

DARLING INGREDIENTS INC.

Environmental, Social and Governance Committee Charter (as approved November 9, 2021)

This charter sets forth the purpose and membership requirements of the Environmental, Social and Governance (“ESG”) Committee (the “Committee”) of the Board of Directors (the “Board”) of Darling Ingredients Inc. (the “Company”) and establishes the authority and responsibilities delegated to the Committee by the Board.

Purpose

The purpose of the Committee is to assist the Board in overseeing the Company’s ESG related matters, including the Company’s policies and programs and related risks concerning certain environmental, health, safety, corporate social responsibility, sustainability, and other public policy matters relevant to the Company, as well as public issues of significance to the Company and its stakeholders that may affect the Company’s business, strategy, operations, performance or reputation.

Membership

The Committee will consist of at least three members of the Board. Each member of the Committee must be “independent” and satisfy the independence requirements in accordance with the rules of the Securities and Exchange Commission (the “SEC”) and as set forth in the regulations of the New York Stock Exchange (“NYSE”) or any other stock exchange or over-the-counter market on which the Company’s securities are listed or quoted for trading (the “Exchange”), and each member shall also satisfy any other requirements that are, in the determination of the Board, applicable to service on the Committee.

The Board will elect the members of the Committee at the Board Meeting that is held immediately after the Annual Meeting of the Stockholders of the Company. Members shall continue to be members of the Committee until their successors as Committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. The Board may remove or replace a member of the Committee at any time with or without cause. The Chairperson of the Committee shall be appointed by the Board from among the Committee members and shall serve at the pleasure of the Board.

Duties and Responsibilities

In addition to the purposes set forth above, the Committee’s primary responsibilities shall be to:

- Assist in the Board’s oversight of risks relating to matters overseen by the Committee.
- Review and discuss the Company’s ESG/sustainability initiatives and goals and the Company’s progress toward achieving those goals. The Committee will receive regular updates on the progress of the Company’s core sustainability initiatives.

- Review the Company's workplace safety, environmental and health policies and performance, including activities designed to assure compliance with applicable laws and regulations.
- Review the Company's public policy agenda and its position on significant public policy matters, including political contributions and lobbying activities. This review will occur at least annually.
- Annually review charitable contributions made by the Company.
- Annually evaluate the performance of the Committee and the appropriateness of this Charter.
- Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

General

The Committee shall meet as often as is appropriate but not less than twice annually. The schedule of regular meetings for the Committee for each year shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems appropriate. Members of the Committee may meet telephonically.

A quorum shall consist of a majority of the Committee's members. The act of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may, by resolution approved by a majority of the Committee, form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and the applicable rules and regulations of the SEC and the NYSE or other Exchange.

The Committee shall have authority to retain such outside counsel, experts and other advisors, as the Committee may deem appropriate in its sole discretion and shall have the sole authority to approve related fees and other retention terms. The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such outside counsel, experts and other advisors.

Minutes shall be kept of each meeting of the Committee, and the Committee shall provide reports of its actions to the Board as appropriate.