complaints can be reported and maintained in confidence. We'll deal with them promptly and professionally.



If something is causing you concern, your first point of contact is your supervisor. If you feel uncomfortable discussing the situation with your supervisor, speak to your supervisor's manager.

If the person you spoke to has not resolved the issue to your satisfaction, the matter should be reported to the Human Resources Department, the Compliance Department, or the Speak Up Line. They will then review, investigate, and where appropriate, correct the situation. This reporting procedure does not apply to employment termination decisions or situations that have special reporting procedures, such as harassment or discrimination.

Speak Up. Help prevent problems

Sometimes we can prevent misconduct just by taking action early and speaking up if you see someone about to do something questionable. If you see a co-worker about to do something that may violate our Code of Conduct, try to stop it, if you feel comfortable doing so, or report it as soon as possible. If something has already happened which may violate our Code of Conduct, we need to deal with it, so let someone know. Ignoring problems or not reporting them only makes it worse and can damage the trust we built with our shareholders, customers, consumers and with each other. When you take action, you help us address problems before they harm others and our Company.

What is the Speak Up Line

The Speak Up Line is confidentially managed by an independent, third-party service, and is available 24/7/365 with translation and interpretation support. The Speak Up Line will transcribe the report and forward to the Compliance Department for review. Your report will be assigned to the appropriate individual for investigation.

A unique ID number will be assigned, and you will be able to check the progress of your report, or to follow up with individual information.

Look up your country name in the chart, on the following page, and find the telephone number to call for assistance.

Follow these directions to place a call from your country:

- Dial your country/carrier specific telephone number, this is a free call.
- You will hear a recorded message in your own language explaining the call process. You will also be given an option to make your report in English, if you prefer.
- An English-speaking interview specialist will answer your call and conference in a translator who speaks your language to assist you in reporting your concern.

Click here: [Darling Ingredients Speak Up Line](#)

Learn more: [Speak Up Line and Retaliation Policy](#)



Country	Toll Free Number
Australia	1 800 763 983
Belgium	0800 260 39
Brazil	0 800 892 2299
Canada	1-800-235-6302
China	400 120 3062
France	0805 080339
Germany	0800 181 2396
Japan	0800-170-5621
Luxembourg	800-27-311
Malaysia	154 877 0383
Netherlands	0-800-022-0441
Poland	00-800-141-0213
Portugal	800 180 367
Singapore	800-852-3912
Spain	900 905460
United Kingdom	0 808 189 1053
United States	1-800-461-9330

Additional EU Member State Information

EU Member State employees and third parties may also make a report externally either to the applicable local regulatory office or local media outlet – see the Speak Up Line & Retaliation Policy or the Speak Up Line for your local external reporting channel options. There is no requirement to report internally before making a report externally on certain EU reporting topics.

Speak up, if you are unsure or have questions

If you have any questions or concerns about the Code and respective policies, **Speak Up** to your supervisor, regional manager or Human Resources, Legal or Compliance Department. You can contact the Chief Compliance Officer by email:



compliance@darlingii.com

6.2 Retaliation

Darling does not tolerate any form of retaliation against a reporter for making a report in good faith or toward other individuals who are named or provide information about the allegations under investigation.

Retaliation can take many forms including, but not limited to the threat or attempt in the form of:

- Suspension, lay-off, dismissal, non-renewal, termination or cancellation of employment, contracts, permits, and/or licenses
- Demotion or withholding of promotion, negative performance assessment or references
- Transfer of duties, withholding of training, change of location of place of work, reduction in wages or change in working hours
- Imposition or administering of any disciplinary measure, reprimand or other penalty, including a financial penalty, and psychiatric or medical referrals
- Discrimination, disadvantageous or unfair treatment, coercion, intimidation, harassment, or ostracism
- Harm, including to the person's reputation, particularly in social media, or financial loss, including loss of business and loss of income
- Blacklisting based on a sector or industry-wide informal or formal agreement, which may entail that the person will not, in the future, find employment in the sector or industry

Learn more: Speak Up Line and Retaliation Policy



” We do not tolerate any form of retaliation for filing a complaint in good faith.

If a person is wrongly treated or suffers retaliation from making a report, being named in a report, or providing information for an investigation, we encourage you to report the matter immediately to our Human Resources or Compliance Department, or make a report on the Speak Up Line immediately. Darling does not tolerate any form of retaliation for filing a complaint in good faith.

For more information, please contact:

Chris King

Vice President - Chief Compliance Officer
christopher.king@darlingii.com

Joy Janneck

Manager of Corporate Compliance
jjanneck@darlingii.com

Peter van Gastel

Manager of Corporate Compliance
pvangastel@darlingii.com

or visit

www.darlingii.com/about-us/governance