

DARLING INGREDIENTS INC.

FORM 10-Q (Quarterly Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 2, 2016

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 001-13323

DARLING INGREDIENTS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

36-2495346

(I.R.S. Employer
Identification Number)

251 O'Connor Ridge Blvd., Suite 300

Irving, Texas

(Address of principal executive offices)

75038

(Zip Code)

Registrant's telephone number, including area code: **(972) 717-0300**

Indicate by check mark whether 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 (§232.405 of this chapter) 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 whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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

There were 164,567,466 shares of common stock, \$0.01 par value, outstanding at May 5, 2016 .

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DARLING INGREDIENTS INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

April 2, 2016 and January 2, 2016

(in thousands, except share data)

	April 2, 2016	January 2, 2016
ASSETS	(unaudited)	
Current assets:		
Cash and cash equivalents	\$ 147,326	\$ 156,884
Restricted cash	321	331
Accounts receivable, net	376,346	371,392
Inventories	372,616	344,583
Prepaid expenses	40,279	36,175
Income taxes refundable	11,825	11,963
Other current assets	11,570	10,460
Total current assets	960,283	931,788
Property, plant and equipment, less accumulated depreciation of \$713,751 at April 2, 2016 and \$652,875 at January 2, 2016	1,535,521	1,508,167
Intangible assets, less accumulated amortization of \$248,354 at April 2, 2016 and \$252,719 at January 2, 2016	792,166	782,349
Goodwill	1,269,296	1,233,102
Investment in unconsolidated subsidiaries	256,604	247,238
Other assets	40,584	41,623
Deferred income taxes	17,362	16,352
	<u>\$ 4,871,816</u>	<u>\$ 4,760,619</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 46,591	\$ 45,166
Accounts payable, principally trade	170,895	149,998
Income taxes payable	7,032	6,679
Accrued expenses	227,338	239,825
Total current liabilities	451,856	441,668
Long-term debt, net of current portion	1,924,393	1,885,851
Other non-current liabilities	96,116	97,809
Deferred income taxes	368,640	360,681
Total liabilities	2,841,005	2,786,009
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$0.01 par value; 250,000,000 shares authorized; 167,594,055 and 167,070,983 shares issued at April 2, 2016 and at January 2, 2016, respectively	1,676	1,671
Additional paid-in capital	1,491,317	1,488,783
Treasury stock, at cost; 3,026,095 and 2,335,607 shares at April 2, 2016 and at January 2, 2016, respectively	(40,868)	(34,316)
Accumulated other comprehensive loss	(276,363)	(335,918)
Retained earnings	751,568	750,489
Total Darling's stockholders' equity	1,927,330	1,870,709
Noncontrolling interests	103,481	103,901
Total stockholders' equity	<u>\$ 2,030,811</u>	<u>\$ 1,974,610</u>
	<u>\$ 4,871,816</u>	<u>\$ 4,760,619</u>

The accompanying notes are an integral part of these consolidated financial statements.

DARLING INGREDIENTS INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

Three months ended April 2, 2016 and April 4, 2015

(in thousands, except per share data)

(unaudited)

	Three Months Ended	
	April 2, 2016	April 4, 2015
Net sales	\$ 779,641	\$ 874,694
Costs and expenses:		
Cost of sales and operating expenses	598,893	684,521
Selling, general and administrative expenses	81,469	86,631
Acquisition and integration costs	331	5,319
Depreciation and amortization	72,256	66,398
Total costs and expenses	752,949	842,869
Operating income	26,692	31,825
Other expense:		
Interest expense	(23,901)	(23,109)
Foreign currency loss	(2,603)	(2,460)
Other expense, net	(1,305)	(509)
Total other expense	(27,809)	(26,078)
Equity in net income/(loss) of unconsolidated subsidiaries	5,643	(1,808)
Income before income taxes	4,526	3,939
Income tax expense	1,863	2,115
Net income	2,663	1,824
Net income attributable to noncontrolling interests	(1,584)	(1,715)
Net income attributable to Darling	\$ 1,079	\$ 109
Basic income per share	\$ 0.01	\$ —
Diluted income per share	\$ 0.01	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

DARLING INGREDIENTS INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)

Three months ended April 2, 2016 and April 4, 2015

(in thousands)

(unaudited)

	Three Months Ended	
	April 2, 2016	April 4, 2015
Net income	\$ 2,663	\$ 1,824
Other comprehensive income/(loss), net of tax:		
Foreign currency translation	57,531	(93,315)
Pension adjustments	726	769
Corn option derivative adjustments	(706)	38
Total other comprehensive income/(loss), net of tax	57,551	(92,508)
Total comprehensive income/(loss)	\$ 60,214	\$ (90,684)
Comprehensive income/(loss) attributable to noncontrolling interests	(420)	7,042
Comprehensive income/(loss) attributable to Darling	\$ 60,634	\$ (97,726)

The accompanying notes are an integral part of these consolidated financial statements.

DARLING INGREDIENTS INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

Three months ended April 2, 2016 and April 4, 2015

(in thousands)

(unaudited)

	April 2, 2016	April 4, 2015
Cash flows from operating activities:		
Net Income	\$ 2,663	\$ 1,824
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	72,256	66,398
Loss on disposal of property, plant, equipment and other assets	698	47
Gain on insurance proceeds from insurance settlements	—	(341)
Deferred taxes	(3,705)	503
Increase/(decrease) in long-term pension liability	(1,146)	261
Stock-based compensation expense	2,440	1,282
Deferred loan cost amortization	2,794	2,409
Equity in net (income)/loss of unconsolidated subsidiaries	(5,643)	1,808
Changes in operating assets and liabilities, net of effects from acquisitions:		
Accounts receivable	7,118	12,269
Income taxes refundable/payable	400	(1,857)
Inventories and prepaid expenses	(21,206)	(26,511)
Accounts payable and accrued expenses	3,336	(19,985)
Other	(14,962)	21,133
Net cash provided by operating activities	<u>45,043</u>	<u>59,240</u>
Cash flows from investing activities:		
Capital expenditures	(53,375)	(50,838)
Acquisitions, net of cash acquired	(8,511)	—
Gross proceeds from disposal of property, plant and equipment and other assets	1,424	534
Proceeds from insurance settlement	1,181	341
Payments related to routes and other intangibles	—	(753)
Net cash used by investing activities	<u>(59,281)</u>	<u>(50,716)</u>
Cash flows from financing activities:		
Proceeds from long-term debt	8,760	5,943
Payments on long-term debt	(16,207)	(13,602)
Borrowings from revolving credit facility	33,000	27,428
Payments on revolving credit facility	(21,000)	(37,943)
Net cash overdraft financing	—	31,162
Issuance of common stock	45	81
Repurchase of treasury stock	(5,000)	—
Minimum withholding taxes paid on stock awards	(1,788)	(4,469)
Excess tax benefits from stock-based compensation	(446)	(35)
Distributions to noncontrolling interests	—	(38)
Net cash provided/(used) by financing activities	<u>(2,636)</u>	<u>8,527</u>
Effect of exchange rate changes on cash	<u>7,316</u>	<u>(13,704)</u>
Net increase/(decrease) in cash and cash equivalents	<u>(9,558)</u>	<u>3,347</u>
Cash and cash equivalents at beginning of period	156,884	108,784
Cash and cash equivalents at end of period	<u>\$ 147,326</u>	<u>\$ 112,131</u>
Supplemental disclosure of cash flow information:		
Accrued capital expenditures	<u>\$ (6,595)</u>	<u>\$ 2,164</u>
Cash paid during the period for:		
Interest, net of capitalized interest	<u>\$ 20,597</u>	<u>\$ 26,118</u>
Income taxes, net of refunds	<u>\$ 5,114</u>	<u>\$ 5,149</u>
Non-cash financing activities		

Debt issued for assets	\$	10	\$	—
Contribution of assets to unconsolidated subsidiary	\$	2,674	\$	—

The accompanying notes are an integral part of these consolidated financial statements.

DARLING INGREDIENTS INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

April 2, 2016

(unaudited)

(1) General

The accompanying consolidated financial statements for the three month periods ended April 2, 2016 and April 4, 2015 , have been prepared by Darling Ingredients Inc., a Delaware corporation (“Darling”, and together with its subsidiaries, the “Company”) in accordance with generally accepted accounting principles in the United States (“GAAP”) without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The information furnished herein reflects all adjustments (consisting only of normal recurring accruals) that are, in the opinion of management, necessary to present a fair statement of the financial position and operating results of the Company as of and for the respective periods. However, these operating results are not necessarily indicative of the results expected for a full fiscal year. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with GAAP have been omitted pursuant to such rules and regulations. However, management of the Company believes, to the best of their knowledge, that the disclosures herein are adequate to make the information presented not misleading. The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements contained in the Company’s Form 10-K for the fiscal year ended January 2, 2016 .

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The consolidated financial statements include the accounts of Darling and its consolidated subsidiaries. Noncontrolling interests represents the outstanding ownership interest in the Company's consolidated subsidiaries that are not owned by the Company. In the accompanying Consolidated Statements of Operations, the noncontrolling interest in net income (loss) of the consolidated subsidiaries is shown as an allocation of the Company's net income and is presented separately as “Net income/(loss) attributable to noncontrolling interests”. In the Company's Consolidated Balance Sheets, noncontrolling interests represents the ownership interests in the Company consolidated subsidiaries' net assets held by parties other than the Company. These ownership interests are presented separately as “Noncontrolling interests” within “Stockholders' Equity.” All significant intercompany balances and transactions have been eliminated in consolidation.

(b) Fiscal Periods

The Company has a 52 / 53 week fiscal year ending on the Saturday nearest December 31 . Fiscal periods for the consolidated financial statements included herein are as of April 2, 2016 , and include the 13 weeks ended April 2, 2016 , and the 13 weeks ended April 4, 2015 .

(c) Revenue Recognition

The Company recognizes revenue on sales when products are shipped and the customer takes ownership and assumes risk of loss. Certain customers may be required to prepay prior to shipment in order to maintain payment protection related to certain foreign and domestic sales. These amounts are recorded as unearned revenue and recognized when the products have shipped and the customer takes ownership and assumes risk of loss. The Company recognizes service revenue in the fiscal month the service occurs.

(d) Foreign Currency Translation and Remeasurement

Foreign currency translation is included as a component of accumulated other comprehensive income and reflects the adjustments resulting from translating the foreign currency denominated financial statements of foreign subsidiaries into U.S. dollars. The functional currency of the Company's foreign subsidiaries is the currency of the primary economic environment in which the entity operates, which is generally the local currency of the country. Accordingly, assets and liabilities of the foreign subsidiaries are translated to U.S. dollars at fiscal period end exchange rates, including intercompany foreign currency transactions that are of long-term investment nature. Income and expense items are translated at average exchange rates occurring during the period. Changes

in exchange rates that affect cash flows and the related receivables or payables are recognized as transaction gains and losses in determining net income. The Company incurred net foreign currency translation gains of approximately \$ 59.5 million for the three months ended April 2, 2016 and net foreign currency translation losses of approximately \$ 98.6 million for the three months ended April 4, 2015 . In addition, the Company incurred foreign currency losses in the statement of operations of approximately \$ 2.6 million and \$ 2.5 million in the three months ended April 2, 2016 and April 4, 2015 .

(e) Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

(f) Earnings Per Share

Basic income per common share is computed by dividing net income attributable to Darling by the weighted average number of common shares including non-vested and restricted shares outstanding during the period. Diluted income per common share is computed by dividing net income attributable to Darling by the weighted average number of common shares outstanding during the period increased by dilutive common equivalent shares determined using the treasury stock method.

Net Income per Common Share (in thousands, except per share data)						
Three Months Ended						
	April 2, 2016			April 4, 2015		
	Income	Shares	Per Share	Income	Shares	Per Share
Basic:						
Net Income attributable to Darling	\$ 1,079	164,434	\$ 0.01	\$ 109	164,882	\$ —
Diluted:						
Effect of dilutive securities:						
Add: Option shares in the money and dilutive effect of non-vested stock awards		157			419	
Less: Pro forma treasury shares		(38)			(155)	
Diluted:						
Net income attributable to Darling	\$ 1,079	164,553	\$ 0.01	\$ 109	165,146	\$ —

For the three months ended April 2, 2016 and April 4, 2015 , respectively, 1,699,363 and 524,483 outstanding stock options were excluded from diluted income per common share as the effect was antidilutive. For the three months ended April 2, 2016 and April 4, 2015 , respectively, 606,255 and 519,262 shares of non-vested stock and stock equivalents were excluded from diluted income per common share as the effect was antidilutive.

(3) Inventories

A summary of inventories follows (in thousands):

	April 2, 2016	January 2, 2016
Finished product	\$ 232,105	\$ 212,829
Work in process	91,164	84,474
Supplies and other	49,347	47,280
	\$ 372,616	\$ 344,583

(4) Intangible Assets

The gross carrying amount of intangible assets not subject to amortization and intangible assets subject to amortization is as follows (in thousands):

	April 2, 2016	January 2, 2016
Indefinite Lived Intangible Assets		
Trade names	\$ 53,706	\$ 52,466
	53,706	52,466
Finite Lived Intangible Assets:		
Routes	388,449	390,888
Permits	503,921	494,754
Non-compete agreements	3,890	6,996
Trade names	76,265	75,825
Royalty, consulting, land use rights and leasehold	14,289	14,139
	986,814	982,602
Accumulated Amortization:		
Routes	(85,650)	(99,819)
Permits	(145,037)	(134,752)
Non-compete agreements	(1,391)	(4,628)
Trade names	(14,455)	(11,959)
Royalty, consulting, land use rights and leasehold	(1,821)	(1,561)
	(248,354)	(252,719)
Total Intangible assets, less accumulated amortization	\$ 792,166	\$ 782,349

Gross intangible routes, permits, trade names, non-compete agreements and other intangibles partially decreased in fiscal 2016 as a result of approximately \$ 27.7 million of asset retirements. Amortization expense for the three months ended April 2, 2016 and April 4, 2015, was approximately \$ 19.2 million and \$ 21.1 million, respectively.

(5) Goodwill

Changes in the carrying amount of goodwill (in thousands):

	Feed Ingredients	Food Ingredients	Fuel Ingredients	Total
Balance at January 2, 2016				
Goodwill	\$ 812,797	\$ 323,385	\$ 112,834	\$ 1,249,016
Accumulated impairment losses	(15,914)	—	—	(15,914)
	796,883	323,385	112,834	1,233,102
Goodwill acquired during year	827	—	2	829
Foreign currency translation	19,294	10,149	5,922	35,365
Balance at April 2, 2016				
Goodwill	832,918	333,534	118,758	1,285,210
Accumulated impairment losses	(15,914)	—	—	(15,914)
	\$ 817,004	\$ 333,534	\$ 118,758	\$ 1,269,296

(6) Investment in Unconsolidated Subsidiaries

The Company announced on January 21, 2011 that a wholly-owned subsidiary of Darling entered into a limited liability company agreement with a wholly-owned subsidiary of Valero Energy Corporation (“Valero”) to form Diamond Green Diesel Holdings LLC (the “DGD Joint Venture”). The DGD Joint Venture is owned 50% / 50% with Valero and was formed to design, engineer, construct and operate a renewable diesel plant (the “DGD Facility”), which is capable of processing approximately 12,000 barrels per day of input feedstock to produce renewable diesel fuel and certain other co-products, and is located adjacent to Valero’s refinery in Norco, Louisiana. The DGD Joint Venture reached mechanical completion and began the production of renewable diesel in late June 2013.

On May 31, 2011, the DGD Joint Venture and Diamond Green Diesel LLC, a wholly-owned subsidiary of the DGD Joint Venture (“Opco”), entered into (i) a facility agreement (the “Facility Agreement”) with Diamond Alternative Energy, LLC, a wholly-owned subsidiary of Valero (the “Lender”), and (ii) a loan agreement (the “Loan Agreement”) with the Lender, which provided the DGD Joint Venture with a 14 year multiple advance term loan facility of approximately \$ 221.3 million (the “JV Loan”) to support the design, engineering and construction of the DGD Facility, which is now in production. The Facility Agreement and the Loan Agreement prohibit the Lender from assigning all or any portion of the Facility Agreement or the Loan Agreement to unaffiliated third parties. Opco has also pledged substantially all of its

assets to the Lender, and the DGD Joint Venture has pledged all of Opco's equity interests to the Lender, until the JV Loan has been paid in full and the JV Loan has terminated in accordance with its terms.

In addition to the DGD Joint Venture, the Company has investments in other unconsolidated subsidiaries that are insignificant to the Company. Selected financial information for the Company's DGD Joint Venture is as follows (in thousands):

(in thousands)	March 31, 2016	December 31, 2015
Assets:		
Total current assets	\$ 252,137	\$ 261,444
Property, plant and equipment, net	356,746	356,230
Other assets	19,782	3,034
Total assets	\$ 628,665	\$ 620,708
Liabilities and members' equity:		
Total current portion of long term debt	\$ 62,023	\$ 62,023
Total other current liabilities	21,056	19,935
Total long term debt	82,563	86,819
Total other long term liabilities	390	380
Total members' equity	462,633	451,551
Total liabilities and member's equity	\$ 628,665	\$ 620,708

(in thousands)	Three Months Ended	
	March 31, 2016	March 31, 2015
Revenues:		
Operating revenues	\$ 71,768	\$ 116,728
Expenses:		
Total costs and expenses	57,887	117,044
Operating income/(loss)	13,881	(316)
Other income	15	20
Interest and debt expense, net	(2,814)	(4,156)
Net income/(loss)	\$ 11,082	\$ (4,452)

As of April 2, 2016 under the equity method of accounting, the Company has an investment in the DGD Joint Venture of approximately \$ 231.3 million on the consolidated balance sheet and has recorded approximately \$ 5.5 million in equity net gain and \$2.2 million in equity net loss in the unconsolidated subsidiary for the three months ended April 2, 2016 and April 4, 2015, respectively. Subsequent to April 2, 2016, the DGD Joint Venture received \$ 156.4 million of the 2015 calendar year blenders tax credits from the Internal Revenue Service, made a debt payment of approximately \$ 54.7 million and made dividend distributions to each partner in the amount \$ 25.0 million. Additionally, with Congress' extension of the biodiesel blenders tax credit in December 2015 through December 31, 2016, the DGD Joint Venture fiscal 2016 results include blenders tax credits, while no blenders tax credits are included in the same period in the prior year.

(7) Debt

Debt consists of the following (in thousands):

	April 2, 2016	January 2, 2016
Amended Credit Agreement:		
Revolving Credit Facility (\$10.0 million and \$9.4 million denominated in CAD at April 2, 2016 and January 2, 2016, respectively)	\$ 21,968	\$ 9,358
Term Loan A (\$101.4 million and \$97.1 million denominated in CAD at April 2, 2016 and January 2, 2016, respectively)	277,606	277,181
Less unamortized deferred loan costs	(1,433)	(1,552)
Carrying value Term Loan A	276,173	275,629
Term Loan B	588,000	589,500
Less unamortized deferred loan costs	(7,408)	(7,774)
Carrying value Term Loan B	580,592	581,726
5.375% Senior Notes due 2022 with effective interest of 5.72%	500,000	500,000
Less unamortized deferred loan costs	(8,636)	(8,952)
Carrying value 5.375% Senior Notes due 2022	491,364	491,048
4.75% Senior Notes due 2022 - Denominated in euro with effective interest of 5.10%	588,079	560,912
Less unamortized deferred loan costs - Denominated in euro	(10,846)	(10,705)
Carrying value 4.75% Senior Notes due 2022	577,233	550,207
Other Notes and Obligations	23,654	23,049
	1,970,984	1,931,017
Less Current Maturities	46,591	45,166
	\$ 1,924,393	\$ 1,885,851

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) No. 2015-03, Simplifying the Presentation of Debt Issuance Costs. The ASU amends ASC (Subtopic 835-30), *Interest - Imputation of Interest*. The new standard requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying value of the debt liability, which is similar to the presentation of debt discounts or premiums. The costs will continue to be amortized to interest expense using the effective interest method. On January 3, 2016, the Company adopted this standard as a change in accounting principal on a retrospective basis. As of April 2, 2016 and January 2, 2016, the Company has presented debt issuance costs related to the Company's term loans and senior notes, previously reported in other assets, as direct deductions from the carrying amount of the debt liability. In addition, the Company has presented the debt issuance costs related to the Company's amended credit agreement as a deferred asset within other assets as permitted by ASU No. 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements, which was issued in August 2015. Upon adoption of ASU No. 2015-03, other assets of approximately \$ 29.0 million were reclassified as deduction from the carrying value of the recognized debt liability at January 2, 2016.

As of April 2, 2016, the Company had outstanding debt under a term loan facility and revolving credit facility denominated in Canadian dollars of CAD\$ 132.2 million and CAD\$ 13.0 million, respectively. See below for discussion relating to the Company's debt agreements. In addition, as of April 2, 2016, the Company had capital lease obligations denominated in Canadian dollars included in debt. The current and long-term capital lease obligation was approximately CAD\$ 1.9 million and CAD\$ 2.4 million, respectively.

As of April 2, 2016, the Company had outstanding debt under the Company's 4.75% Senior Notes due 2022 denominated in euros of € 515.0 million. See below for discussion relating to the Company's debt agreements. In addition, at April 2, 2016, the Company had capital lease obligations denominated in euros included in debt. The current and long-term capital lease obligation was approximately € 0.4 million and € 0.6 million, respectively.

Senior Secured Credit Facilities. On January 6, 2014, Darling, Darling International Canada Inc. (“Darling Canada”) and Darling International NL Holdings B.V. (“Darling NL”) entered into a Second Amended and Restated Credit Agreement

(as subsequently amended, the “Amended Credit Agreement”), restating its then existing Amended and Restated Credit Agreement dated September 27, 2013 (the “Former Credit Agreement”), with the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and the other agents from time to time party thereto.

The Company's Amended Credit Agreement provides for senior secured credit facilities in the aggregate principal amount of \$ 2.65 billion comprised of (i) the Company's \$ 350.0 million term loan A facility, (ii) the Company's \$ 1.3 billion term loan B facility and (iii) the Company's \$ 1.0 billion five -year revolving loan facility (approximately \$ 250.0 million of which is available for a letter of credit sub-facility and \$ 50.0 million of which is available for a swingline sub-facility) (collectively, the “Senior Secured Credit Facilities”). The Amended Credit Agreement also permits Darling and the other borrowers thereunder to incur ancillary facilities provided by any revolving lender party to the Senior Secured Credit Facilities (with certain restrictions). Up to \$ 350.0 million of the revolving loan facility is available to be borrowed by Darling in U.S. dollars, Canadian dollars, euros and other currencies to be agreed and available to each applicable lender, to be borrowed by Darling Canada in Canadian dollars and to be borrowed by Darling NL, Darling Ingredients International Holding B.V. (“Darling BV”) and CTH Germany GmbH (“CTH”) in U.S. dollars, euros and other currencies to be agreed and available to each applicable lender. The revolving loan facility and term loan A facility will mature on September 27, 2018, and the term loan B facility will mature on January 7, 2021.

The interest rate applicable to any borrowings under the term loan A facility and the revolving loan facility will equal either LIBOR/euro interbank offered rate/CDOR plus 2.75% per annum or base rate/Canadian prime rate plus 1.75% per annum, subject to certain step-downs based on the Company's total leverage ratio. The interest rate applicable to any borrowings under the term loan B facility will equal (a) for U.S. dollar term loans, either the base rate plus 1.50% or LIBOR plus 2.50% , and (b) for euro term loans, the euro interbank offered rate plus 2.75% , in each case subject to a step-down based on Darling's total leverage ratio. For term loan B loans, the LIBOR rate shall not be less than 0.75% .

As of April 2, 2016 , the Company had \$ 176.3 million outstanding under the term loan A facility at LIBOR plus a margin of 2.75% per annum for a total of 3.1875% per annum and \$ 12.0 million outstanding under the revolver at base rate plus a margin of 1.75% per annum for a total of 5.25% per annum. The Company had \$ 588.0 million outstanding under the term loan B facility at LIBOR plus a margin of 2.50% per annum for a total of 3.25% per annum. The Company had CAD\$ 132.2 million outstanding under the term loan A facility at CDOR plus a margin of 2.75% per annum for a total of 3.7144% per annum and CAD\$ 13.0 million outstanding under the revolver at CDOR plus a margin of 2.75% per annum for a total of 3.7145% per annum. As of April 2, 2016 , the Company had revolver availability of \$ 944.2 million under the Amended Credit Agreement taking into account amounts borrowed and letters of credit issued of \$ 33.8 million . The Company also has foreign bank guarantees that are not part of the Company's Amended Credit Agreement in the amount of approximately \$ 9.5 million at April 2, 2016.

The Amended Credit Agreement contains various customary representations and warranties by the Company, which include customary use of materiality, material adverse effect and knowledge qualifiers. The Amended Credit Agreement also contains (a) certain affirmative covenants that impose certain reporting and/or performance obligations on Darling and its subsidiaries, (b) certain negative covenants that generally prohibit, subject to various exceptions, Darling and its restricted subsidiaries from taking certain actions, including, without limitation, incurring indebtedness, making investments, incurring liens, paying dividends and engaging in mergers and consolidations, sale and leasebacks and asset dispositions, (c) financial covenants, which include a maximum total leverage ratio, a maximum secured leverage ratio and a minimum interest coverage ratio and (d) customary events of default (including a change of control) for financings of this type. Obligations under the Senior Secured Credit Facilities may be declared due and payable upon the occurrence and during the continuance of customary events of default.

5.375 % Senior Notes due 2022. On January 2, 2014, Darling Escrow Corporation, a wholly-owned subsidiary of Darling, issued \$ 500.0 million aggregate principal amount of its 5.375% Notes due 2022 (the “ 5.375% Notes”) pursuant to a 5.375% Notes Indenture, dated as of January 2, 2014 (the “Original 5.375% Indenture”), among Darling Escrow Corporation, the subsidiary guarantors party thereto from time to time, and U.S. Bank National Association, as trustee (the “5.375% Trustee”). On January 8, 2014, Darling Escrow Corporation merged with and into Darling and entered into a supplemental indenture with Darling, the subsidiary guarantors party thereto and the 5.375% Trustee (the “Supplemental 5.375% Indenture,” and together with the Original 5.375% Indenture, the “5.375% Indenture”), pursuant to which Darling assumed all obligations under the 5.375% Notes and the 5.375% Indenture. Darling and the 5.375% Guarantors completed a registered exchange offer for the 5.375% Notes under the Securities Act during the third quarter of 2014. Darling used a portion of the proceeds from the offering of the 5.375% Notes to pay certain fees and expenses (including bank fees and expenses) related to the offering and the financing of its acquisition of its Darling Ingredients International business from VION Holding, N.V. (the “VION Acquisition”) and for purposes of satisfying, discharging and redeeming its 8.5% Notes due 2018. Darling used the remaining proceeds of the 5.375% Notes to pay certain other fees and expenses related

to the completion of the VION Acquisition and its related financings, to repay a portion of the borrowings under its revolving credit facility used to fund a portion of the consideration for the VION Acquisition and for general corporate purposes.

The 5.375% Notes will mature on January 15, 2022. Darling will pay interest on the 5.375% Notes on January 15 and July 15 of each year, commencing on July 15, 2014. Interest on the 5.375% Notes will accrue at a rate of 5.375% per annum and be payable in cash. The 5.375% Notes are guaranteed on a senior secured basis by all of Darling's restricted subsidiaries (other than any foreign subsidiary or any receivables entity) that guarantee the Senior Secured Credit Facilities (the "5.375% Guarantors"). The 5.375% Notes and the guarantees thereof are senior unsecured obligations of Darling and the 5.375% Guarantors and rank equally in right of payment to all of Darling's and the 5.375% Guarantors' existing and future senior unsecured indebtedness. The 5.375% Indenture contains covenants limiting Darling's ability and the ability of its restricted subsidiaries to, among other things: incur additional indebtedness or issue preferred stock; pay dividends on or make distributions or repurchases of Darling's capital stock or make other restricted payments; create restrictions on the payment of dividends or other amounts from Darling's restricted subsidiaries to Darling or Darling's other restricted subsidiaries; make loans or investments; enter into certain transactions with affiliates; create liens; designate Darling's subsidiaries as unrestricted subsidiaries; and sell certain assets or merge with or into other companies or otherwise dispose of all or substantially all of Darling's assets.

Other than for extraordinary events such as change of control and defined assets sales, Darling is not required to make mandatory redemption or sinking fund payments on the 5.375% Notes. The 5.375% Notes are redeemable, in whole or in part, at any time on or after January 15, 2017 at the redemption prices specified in the 5.375% Indenture. Darling may redeem some or all of the 5.375% Notes at any time prior to January 15, 2017, at a redemption price equal to 100% of the principal amount of the 5.375% Notes redeemed, plus accrued and unpaid interest to the redemption date and an Applicable Premium as specified in the 5.375% Indenture.

4.75 % Senior Notes due 2022. On June 3, 2015, Darling Global Finance B.V. (the "4.75% Issuer"), a wholly-owned subsidiary of Darling, issued € 515.0 million aggregate principal amount of the 4.75% Senior Notes due 2022 (the "4.75% Notes") pursuant to a Senior Notes Indenture, dated as of June 3, 2015 (the "4.75% Indenture"), among the 4.75% Issuer, Darling (as guarantor), the subsidiary guarantors party thereto from time to time, Citibank, N.A., London Branch, as trustee (the "4.75% Trustee") and principal paying agent, and Citigroup Global Markets Deutschland AG, as principal registrar. Darling used the gross proceeds from the sale of the 4.75% Notes to refinance a portion of the term loan B outstanding under Darling's Senior Secured Credit Facilities and to pay certain fees and expenses related to the offering of the 4.75% Notes and the refinancing of the term loan B. Darling intends to use any remaining proceeds for general corporate purposes.

The 4.75% Notes will mature on May 30, 2022. The 4.75% Issuer will pay interest on the 4.75% Notes on May 30 and November 30 of each year, commencing on November 30, 2015. Interest on the 4.75% Notes will accrue from June 3, 2015 at a rate of 4.75% per annum and be payable in cash. The 4.75% Notes are guaranteed on a senior unsecured basis by Darling and all of Darling's restricted subsidiaries (other than any foreign subsidiary, the 4.75% Issuer or any receivables entity) that guarantee the Senior Secured Credit Facilities (collectively "4.75% Guarantors"). The 4.75% Notes and the guarantees thereof are senior unsecured obligations of the 4.75% Issuer and the 4.75% Guarantors and rank equally in right of payment to all of the 4.75% Issuer's and the 4.75% Guarantors' existing and future senior unsecured indebtedness. The 4.75% Indenture contains covenants limiting Darling's ability and the ability of its restricted subsidiaries (including the 4.75% Issuer) to, among other things: incur additional indebtedness or issue preferred stock; pay dividends on or make other distributions or repurchases of Darling's capital stock or make other restricted payments; create restrictions on the payment of dividends or certain other amounts from Darling's restricted subsidiaries to Darling or Darling's other restricted subsidiaries; make loans or investments; enter into certain transactions with affiliates; create liens; designate Darling's subsidiaries as unrestricted subsidiaries; and sell certain assets or merge with or into other companies or otherwise dispose of all or substantially all of Darling's assets.

Other than for extraordinary events such as change of control and defined assets sales, the 4.75% Issuer is not required to make mandatory redemption or sinking fund payments on the 4.75% Notes. The 4.75% Notes are redeemable, in whole or in part, at any time on or after May 30, 2018 at the redemption prices specified in the 4.75% Indenture. The 4.75% Issuer may redeem some or all of the 4.75% Notes at any time prior to May 30, 2018, at a redemption price equal to 100% of the principal amount of the 4.75% Notes redeemed, plus accrued and unpaid interest to the redemption date and an Applicable Premium as specified in the 4.75% Indenture and all additional amounts (if any) then due or which will become due on the redemption date as a result of the redemption or otherwise (subject to the rights of holders on the relevant record dates to receive interest due on the relevant interest payment date and additional amounts (if any) in respect thereof).

As of April 2, 2016, the Company believes it is in compliance with all of the financial covenants under the Amended Credit Agreement, as well as all of the other covenants contained in the Amended Credit Agreement, the 5.375% Indenture and the 4.75% Indenture.

(8) Income Taxes

The Company has provided income taxes for the three month periods ended April 2, 2016 and April 4, 2015, based on its estimate of the effective tax rate for the entire 2016 and 2015 fiscal years. The Company's estimated annual effective tax rate is based on forecasts of income by jurisdiction, permanent differences between book and tax income, including Subpart F income and biofuel tax incentives, the relative proportion of income and losses by jurisdiction, and statutory income tax rates. Discrete events such as the assessment of the ultimate outcome of tax audits, audit settlements, recognizing previously unrecognized tax benefits due to the lapsing of statutes of limitation, recognizing or derecognizing deferred tax assets due to projections of income or loss and changes in tax laws are recognized in the period in which they occur.

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 income in the period that includes the enactment date. The Company expects to indefinitely reinvest the earnings of its foreign subsidiaries outside of the United States and has generally not provided deferred income taxes on the accumulated earnings of its foreign subsidiaries.

The Company periodically assesses whether it is more likely than not that it will generate sufficient taxable income to realize its deferred income tax assets. In making this determination, the Company considers all available positive and negative evidence and makes certain assumptions. The Company considers, among other things, its deferred tax liabilities, the overall business environment, its historical earnings and losses, current industry trends and its outlook for future years. Certain VION Companies acquired as part of the VION Acquisition have deferred tax assets for tax loss carryforwards, and the Company has recorded valuation allowances in respect to those losses to the extent it has been determined that it is not more likely than not that the deferred tax assets will be realized.

Unrecognized tax benefits represent the difference between tax positions taken or expected to be taken in a tax return and the benefits recognized for financial statement purposes. As of April 2, 2016, the Company had \$ 3.8 million of gross unrecognized tax benefits and \$ 2.0 million of related accrued interest and penalties. An indemnity receivable of \$ 4.9 million has been recorded for the uncertain tax positions related to the VION Acquisition. It is reasonably possible within the next twelve months that the Company's gross unrecognized tax benefits may decrease by up to \$ 2.3 million, excluding interest and penalties, primarily due to potential settlements and expiration of certain statutes of limitations.

The Company's major taxing jurisdictions include the United States (federal and state), Canada, the Netherlands, Belgium, Brazil, Germany, France and China. The Company is subject to regular examination by various tax authorities and although the final outcome of these examinations is not yet determinable, the Company does not anticipate that any of the examinations will have a significant impact on the Company's results of operations or financial position. The statute of limitations for the Company's major tax jurisdictions is open for varying periods, but is generally closed through the 2009 tax year.

(9) Other Comprehensive Income

The Company follows FASB authoritative guidance for reporting and presentation of comprehensive income or loss and its components. Other comprehensive income (loss) is derived from adjustments that reflect pension adjustments, natural gas derivative adjustments, corn option adjustments and interest rate swap derivative adjustments. The components of other comprehensive income (loss) and the related tax impacts for the three months ended April 2, 2016 and April 4, 2015 are as follows (in thousands):

	Three Months Ended					
	Before-Tax		Tax (Expense)		Net-of-Tax	
	Amount		or Benefit		Amount	
	April 2, 2016	April 4, 2015	April 2, 2016	April 4, 2015	April 2, 2016	April 4, 2015
Defined benefit pension plans						
Amortization of prior service cost/(benefit)	\$ 7	\$ (20)	\$ (3)	\$ 10	\$ 4	\$ (10)
Amortization of actuarial loss	1,168	1,285	(446)	(506)	722	779
Total defined benefit pension plans	1,175	1,265	(449)	(496)	726	769
Corn option derivatives						
Loss/(gain) reclassified to net income	(1,474)	(234)	572	91	(902)	(143)
Gain/(loss) activity recognized in other comprehensive income (loss)	320	296	(124)	(115)	196	181
Total corn option derivatives	(1,154)	62	448	(24)	(706)	38
Foreign currency translation						
	57,531	(93,315)	—	—	57,531	(93,315)
Other comprehensive income (loss)	\$ 57,552	\$ (91,988)	\$ (1)	\$ (520)	\$ 57,551	\$ (92,508)

The following table presents the amounts reclassified out of each component of other comprehensive income (loss), net of tax for the three months ended April 2, 2016 and April 4, 2015 as follows (in thousands):

	Three Months Ended		Statement of Operations Classification
	April 2, 2016	April 4, 2015	
Derivative instruments			
Corn option derivatives	\$ 1,474	\$ 234	Cost of sales and operating expenses
	1,474	234	Total before tax
	(572)	(91)	Income taxes
	902	143	Net of tax
Defined benefit pension plans			
Amortization of prior service (cost)/benefit	\$ (7)	\$ 20	(a)
Amortization of actuarial loss	(1,168)	(1,285)	(a)
	(1,175)	(1,265)	Total before tax
	449	496	Income taxes
	(726)	(769)	Net of tax
Total reclassifications	\$ 176	\$ (626)	Net of tax

(a) These items are included in the computation of net periodic pension cost. See Note 11 Employee Benefit Plans for additional information.

The following table presents changes in each component of accumulated comprehensive income (loss) as of April 2, 2016 as follows (in thousands):

	Three Months Ended April 2, 2016			
	Foreign Currency Translation	Derivative Instruments	Defined Benefit Pension Plans	Total
Accumulated Other Comprehensive Income (loss) January 2, 2016, attributable to Darling, net of tax	\$ (305,213)	\$ 1,843	\$ (32,548)	\$ (335,918)
Other comprehensive gain before reclassifications	57,531	196	—	57,727
Amounts reclassified from accumulated other comprehensive income (loss)	—	(902)	726	(176)
Net current-period other comprehensive income	57,531	(706)	726	57,551
Noncontrolling interest	(2,004)	—	—	(2,004)
Accumulated Other Comprehensive Income (loss) April 2, 2016, attributable to Darling, net of tax	(245,678)	\$ 1,137	\$ (31,822)	\$ (276,363)

(10) Stockholders' Equity

In August 2015, the Company's Board of Directors approved a share repurchase program of up to an aggregate of \$ 100.0 million of the Company's Common Stock depending on market conditions. The repurchases may be made from time to time on the open market at prevailing market prices or in negotiated transactions off the market. Repurchases may occur over the 24 month period ending in August 2017, unless extended or shortened by the Board of Directors. During the first quarter of fiscal 2016, the Company repurchased approximately \$ 5.0 million of its Common Stock in the open market. As of April 2, 2016, the Company has approximately \$ 89.1 million remaining under the share repurchase program approved in August 2015.

Fiscal 2015 Long-Term Incentive Opportunity Awards (2015 LTIP). The Company met the requisite performance measure under the 2015 LTIP. Accordingly, in accordance with the terms of the 2015 LTIP, the Company granted 452,878 stock options, 454,916 shares of nonvested stock and 147,390 restricted stock units in the first quarter of fiscal 2016.

Fiscal 2016 Long-Term Incentive Opportunity Awards (2016 LTIP). On February 25, 2016, the Compensation Committee (the "Committee") of the Company's Board of Directors adopted the 2016 LTIP pursuant to which they awarded certain of the Company's key employees, including the Company's named executive officers, 1,092,942 stock options and 663,419 performance share units (the "PSUs") under the Company's 2012 Omnibus Incentive Plan. The stock options vest 33.33% on the first, second and third anniversaries of the grant date. The PSUs are tied to two - and three -year forward looking performance periods and will be earned based on the Company's average return on capital employed (ROCE) relative the average ROCE of the Company's performance peer group companies, with the earned award to be determined in the first quarter of fiscal 2018 or fiscal 2019, respectively, after the final results for the relevant performance period are determined. The PSUs were granted at a target of 100% , but each PSU will reduce or increase depending on the Company's ROCE relative to that of the performance peer group companies and is also subject to the application of a total shareholder return (TSR) cap/collar modifier depending on the Company's TSR during the performance period relative to that of the performance peer group companies. In addition, certain of the PSUs have a two -year holding requirement after vesting before the PSUs are settled in shares of the Company's Common Stock.

(11) Employee Benefit Plans

The Company has retirement and pension plans covering a substantial number of its domestic and foreign employees. Most retirement benefits are provided by the Company under separate final-pay noncontributory and contributory defined benefit and defined contribution plans for all salaried and hourly employees (excluding those covered by union-sponsored plans) who meet service and age requirements. Although various defined benefit formulas exist for employees, generally these are based on length of service and earnings patterns during employment. Effective January 1, 2012, the Company's Board of Directors authorized the Company to proceed with the restructuring of its domestic retirement benefit program to include the closing of Darling's salaried and hourly defined benefit plans to new participants as well as the freezing of service and wage accruals thereunder effective December 31, 2011 (a curtailment of these plans for financial reporting purposes) and the enhancing of benefits under the Company's domestic defined contribution plans. The Company-sponsored domestic hourly union plan has not been curtailed; however, several locations of the Company-sponsored domestic hourly union plan have been curtailed as a result of collective bargaining renewals for those sites.

In March 2016 a small pension plan acquired in the VION Acquisition was amended to terminate the plan effective in May 2016 (a curtailment of the plan for financial reporting purposes at April 2, 2016).

Net pension cost for the three months ended April 2, 2016 and April 4, 2015 includes the following components (in thousands):

	Pension Benefits	
	Three Months Ended	
	April 2, 2016	April 4, 2015
Service cost	\$ 637	\$ 1,678
Interest cost	1,745	2,647
Expected return on plan assets	(1,885)	(3,065)
Amortization of prior service cost	7	(20)
Amortization of net loss	1,168	1,285
Curtailment gain	(1,223)	—
Net pension cost	\$ 449	\$ 2,525

The Company's funding policy for employee benefit pension plans is to contribute annually not less than the minimum amount required nor more than the maximum amount that can be deducted for federal and foreign income tax purposes. Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future. Based on actuarial estimates at April 2, 2016, the Company expects to contribute approximately \$ 3.7 million to its pension plans to meet funding requirements during the next twelve months. Additionally, the Company has made tax deductible discretionary and required contributions to its pension plans for the three months ended April 2, 2016 and April 4, 2015 of approximately \$ 0.8 million and \$ 1.6 million, respectively.

The Company participates in various multiemployer pension plans which provide defined benefits to certain employees covered by labor contracts. These plans are not administered by the Company and contributions are determined in accordance with provisions of negotiated labor contracts to meet their pension benefit obligations to their participants. The Company's contributions to each individual multiemployer plan represent less than 5% of the total contributions to each such plan. Based on the most currently available information, the Company has determined that, if a withdrawal were to occur, withdrawal liabilities on two of the plans in which the Company currently participates could be material to the Company, with one of these material plans certified as critical or red zone. With respect to the other multiemployer pension plans in which the Company participates and which are not individually significant, five plans have certified as critical or red zone, two plans have certified as endangered or yellow zone as defined by the Pension Protection Act of 2006.

The Company has received notices of withdrawal liability from two U.S. multiemployer plans in which it participated. As of April 2, 2016, the Company has an aggregate accrued liability of approximately \$ 1.9 million representing the present value of scheduled withdrawal liability payments under these multiemployer plans. While the Company has no ability to calculate a possible current liability for under-funded multiemployer plans that could terminate or could require additional funding under the Pension Protection Act of 2006, the amounts could be material.

(12) Derivatives

The Company's operations are exposed to market risks relating to commodity prices that affect the Company's cost of raw materials, finished product prices and energy costs and the risk of changes in interest rates and foreign currency exchange rates.

The Company makes limited use of derivative instruments to manage cash flow risks related to natural gas usage, diesel fuel usage, inventory, forecasted sales and foreign currency exchange rates. The Company does not use derivative instruments for trading purposes. Natural gas swaps and options are entered into with the intent of managing the overall cost of natural gas usage by reducing the potential impact of seasonal weather demands on natural gas that increases natural gas prices. Heating oil swaps and options are entered into with the intent of managing the overall cost of diesel fuel usage by reducing the potential impact of seasonal weather demands on diesel fuel that increases diesel fuel prices. Corn options and future contracts are entered into with the intent of managing U.S. forecasted sales of bakery by-products ("BBP") by reducing the impact of changing prices. Foreign currency forward contracts are entered into to mitigate the foreign exchange rate risk for transactions designated in a currency other than the local functional currency. At April 2, 2016, the Company had corn option contracts outstanding that qualified and were designated for hedge accounting as well as heating oil swap contracts, corn option and forward contracts and foreign currency forward contracts that did not qualify and were not designated for hedge accounting.

Entities are required to report all derivative instruments in the statement of financial position at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated

and qualifies as part of a hedging relationship and, if so, on the reason for holding the instrument. If certain conditions are met, entities may elect to designate a derivative instrument as a hedge of exposures to changes in fair value, cash flows or foreign currencies. If the hedged exposure is a cash flow exposure, the effective portion of the gain or loss on the derivative instrument is reported initially as a component of other comprehensive income (outside of earnings) and is subsequently reclassified into earnings when the forecasted transaction affects earnings. Any amounts excluded from the assessment of hedge effectiveness, as well as the ineffective portion of the gain or loss are reported in earnings immediately. If the derivative instrument is not designated as a hedge, the gain or loss is recognized in earnings in the period of change.

Cash Flow Hedges

In fiscal 2015 and the first three months of fiscal 2016, the Company entered into corn option contracts that are considered cash flow hedges. Under the terms of the corn option contracts, the Company hedged a portion of its U.S. forecasted sales of BBP through the fourth quarter of fiscal 2016. As of April 2, 2016, some of the contracts have settled while the remaining contract positions and activity are disclosed below. From time to time, the Company may enter into corn option contracts in the future.

As of April 2, 2016, the Company had the following outstanding forward contract amounts that were entered into to hedge the future payments of intercompany note transactions, foreign currency transactions in currencies other than the functional currency and forecasted transactions in currencies other than the functional currency. All of these transactions are currently not designated for hedge accounting (in thousands):

Functional Currency		Contract Currency	
Type	Amount	Type	Amount
Brazilian real	30,288	Euro	6,850
Brazilian real	83,417	U.S. dollar	20,825
Euro	238,636	U.S. dollar	267,822
Euro	8,737	Polish zloty	38,000
Euro	3,536	Japanese yen	452,478
Euro	30,555	Chinese renminbi	225,110
Euro	9,673	Australian dollar	14,400
Polish zloty	17,014	Euro	3,894
British pound	87	U.S. dollar	125
Japanese yen	45,817	U.S. dollar	383

The Company estimates the amount that will be reclassified from accumulated other comprehensive gain at April 2, 2016 into earnings over the next 12 months will be approximately \$ 1.9 million. As of April 2, 2016, no amounts have been reclassified into earnings as a result of the discontinuance of cash flow hedges.

The following table presents the fair value of the Company's derivative instruments under FASB authoritative guidance as of April 2, 2016 and January 2, 2016 (in thousands):

Derivatives Designated as Hedges	Balance Sheet Location	Asset Derivatives Fair Value	
		April 2, 2016	January 2, 2016
Corn options	Other current assets	\$ 2,032	\$ 3,215
Total asset derivatives designated as hedges		\$ 2,032	\$ 3,215
Derivatives Not Designated as Hedges			
Foreign currency contracts	Other current assets	\$ 2,395	\$ 644
Heating oil swaps and options	Other current assets	95	—
Corn options and futures	Other current assets	599	599
Total asset derivatives not designated as hedges		\$ 3,089	\$ 1,243
Total asset derivatives		\$ 5,121	\$ 4,458

Derivatives Designated as Hedges	Balance Sheet Location	Liability Derivatives Fair Value	
		April 2, 2016	January 2, 2016
Derivatives Not Designated as Hedges			
Foreign currency contracts	Accrued expenses	\$ 4,884	\$ 4,435
Corn options and futures	Accrued expenses	11	2
Total liability derivatives not designated as hedges		\$ 4,895	\$ 4,437
Total liability derivatives		\$ 4,895	\$ 4,437

The effect of the Company's derivative instruments on the consolidated financial statements as of and for the three months ended April 2, 2016 and April 4, 2015 is as follows (in thousands):

Derivatives Designated as Cash Flow Hedges	Gain or (Loss) Recognized in Other Comprehensive Income ("OCI") on Derivatives (Effective Portion) (a)		Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) (b)		Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) (c)	
	2016	2015	2016	2015	2016	2015
	Corn options	\$ 320	\$ 296	\$ 1,474	\$ 234	\$ 52
Total	\$ 320	\$ 296	\$ 1,474	\$ 234	\$ 52	\$ 55

- (a) Amount recognized in accumulated OCI (effective portion) is reported as accumulated other comprehensive income/(loss) of approximately \$ 0.3 million and \$ 0.3 million recorded net of taxes of approximately \$ 0.1 million and \$ 0.1 million as of April 2, 2016 and April 4, 2015, respectively.
- (b) Gains and (losses) reclassified from accumulated OCI into income (effective portion) for corn options and natural gas swaps are included in cost of sales, respectively, in the Company's consolidated statements of operations.
- (c) Gains and (losses) recognized in income on derivatives (ineffective portion) for corn options and natural gas swaps is included in other income/(expense), net in the Company's consolidated statements of operations.

The table below summarizes the effect of derivatives not designated as hedges on the Company's consolidated statements of operations for the three months ended April 2, 2016 and April 4, 2015 (in thousands):

		Loss or (Gain) Recognized in Income on Derivatives Not Designated as Hedges	
		Three Months Ended	
Derivatives not designated as hedging instruments	Location	April 2, 2016	April 4, 2015
Foreign Exchange	Foreign currency loss/(gain)	\$ 11,287	\$ (23,044)
Foreign Exchange	Selling, general and administrative expense	(2,911)	3,339
Corn options and futures	Net sales	1	(11)
Corn options and futures	Cost of sales and operating expenses	(532)	(255)
Heating Oil swaps and options	Net sales	(73)	—
Heating Oil swaps and options	Cost of sales and operating expenses	—	95
Total		\$ 7,772	\$ (19,876)

At April 2, 2016, the Company had forward purchase agreements in place for purchases of approximately \$ 10.5 million of natural gas and diesel fuel. These forward purchase agreements have no net settlement provisions and the Company intends to take physical delivery of the underlying product. Accordingly, the forward purchase agreements are not subject to the requirements of fair value accounting because they qualify and the Company has elected to account for these as normal purchases as defined in the FASB authoritative guidance.

(13) Fair Value Measurements

FASB authoritative guidance defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The following table presents the Company's financial instruments that are measured at fair value on a recurring and nonrecurring basis as of April 2, 2016 and are categorized using the fair value hierarchy under FASB authoritative guidance. The fair value hierarchy has three levels based on the reliability of the inputs used to determine the fair value.

Fair Value Measurements at April 2, 2016 Using				
(In thousands of dollars)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Derivative instruments	\$ 5,121	\$ —	\$ 5,121	\$ —
Total Assets	\$ 5,121	\$ —	\$ 5,121	\$ —
Liabilities:				
Derivative instruments	\$ 4,895	\$ —	\$ 4,895	\$ —
5.375% Senior notes	511,250	—	511,250	—
4.75% Senior notes	588,079	—	588,079	—
Term loan A	278,300	—	278,300	—
Term loan B	587,633	—	587,633	—
Revolver debt	21,638	—	21,638	—
Total Liabilities	\$ 1,991,795	\$ —	\$ 1,991,795	\$ —

		Fair Value Measurements at January 2, 2016 Using			
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	
(In thousands of dollars)	Total	(Level 1)	(Level 2)	(Level 3)	
Assets:					
Derivative instruments	\$ 4,458	\$ —	\$ 4,458	\$ —	
Total Assets	\$ 4,458	\$ —	\$ 4,458	\$ —	
Liabilities:					
Derivative instruments	\$ 4,437	\$ —	\$ 4,437	\$ —	
5.375% Senior notes	495,000	—	495,000	—	
4.75% Senior notes	541,280	—	541,280	—	
Term loan A	277,874	—	277,874	—	
Term loan B	577,710	—	577,710	—	
Revolver debt	9,218	—	9,218	—	
Total Liabilities	\$ 1,905,519	\$ —	\$ 1,905,519	\$ —	

Derivative assets consist of the Company's heating oil swap and option contracts, corn option and future contracts and foreign currency contracts, which represents the difference between observable market rates of commonly quoted intervals for similar assets and liabilities in active markets and the fixed swap rate considering the instruments term, notional amount and credit risk. See Note 12 (Derivatives) for breakdown by instrument type.

Derivative liabilities consist of the Company's heating oil swap and option contracts, corn option and future contracts and foreign currency contracts, which represents the difference between observable market rates of commonly quoted intervals for similar assets and liabilities in active markets and the fixed swap rate considering the instruments term, notional amount and credit risk. See Note 12 (Derivatives) for breakdown by instrument type.

The carrying amount of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximates fair value due to the short maturity of these instruments and as such have been excluded from the table above. The carrying amount for the Company's other debt is not deemed to be significantly different than the fair value and all other instruments have been recorded at fair value.

The fair value of the senior notes, term loan A, term loan B and revolver debt is based on market quotation from third-party banks.

(14) Contingencies

The Company is a party to several lawsuits, claims and loss contingencies arising in the ordinary course of its business, including employment, commercial and contract related matters and assertions by certain regulatory and governmental agencies related to permitting requirements and air, wastewater and storm water discharges from the Company's processing facilities.

The Company's workers compensation, auto and general liability policies contain significant deductibles or self-insured retentions. The Company estimates and accrues its expected ultimate claim costs related to accidents occurring during each fiscal year and carries this accrual as a reserve until these claims are paid by the Company.

As a result of the matters discussed above, the Company has established loss reserves for insurance, environmental, litigation and tax matters. At April 2, 2016 and January 2, 2016, the reserves for insurance, environmental, litigation and tax contingencies reflected on the balance sheet in accrued expenses and other non-current liabilities were approximately \$ 54.9 million and \$ 54.6 million, respectively. The Company has insurance recovery receivables of approximately \$ 12.2 million as of April 2, 2016 and January 2, 2016, related to these liabilities. The Company's management believes these reserves for contingencies are reasonable and sufficient based upon present governmental regulations and information currently available to management; however, there can be no assurance that final costs related to these matters will not exceed current estimates. The Company believes that the likelihood is remote that any additional liability from these lawsuits and claims that may not be covered by insurance would have a material effect on the Company's financial position, results of operations or cash flows.

Lower Passaic River Area. In December 2009, the Company, along with numerous other entities, received notice from the United States Environmental Protection Agency (“EPA”) that the Company (as successor-in-interest to Standard Tallow Company) is considered a potentially responsible party (a “PRP”) with respect to alleged contamination in the lower Passaic River area which is part of the Diamond Alkali Superfund Site located in Newark, New Jersey. The Company’s designation as a PRP is based upon the operation of a former plant site located in Newark, New Jersey by Standard Tallow Company, an entity that the Company acquired in 1996. In the letter, EPA requested that the Company join a group of other parties in funding a remedial investigation and feasibility study at the site. As of the date of this report, the Company has not agreed to participate in the funding group. In March 2016, the Company received another letter from EPA notifying the Company that it had issued a Record of Decision selecting a remedy for the lower 8.3 miles of the lower Passaic River area at an estimated cost of \$ 1.38 billion. The EPA letter makes no demand on the Company and lays out a framework for remedial design/remedial action implementation in which the EPA will first seek funding from major PRPs. The letter indicates that the EPA has sent the letter to over 100 parties, which include large chemical and refining companies, manufacturing companies, foundries, plastic companies, pharmaceutical companies and food and consumer product companies. The Company's ultimate liability, if any, for investigatory costs, remedial costs and/or natural resource damages in connection with the lower Passaic River area cannot be determined at this time; however, as of the date of this report, the Company has found no evidence that the former Standard Tallow Company plant site contributed any of the primary contaminants of concern to the Passaic River and, therefore, there is nothing that leads the Company to believe that this matter will have a material effect on the Company's financial position, results of operations or cash flows.

Fresno Facility Permit Issue. The Company has been named as a defendant and a real party in interest in a lawsuit filed on April 9, 2012 in the Superior Court of the State of California, Fresno County, styled *Concerned Citizens of West Fresno vs. Darling International Inc.* The complaint, as subsequently amended, alleges that the Company's Fresno facility is operating without a proper use permit and seeks, among other things, injunctive relief. The complaint had at one time also alleged that the Company's Fresno facility constitutes a continuing private and public nuisance, but the plaintiff has since amended the complaint to drop these allegations. The City of Fresno was also named as a defendant in the original complaint but has since had a judgment entered in its favor and is no longer a defendant in the lawsuit; however, in December 2013 the City of Fresno filed a motion to intervene as a plaintiff in this matter. The Superior Court heard the motion on February 4, 2014, and entered an order on February 18, 2014 denying the motion. Rendering operations have been conducted on the site since 1955, and the Company believes that it possesses all of the required federal, state and local permits to continue to operate the facility in the manner currently conducted and that its operations do not constitute a private or public nuisance. Accordingly, the Company intends to defend itself vigorously in this matter. Discovery has begun and this matter was scheduled for trial in July 2014; however, the parties have agreed to stay the litigation while they participate in a mediation process. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition, results of operations or cash flows.

(15) Business Segments

The Company sells its products domestically and internationally and operates within three industry segments: Feed Ingredients, Food Ingredients and Fuel Ingredients. The measure of segment profit (loss) includes all revenues, operating expenses (excluding certain amortization of intangibles), and selling, general and administrative expenses incurred at all operating locations and excludes general corporate expenses.

Included in corporate activities are general corporate expenses and the amortization of certain intangibles. Assets of corporate activities include cash, unallocated prepaid expenses, deferred tax assets, prepaid pension, and miscellaneous other assets.

Feed Ingredients

Feed Ingredients consists principally of (i) the Company's U.S. ingredients business, including the Company's used cooking oil, trap grease and food residuals collection businesses, the Rothsay ingredients business, and the ingredients and specialty products businesses conducted by Darling Ingredients International under the Sonac name (proteins, fats, and plasma products) and (ii) the Company's bakery residuals business. Feed Ingredients operations process animal by-products and used cooking oil into fats, protein and hides.

Food Ingredients

Food Ingredients consists principally of (i) the gelatin and collagen hydrolysates business conducted by Darling Ingredients International under the Rousselot name, (ii) the natural casings and meat-by-products business conducted by Darling Ingredients International under the CTH name and (iii) certain specialty products businesses conducted by Darling Ingredients International under the Sonac name.

Fuel Ingredients

The Company's Fuel Ingredients segment consists of (i) the Company's biofuel business conducted under the Dar Pro® and Rothsay names (ii) the bioenergy business conducted by Darling Ingredients International under the Ecoson and Rendac names and (iii) the Company's investment in the DGD Joint Venture.

Business Segments (in thousands):

	Feed Ingredients	Food Ingredients	Fuel Ingredients	Corporate	Total
Three Months Ended April 2, 2016					
Net Sales	\$ 476,171	\$ 247,897	\$ 55,573	\$ —	\$ 779,641
Cost of sales and operating expenses	372,657	185,554	40,682	—	598,893
Gross Margin	103,514	62,343	14,891	—	180,748
Selling, general and administrative expense	45,251	23,759	1,850	10,609	81,469
Acquisition and integration costs	—	—	—	331	331
Depreciation and amortization	44,377	16,704	6,919	4,256	72,256
Segment operating income/(loss)	13,886	21,880	6,122	(15,196)	26,692

Equity in net income of unconsolidated subsidiaries	102	—	5,541	—	5,643
Segment income/(loss)	13,988	21,880	11,663	(15,196)	32,335
Total other expense					(27,809)
Income before income taxes					\$ 4,526
Segment assets at April 2, 2016					\$ 2,504,494 \$ 1,489,073 \$ 656,834 \$ 221,415 \$ 4,871,816

	Feed Ingredients	Food Ingredients	Fuel Ingredients	Corporate	Total
Three Months Ended April 4, 2015					
Net Sales	\$ 547,498	\$ 270,157	\$ 57,039	\$ —	\$ 874,694
Cost of sales and operating expenses	424,006	216,637	43,874	4	684,521
Gross Margin	123,492	53,520	13,165	(4)	190,173
Selling, general and administrative expense	48,023	25,476	4,040	9,092	86,631
Acquisition and integration costs	—	—	—	5,319	5,319
Depreciation and amortization	40,055	17,197	6,631	2,515	66,398
Segment operating income/(loss)	35,414	10,847	2,494	(16,930)	31,825
Equity in net income/(loss) of unconsolidated subsidiaries					
	417	—	(2,225)	—	(1,808)
Segment income/(loss)	35,831	10,847	269	(16,930)	30,017
Total other expense					(26,078)
Income before income taxes					\$ 3,939
Segment assets at January 2, 2016					\$ 2,438,869 \$ 1,448,014 \$ 631,968 \$ 241,768 \$ 4,760,619

(16) Related Party Transactions

Raw Material Agreement

The Company entered into a Raw Material Agreement with the DGD Joint Venture in May 2011 pursuant to which the Company will offer to supply certain animal fats and used cooking oil at market prices, up to the DGD Joint Venture's full operational requirement of feedstock, but the DGD Joint Venture is not obligated to purchase the raw material offered by the Company. Additionally, the Company may offer other feedstocks to the DGD Joint Venture, such as inedible corn oil, purchased on a resale basis. For the three months ended April 2, 2016 and April 4, 2015, the Company has recorded sales to the DGD Joint Venture of approximately \$ 23.7 million and \$ 38.6 million, respectively. At April 2, 2016 and January 2, 2016, the Company has \$ 5.2 million and \$ 5.1 million in outstanding receivables due from the DGD Joint Venture, respectively. In addition, the Company has eliminated approximately \$ 4.0 million of additional sales for the three months ended April 2, 2016 to defer the Company's portion of profit of approximately \$ 0.9 million on those sales relating to inventory assets still remaining on the DGD Joint Venture's balance sheet at April 2, 2016.

Revolving Loan Agreement

On February 23, 2015, Darling through its wholly owned subsidiary Darling Green Energy LLC, ("Darling Green") and a third party Diamond Alternative Energy, LLC ("Diamond Alternative" and together with Darling Green, the "DGD Lenders") entered into a revolving loan agreement (the "DGD Loan Agreement") with the DGD Joint Venture Opco. The DGD Lenders have committed to make loans available to Opco in the total amount of \$ 10.0 million with each lender committed to \$ 5.0 million of the total commitment. Any borrowings by Opco under the DGD Loan Agreement are at the applicable annum rate equal to the sum of (a) the LIBO Rate (meaning Reuters BBA Libor Rates Page 3750) on such day plus (b) 2.50%. The DGD Loan Agreement matures on December 31, 2016, unless extended by agreement of the parties. During the first three months of fiscal 2016, Opco borrowed and repaid no amounts. As of April 2, 2016, no amounts are owed to Darling Green under the DGD Loan Agreement.

(17) New Accounting Pronouncements

In March 2016, the FASB issued ASU No. 2016-09, Improvements to Employee Share-Based Payment Accounting. This ASU amends Topic 718, *Compensation - Stock Compensation*, which simplifies several aspects of the accounting for share-based payments, including immediate recognition of all excess tax benefits and deficiencies in the income statement, changing the threshold to qualify for equity classification up to the employees' maximum statutory tax rates, allowing an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures as they occur, and clarifying the classification on the statement of cash flows for the excess tax benefit and employee taxes paid when an employer withholds shares for tax-withholding purposes. Early adoption is permitted for any entity in any interim or annual period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The ASU is effective for fiscal years beginning after December 15, 2016 and for interim periods therein. The Company is currently evaluating the impact of this standard.

In March 2016, the FASB issued ASU No. 2016-07, Simplifying the Transition to the Equity Method of Accounting. This ASU amends Topic 323, *Investments - Equity Method and Joint Ventures*, which eliminates the requirement to retrospectively apply equity method accounting when an entity increases ownership or influence in a previously held investment. The ASU is effective for fiscal years beginning after December 15, 2016 and for interim periods therein. The Company is currently evaluating the impact of this standard. The adoption of this standard will not have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (topic 842). Under the new ASU, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance lessor accounting is largely unchanged. The new lease guidance simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. This ASU is effective

for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of this standard.

In November 2015, the FASB issued ASU No. 2015-17, Balance Sheet Classification of Deferred Taxes. This ASU amends Topic 740, *Income Taxes*, requiring deferred tax assets and liabilities to be classified as non-current in the statement of financial position. The Company has early adopted ASU No. 2015-17 effective January 2, 2016 on a retrospective basis. As required by ASU No. 2015-17, all deferred tax assets and liabilities are classified as non-current in the Company's consolidated balance sheets, which is a change from the Company's historical presentation whereby certain of the Company's deferred tax assets and liabilities were classified as current and the remaining amount was classified as non-current. The Company early adopted ASU No. 2015-17 effective January 2, 2016. The adoption did not have a material impact on the Company's consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16, Simplifying the Accounting for Measurement-Period Adjustments. This ASU amends Topic 805, *Business Combinations*. This ASU simplifies the treatment of adjustments to provisional amounts recognized in the period for items in a business combination for which the accounting is incomplete at the end of the reporting period. This ASU requires entities to present separately on the face of the income statement (or disclose in the notes to the financial statements) the portion of the amount recorded in the current period earnings, by line item, that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The ASU is effective for fiscal years beginning after December 15, 2015 and for interim periods therein. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory. This ASU amends Topic 330, *Inventory*. The ASU simplifies the measurement of inventory by requiring certain inventory to be measured at the lower of cost and net realizable value. The ASU is effective for financial statements issued for fiscal years beginning after December 15, 2016 and for interim periods therein. The Company is currently evaluating the impact of this standard. The adoption of this standard will not have a material impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-04, Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets. The ASU amends ASC Topic 715, *Compensation-Retirement Benefits*. The new standard permits a reporting entity with a fiscal year-end that does not coincide with a month-end to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that expedient consistently from year to year. The practical expedient should be applied consistently to all plans if an entity has more than one plan. This ASU is effective for public entities for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those years. Early adoption is permitted. The Company early adopted the month-end date of December 31 as the measurement date for all of the Company's defined benefit plans, which is the closest month-end to the Company's fiscal year-end. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs. The ASU amends ASC (Subtopic 835-30), *Interest - Imputation of Interest*. The new standard requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying value of the debt liability, which is similar to the presentation of debt discounts or premiums. The costs will continue to be amortized to interest expense using the effective interest method. The ASU is effective for public entities for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. See Note 7 Debt for impact of adopting this standard. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which will supersede nearly all existing revenue recognition guidance under GAAP. The new ASU introduces a new five-step revenue recognition model in which an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, this ASU requires disclosures sufficient to enable the users to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers, including qualitative and quantitative disclosures about contracts with customers, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. In July 2015, the FASB deferred the elective date of the standard by one year. This ASU allows for either full retrospective or modified retrospective adoption and will become effective for the Company for the fiscal years beginning after December 15, 2017. The Company is currently evaluating the impact of this standard and the transition plan the Company will adopt.

(18) Guarantor Financial Information

The Company's 5.375% Notes and 4.75% Notes (see Note 7) are guaranteed on a senior unsecured basis by the following Notes Guarantors, each of which is a 100% directly or indirectly owned subsidiary of Darling and which constitute all of Darling's existing restricted subsidiaries that are Credit Agreement Guarantors (other than Darling's foreign subsidiaries, Darling Global Finance B.V., which issued the 4.75% Notes and is discussed further below, or any receivables entity): Darling National, Griffin and its subsidiary Craig Protein, Darling AWS LLC, Terra Holding Company, Darling Global Holdings Inc., Darling Northstar LLC, TRS, EV Acquisition, Inc., Rousselot Inc., Rousselot Dubuque Inc., Sonac USA LLC and Rousselot Peabody Inc. In addition, the 4.75% Notes, which were issued by Darling Global Finance B.V., a wholly-owned indirect subsidiary of Darling, are guaranteed on a senior unsecured basis by Darling. The Notes Guarantors, and Darling in the case of the 4.75% Notes, fully and unconditionally guaranteed the 5.375% Notes and 4.75% Notes on a joint and several basis. The following financial statements present condensed consolidating financial data for (i) Darling, (ii) the combined Notes Guarantors, (iii) the combined other subsidiaries of the Company that did not guarantee the 5.375% Notes or the 4.75% Notes (the "Non-guarantors"), and (iv) eliminations necessary to arrive at the Company's consolidated financial statements, which include condensed consolidated balance sheets as of April 2, 2016 and January 2, 2016, and the condensed consolidating statements of operations, the condensed consolidating statements of comprehensive income and the condensed consolidating statements of cash flows for the three months ended April 2, 2016 and April 4, 2015. Separate financial information is not presented for Darling Global Finance B.V. since it was formed as a special purpose finance subsidiary for the purpose of issuing the 4.75% Notes and therefore does not have any substantial operations or assets.

Condensed Consolidating Balance Sheet
As of April 2, 2016
(in thousands)

	Parent	Guarantors	Non-guarantors	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	\$ 1,233	\$ 2,080	\$ 144,013	\$ —	\$ 147,326
Restricted cash	102	—	219	—	321
Accounts receivable	179,220	87,270	313,465	(203,609)	376,346
Inventories	14,031	97,869	260,716	—	372,616
Income taxes refundable	8,930	—	2,895	—	11,825
Prepaid expenses	14,072	2,441	23,766	—	40,279
Other current assets	3,304	6,579	21,729	(20,042)	11,570
Total current assets	220,892	196,239	766,803	(223,651)	960,283
Investment in subsidiaries	4,101,825	1,141,644	837,604	(6,081,073)	—
Property, plant and equipment, net	218,516	479,645	837,360	—	1,535,521
Intangible assets, net	16,772	317,561	457,833	—	792,166
Goodwill	21,860	549,690	697,746	—	1,269,296
Investment in unconsolidated subsidiaries	2,577	—	254,027	—	256,604
Other assets	34,242	499,305	331,596	(824,559)	40,584
Deferred taxes	—	—	17,362	—	17,362
	\$ 4,616,684	\$ 3,184,084	\$ 4,200,331	\$ (7,129,283)	\$ 4,871,816
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current portion of long-term debt	\$ 20,309	\$ —	\$ 46,324	\$ (20,042)	\$ 46,591
Accounts payable	37,233	204,116	122,189	(192,643)	170,895
Income taxes payable	(383)	373	7,042	—	7,032
Accrued expenses	64,955	25,350	148,000	(10,967)	227,338
Total current liabilities	122,114	229,839	323,555	(223,652)	451,856
Long-term debt, net of current portion	1,241,509	5,963	1,501,480	(824,559)	1,924,393
Other noncurrent liabilities	57,358	—	38,758	—	96,116
Deferred income taxes	146,385	—	222,255	—	368,640
Total liabilities	1,567,366	235,802	2,086,048	(1,048,211)	2,841,005
Total stockholders' equity	3,049,318	2,948,282	2,114,283	(6,081,072)	2,030,811
	\$ 4,616,684	\$ 3,184,084	\$ 4,200,331	\$ (7,129,283)	\$ 4,871,816

Condensed Consolidating Balance Sheet
As of January 2, 2016
(in thousands)

	Parent	Guarantors	Non-guarantors	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	\$ 3,443	\$ 3,993	\$ 149,448	\$ —	\$ 156,884
Restricted cash	102	—	229	—	331
Accounts receivable	184,472	81,644	310,932	(205,656)	371,392
Inventories	13,564	89,078	241,941	—	344,583
Income taxes refundable	7,695	—	4,268	—	11,963
Prepaid expenses	13,322	2,262	20,591	—	36,175
Other current assets	5,273	24	22,852	(17,689)	10,460
Total current assets	227,871	177,001	750,261	(223,345)	931,788
Investment in subsidiaries	4,072,855	1,141,644	837,604	(6,052,103)	—
Property, plant and equipment, net	224,208	477,446	806,513	—	1,508,167
Intangible assets, net	17,794	326,231	438,324	—	782,349
Goodwill	21,860	549,690	661,552	—	1,233,102
Investment in unconsolidated subsidiary	—	—	247,238	—	247,238
Other assets	36,488	499,764	314,893	(809,522)	41,623
Deferred income taxes	—	—	16,352	—	16,352
	\$ 4,601,076	\$ 3,171,776	\$ 4,072,737	\$ (7,084,970)	\$ 4,760,619
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current portion of long-term debt	\$ 20,328	\$ —	\$ 42,527	\$ (17,689)	\$ 45,166
Accounts payable	6,981	210,926	122,136	(190,045)	149,998
Income taxes payable	(383)	373	6,689	—	6,679
Accrued expenses	82,854	29,037	143,547	(15,613)	239,825
Total current liabilities	109,780	240,336	314,899	(223,347)	441,668
Long-term debt, net of current portion	1,234,002	—	1,461,371	(809,522)	1,885,851
Other noncurrent liabilities	57,578	1,999	38,232	—	97,809
Deferred income taxes	147,416	—	213,265	—	360,681
	1,548,776	242,335	2,027,767	(1,032,869)	2,786,009
Total liabilities	1,548,776	242,335	2,027,767	(1,032,869)	2,786,009
Total stockholders' equity	3,052,300	2,929,441	2,044,970	(6,052,101)	1,974,610
	\$ 4,601,076	\$ 3,171,776	\$ 4,072,737	\$ (7,084,970)	\$ 4,760,619

Condensed Consolidating Statements of Operations
For the three months ended April 2, 2016
(in thousands)

	Parent	Guarantors	Non-guarantors	Eliminations	Consolidated
Net sales	\$ 108,371	\$ 303,765	\$ 411,037	\$ (43,532)	\$ 779,641
Cost and expenses:					
Cost of sales and operating expenses	89,483	236,336	316,606	(43,532)	598,893
Selling, general and administrative expenses	35,893	13,136	32,440	—	81,469
Acquisition and integration costs	—	—	331	—	331
Depreciation and amortization	11,425	26,808	34,023	—	72,256
Total costs and expenses	136,801	276,280	383,400	(43,532)	752,949
Operating income/(loss)	(28,430)	27,485	27,637	—	26,692
Interest expense	(15,522)	4,377	(12,756)	—	(23,901)
Foreign currency gains/(losses)	(31)	165	(2,737)	—	(2,603)
Other expense, net	(3,325)	(5)	2,025	—	(1,305)
Equity in net income/(loss) of unconsolidated subsidiaries	(97)	—	5,740	—	5,643
Earnings in investments in subsidiaries	28,971	—	—	(28,971)	—
Income/(loss) before taxes	(18,434)	32,022	19,909	(28,971)	4,526
Income taxes (benefit)	(19,513)	13,181	8,195	—	1,863
Net income attributable to noncontrolling interests	—	—	(1,584)	—	(1,584)
Net income/(loss) attributable to Darling	\$ 1,079	\$ 18,841	\$ 10,130	\$ (28,971)	\$ 1,079

Condensed Consolidating Statements of Operations
For the three months ended April 4, 2015
(in thousands)

	Parent	Guarantors	Non-guarantors	Eliminations	Consolidated
Net sales	\$ 125,794	\$ 358,707	\$ 448,843	\$ (58,650)	\$ 874,694
Cost and expenses:					
Cost of sales and operating expenses	103,616	284,503	355,052	(58,650)	684,521
Selling, general and administrative expenses	33,130	14,868	38,633	—	86,631
Acquisition and integration costs	1,973	—	3,346	—	5,319
Depreciation and amortization	8,171	23,599	34,628	—	66,398
Total costs and expenses	146,890	322,970	431,659	(58,650)	842,869
Operating income/(loss)	(21,096)	35,737	17,184	—	31,825
Interest expense	(15,160)	4,848	(12,797)	—	(23,109)
Foreign currency gains/(losses)	(11)	(304)	(2,145)	—	(2,460)
Other expense, net	(1,181)	211	461	—	(509)
Equity in net loss of unconsolidated subsidiaries	—	—	(1,808)	—	(1,808)
Earnings in investments in subsidiaries	17,449	—	—	(17,449)	—
Income/(loss) before taxes	(19,999)	40,492	895	(17,449)	3,939
Income taxes (benefit)	(20,108)	21,742	481	—	2,115
Net income attributable to noncontrolling interests	—	—	(1,715)	—	(1,715)
Net income/(loss) attributable to Darling	\$ 109	\$ 18,750	\$ (1,301)	\$ (17,449)	\$ 109

Condensed Consolidating Statements of Comprehensive Income/(Loss)
For the three months ended April 2, 2016
(in thousands)

	Parent	Guarantors	Non-guarantors	Eliminations	Consolidated
Net income/(loss)	\$ 2,663	\$ 18,841	\$ 10,130	\$ (28,971)	\$ 2,663
Other comprehensive income/(loss), net of tax:					
Foreign currency translation	—	—	57,531	—	57,531
Pension adjustments	658	—	68	—	726
Corn option derivative adjustments	(706)	—	—	—	(706)
Total other comprehensive income/(loss), net of tax	(48)	—	57,599	—	57,551
Total comprehensive income/(loss)	2,615	18,841	67,729	(28,971)	60,214
Total comprehensive loss attributable to noncontrolling interest	—	—	(420)	—	(420)
Total comprehensive income/(loss) attributable to Darling	\$ 2,615	\$ 18,841	\$ 68,149	\$ (28,971)	\$ 60,634

Condensed Consolidating Statements of Comprehensive Income/(Loss)
For the three months ended April 4, 2015
(in thousands)

	Parent	Guarantors	Non-guarantors	Eliminations	Consolidated
Net income/(loss)	\$ 1,824	\$ 18,750	\$ (1,301)	\$ (17,449)	\$ 1,824
Other comprehensive income/(loss), net of tax:					
Foreign currency translation	—	—	(93,315)	—	(93,315)
Pension adjustments	729	—	40	—	769
Corn option derivative adjustments	38	—	—	—	38
Total other comprehensive income/(loss), net of tax	767	—	(93,275)	—	(92,508)
Total comprehensive income/(loss)	2,591	18,750	(94,576)	(17,449)	(90,684)
Total comprehensive income attributable to noncontrolling interest	—	—	7,042	—	7,042
Total comprehensive income/(loss) attributable to Darling	\$ 2,591	\$ 18,750	\$ (101,618)	\$ (17,449)	\$ (97,726)

Condensed Consolidating Statements of Cash Flows
For the three months ended April 2, 2016
(in thousands)

	Parent	Guarantors	Non-guarantors	Eliminations	Consolidated
Cash flows from operating activities:					
Net income/(loss)	\$ 2,663	\$ 18,841	\$ 10,130	\$ (28,971)	\$ 2,663
Earnings in investments in subsidiaries	(28,971)	—	—	28,971	—
Other operating cash flows	34,573	(4,953)	12,760	—	42,380
Net cash provided by operating activities	8,265	13,888	22,890	—	45,043
Cash flows from investing activities:					
Capital expenditures	(11,065)	(21,764)	(20,546)	—	(53,375)
Acquisitions	—	—	(8,511)	—	(8,511)
Note receivable from affiliates	—	—	(5,963)	5,963	—
Gross proceeds from sale of property, plant and equipment and other assets	945	—	479	—	1,424
Proceeds from insurance settlements	—	—	1,181	—	1,181
Payments related to routes and other intangibles	—	—	—	—	—
Net cash used in investing activities	(10,120)	(21,764)	(33,360)	5,963	(59,281)
Cash flows from financing activities:					
Proceeds for long-term debt	—	—	8,760	—	8,760
Payments on long-term debt	(5,291)	—	(10,916)	—	(16,207)
Borrowings from revolving facilities	33,000	—	—	—	33,000
Payments on revolving facilities	(21,000)	—	—	—	(21,000)
Borrowings from affiliates	—	5,963	—	(5,963)	—
Issuances of common stock	45	—	—	—	45
Repurchase of treasury stock	(5,000)	—	—	—	(5,000)
Contributions from parent	—	—	—	—	—
Minimum withholding taxes paid on stock awards	(1,663)	—	(125)	—	(1,788)
Excess tax benefits from stock-based compensation	(446)	—	—	—	(446)
Net cash used in financing activities	(355)	5,963	(2,281)	(5,963)	(2,636)
Effect of exchange rate changes on cash	—	—	7,316	—	7,316
Net decrease in cash and cash equivalents	(2,210)	(1,913)	(5,435)	—	(9,558)
Cash and cash equivalents at beginning of year	3,443	3,993	149,448	—	156,884
Cash and cash equivalents at end of year	\$ 1,233	\$ 2,080	\$ 144,013	\$ —	\$ 147,326

Condensed Consolidating Statements of Cash Flows
For the three months ended April 4, 2015
(in thousands)

	Parent	Guarantors	Non-guarantors	Eliminations	Consolidated
Cash flows from operating activities:					
Net income/(loss)	\$ 1,824	\$ 18,750	\$ (1,301)	\$ (17,449)	\$ 1,824
Earnings in investments in subsidiaries	(17,449)	—	—	17,449	—
Other operating cash flows	48,023	(30,966)	40,359	—	57,416
Net cash provided by operating activities	32,398	(12,216)	39,058	—	59,240
Cash flows from investing activities:					
Capital expenditures	(12,243)	(19,393)	(19,202)	—	(50,838)
Investment in subsidiaries and affiliates	(20)	(29,541)	29,541	20	—
Note receivable from affiliates	—	51,019	(51,019)	—	—
Gross proceeds from sale of property, plant and equipment and other assets	142	259	133	—	534
Proceeds from insurance settlements	71	270	—	—	341
Payments related to routes and other intangibles	—	—	(753)	—	(753)
Net cash used in investing activities	(12,050)	2,614	(41,300)	20	(50,716)
Cash flows from financing activities:					
Proceeds for long-term debt	—	—	5,943	—	5,943
Payments on long-term debt	(4,000)	(20)	(9,582)	—	(13,602)
Borrowings from revolving credit facility	5,000	—	22,428	—	27,428
Payments on revolving credit facility	(25,000)	—	(12,943)	—	(37,943)
Net cash overdraft financing	—	—	31,162	—	31,162
Issuances of common stock	81	—	—	—	81
Contributions from parent	—	—	20	(20)	—
Minimum withholding taxes paid on stock awards	(4,469)	—	—	—	(4,469)
Excess tax benefits from stock-based compensation	(35)	—	—	—	(35)
Distributions to noncontrolling interests	—	—	(38)	—	(38)
Net cash used in financing activities	(28,423)	(20)	36,990	(20)	8,527
Effect of exchange rate changes on cash	—	—	(13,704)	—	(13,704)
Net increase/(decrease) in cash and cash equivalents	(8,075)	(9,622)	21,044	—	3,347
Cash and cash equivalents at beginning of year	10,447	14,460	83,877	—	108,784
Cash and cash equivalents at end of year	\$ 2,372	\$ 4,838	\$ 104,921	\$ —	\$ 112,131

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth below under the heading "Forward Looking Statements" and elsewhere in this report, and under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2016, filed with the SEC on March 1, 2016 and in the Company's other public filings with the SEC.

The following discussion should be read in conjunction with the unaudited consolidated financial statements and related notes thereto contained in this report.

Overview

The Company is a global developer and producer of sustainable natural ingredients from edible and inedible bio-nutrients, creating a wide range of ingredients and customized specialty solutions for customers in the pharmaceutical, food, pet food, feed, industrial, fuel, bioenergy and fertilizer industries. With operations on five continents, the Company collects and transforms all aspects of animal by-product streams into useable and specialty ingredients, such as gelatin, edible fats, feed-grade fats, animal proteins and meals, plasma, pet food ingredients, organic fertilizers, yellow grease, fuel feedstocks, green energy, natural casings and hides. The Company also recovers and converts used cooking oil and commercial bakery residuals into valuable feed and fuel ingredients. In addition, the Company provides grease trap services to food service establishments, environmental services to food processors and sells restaurant cooking oil delivery and collection equipment. The Company sells its products domestically and internationally and operates within three industry segments: Feed Ingredients, Food Ingredients and Fuel Ingredients.

The Feed Ingredients operating segment includes the Company's global activities related to (i) the collection and processing of beef, poultry and pork animal by-products in North America and Europe into non-food grade oils and protein meals, (ii) the collection and processing of bakery residuals in North America into Cookie Meal®, which is predominantly used in poultry and swine rations, (iii) the collection and processing of used cooking oil in North America into non-food grade fats, as well as the production and sale of a variety of cooking oil collection delivery systems, (iv) the collection and processing of porcine and bovine blood in China, Europe, North America and Australia into blood plasma powder and hemoglobin, (v) the processing of cattle hides and hog skins in North America and Europe, (vi) the production of organic fertilizers using protein produced from the Company's animal by-products processing activities in North America and Europe, and (vii) the provision of grease trap services to food service establishments and environmental services to food processors. Non-food grade oils and fats produced and marketed by the Company are principally sold to third parties to be used as ingredients in animal feed and pet food, as an ingredient for the production of biodiesel and renewable diesel or to the oleo-chemical industry to be used as an ingredient in a wide variety of industrial applications. Protein meals produced and marketed by the Company are sold to third parties to be used as ingredients in animal feed, pet food and aquaculture. Blood plasma powder and hemoglobin produced and marketed by the Company are sold to third parties to be used as ingredients in animal feed, pet food and aquaculture.

The Food Ingredients operating segment includes the Company's global activities related to (i) the purchase and processing of beef and pork bone chips, beef hides, pig skins, and fish skins into gelatin and hydrolyzed collagen in Europe, China, South America and North America, (ii) collection and processing of porcine and bovine intestines into natural casings in Europe, China and North America, (iii) the extraction and processing of porcine mucosa into crude heparin in Europe, (iv) the collection and refining of animal fat into food grade fat in Europe, and (v) the processing of bones to bone chips for the gelatin industry and bone ash. Gelatins produced and marketed by the Company are sold to third parties to be used as ingredients in the pharmaceutical, nutraceutical, food, and technical (i.e., photographic) industries. Natural casings produced and marketed by the Company are sold to third parties to be used as an ingredient in the production of sausages and other similar food products.

The Fuel Ingredients operating segment includes the Company's global activities related to (i) the conversion of animal fats and recycled greases into biodiesel in North America, (ii) the conversion of organic sludge and food waste into biogas in Europe, (iii) the collection and conversion of fallen stock and certain animal by-products pursuant to applicable E.U. regulations into low-grade energy sources to be used in industrial applications, (iv) the processing of manure into natural bio-phosphate in Europe, and (v) the Company's share of the results of its equity investment in Diamond Green Diesel Holdings LLC, a joint venture with Valero Energy Corporation (the "DGD Joint Venture"), to convert animal fats, recycled greases, used cooking oil, inedible corn oil, soybean oil, or other feedstocks that become economically and commercially viable into

renewable diesel as described in Note 6 to the Company's Consolidated Financial Statement for the period ended April 2, 2016 included herein.

Corporate Activities principally includes unallocated corporate overhead expenses, acquisition-related expenses, interest expense net of interest income, and other non-operating income and expenses.

During the Winter and Spring of 2015, various H5 strains of Highly Pathogenic Avian Influenza ("Bird Flu") were spread by migratory birds among commercial poultry flocks in the Midwestern U.S. and Ontario, Canada. No new cases of any H5 strain were reported after June 17, 2015, although a highly pathogenic strain of H7N8 was confirmed on January 15, 2016 in a commercial turkey flock in Indiana. Unlike the H5 strains previously reported, migratory birds are not believed to be responsible for this most recent outbreak. Instead, animal health officials believe a low pathogenic strain of H7N8 present in nearby flocks mutated to be highly pathogenic. This latest outbreak of Bird Flu was confined to a single flock. As of the date of this report, no new cases of Bird Flu have been reported. There have been no reports of humans contracting any of these H5 or H7 strains, nor have there been any reports that these Bird Flu strains can be spread from person to person. For a more detailed discussion of this and other factors that can impact the Company's business and results of operations, see the Risk Factors discussion in Item 1A of Part I of the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2016.

The FDA made revisions to regulations proposed on February 5, 2014, for the sanitary transportation of human and animal foods and published a final rule on April 6, 2016 ("Final Transportation Rule"). Such rulemaking was required under the Sanitary Food Transportation Act of 2005 and the Food Safety Modernization Act of 2011. The Final Transportation Rule requires that sanitary transportation practices be used to transport human and animal foods to prevent such food from being adulterated during transport and applies to shippers, carriers by motor vehicle or rail vehicle, receivers and other persons engaged in the transportation of food. Although June 6, 2016 is the effective date for the Final Transportation Rule, the compliance date for businesses other than small businesses (i.e., businesses which employ fewer than 500 employees) is April 6, 2017. The Company has followed development of the Final Transportation Rule throughout its legislative and rulemaking history and believes that the Company has in place the procedures and documentation necessary to be in compliance with the rule. Notwithstanding the foregoing, unforeseen issues and requirements may arise as FDA begins enforcement of this new rule which may affect our ability to transport our raw materials or finished products. For a more detailed discussion of this and other regulations issued by FDA under the Food Safety Modernization Act of 2011 that may impact the Company's business and results of operations, see the Risk Factors discussion in Item 1A of Part I of the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2016.

Operating Performance Indicators

The Company is exposed to certain risks associated with a business that is influenced by agricultural-based commodities. These risks are further described in Item 1A of Part I, "Risk Factors" included in the Company's Form 10-K for the fiscal year ended January 2, 2016 .

The Company's Feed Ingredients segment animal by-products, bakery residuals, used cooking oil recovery, and blood operations are each influenced by prices for agricultural-based alternative ingredients such as corn, soybean oil, soybean meal, and palm oil. In these operations, the costs of the Company's raw materials change with, or in certain cases are indexed to, the selling price or the anticipated selling price of the finished goods produced from the acquired raw materials and/or in some cases, the price spread between various types of finished products. The Company believes that this methodology of procuring raw materials generally establishes a relatively stable gross margin upon the acquisition of the raw material. Although the costs of raw materials for the Feed Ingredients segment are generally based upon actual or anticipated finished goods selling prices, rapid and material changes in finished goods prices, including competing agricultural-based alternative ingredients, generally have an immediate and often times, material impact on the Company's gross margin and profitability resulting from the lag effect or lapse of time from the procurement of the raw materials until they are processed and the finished goods sold. In addition, the amount of raw material volume acquired, which has a direct impact on the amount of finished goods produced, can also have a material effect on the gross margin reported, as the Company has a substantial amount of fixed operating costs.

The prices available for the Company's Food Ingredients segment gelatin and natural casings products are influenced by other competing ingredients including plant-based and synthetic hydrocolloids and artificial casings. In the gelatin operation, in particular, the cost of the Company's animal-based raw material moves in relationship to the selling price of the finished goods. The processing time for gelatin and casings is generally 30 to 60 days, which is substantially longer than the Company's animal by-products operations. Consequently, the Company's gross margin and profitability in this segment can

be influenced by the movement of finished goods prices from the time the raw materials were procured until the finished goods are sold.

The Company's Fuel Ingredients segment which converts fats into renewable diesel, organic sludge and food waste into biogas, and fallen stock into low-grade energy sources is impacted by world energy prices for oil, electricity and natural gas.

The reporting currency for the Company's financial statements is the U.S. dollar. The Company operates in over 15 countries and therefore, certain of the Company's assets, liabilities, revenues and expenses are denominated in functional currencies other than the U.S. dollar, primarily in the euro, Brazilian real, Chinese renminbi, Canadian dollar, Argentine peso, Japanese yen and Polish zloty. To prepare the Company's consolidated financial statements the Company must translate those assets, liabilities, revenues, and expenses into U.S. dollars at the applicable exchange rate. As a result, increases or decreases in the value of the U.S. dollar against these other currencies will affect the amount of these items recorded in the Company's consolidated financial statements, even if their value has not changed in the functional currency. This could have a significant impact on the Company's results, if such increase or decrease in the value of the U.S. dollar relative to these other currencies is substantial.

The Company monitors the performance of its business segments using key financial metrics such as segment operating income, metric tons of raw material processed, gross margin percentage, foreign currency, and Adjusted EBITDA. The Company's operating results can vary significantly due to changes in factors such as the fluctuation in energy prices, weather conditions, crop harvests, government policies and programs, changes in global demand, changes in standards of living, protein consumption, and global production of competing ingredients. Due to these unpredictable factors that are beyond the control of the Company forward-looking financial or operational estimates are not provided.

Results of Operations

Three Months Ended April 2, 2016 Compared to Three Months Ended April 4, 2015

Net income attributable to Darling for the three months ended April 2, 2016, was \$ 1.1 million, or \$ 0.01 per diluted share, as compared to a net income of \$ 0.1 million, or \$ 0.00 per diluted share, in the three months ended April 4, 2015. The results for the three months ended April 2, 2016 and April 4, 2015, respectively include the following after-tax costs:

Fiscal 2016

- \$0.2 million (\$0.00 per diluted share) associated with enterprise resource planning ("ERP") integration at the Company's Canadian subsidiary.

Fiscal 2015

- \$2.9 million (\$0.02 per diluted share) associated with the integration of VION Ingredients and Rothsay related to a staff reduction in Angoulême, France and the implementation of internal controls over financial reporting per the Sarbanes-Oxley Act of 2002 during the first three months of fiscal 2015.

When excluding the impact of the above listed items, net income and diluted earnings per common share would have been \$ 1.3 million and \$0.01 per diluted share, respectively, for the three months ended April 2, 2016, as compared to \$ 3.0 million and \$0.02 per share, respectively, for the three months ended April 4, 2015. When comparing the three months ended April 2, 2016 to the three months ended April 4, 2015, this would have resulted in a \$ 1.7 million decrease in net income. The decrease is primarily attributable to lower finished product prices for both fats and proteins in the Feed Ingredients segment, which are partially offset by increased earnings in both the Food and Fuel Ingredients segments and lower sales, general and administrative expenses.

Non-U.S. GAAP Measures

Adjusted EBITDA is presented here not as an alternative to net income, but rather as a measure of the Company's operating performance and is not intended to be a presentation in accordance with GAAP. Since EBITDA (generally, net income plus interest expenses, taxes, depreciation and amortization) is not calculated identically by all companies, the presentation in this report may not be comparable to EBITDA or adjusted EBITDA presentations disclosed by other companies. Adjusted EBITDA is calculated below and represents, for any relevant period, net income/(loss) plus depreciation and amortization, goodwill and long-lived asset impairment, interest expense, (income)/loss from discontinued operations,

net of tax, income tax provision, other income/(expense) and equity in net loss of unconsolidated subsidiary. Management believes that Adjusted EBITDA is useful in evaluating the Company's operating performance compared to that of other companies in its industry because the calculation of Adjusted EBITDA generally eliminates the effects of financing, income taxes and certain non-cash and other items that may vary for different companies for reasons unrelated to overall operating performance.

As a result, the Company's management uses Adjusted EBITDA as a measure to evaluate performance and for other discretionary purposes. However, Adjusted EBITDA is not a recognized measurement under GAAP, should not be considered as an alternative to net income as a measure of operating results or to cash flow as a measure of liquidity, and is not intended to be a presentation in accordance with GAAP. In addition to the foregoing, management also uses or will use Adjusted EBITDA to measure compliance with certain financial covenants under the Company's Senior Secured Credit Facilities, 5.375% Notes and 4.75% Notes that were outstanding at April 2, 2016. However, the amounts shown below for Adjusted EBITDA differ from the amounts calculated under similarly titled definitions in the Company's Senior Secured Credit Facilities, 5.375% Notes and 4.75% Notes, as those definitions permit further adjustments to reflect certain other non-recurring costs, non-cash charges and cash dividends from the DGD Joint Venture. Additionally, the Company evaluates the impact of foreign exchange impact on operating cash flow, which is defined as segment operating income (loss) plus depreciation and amortization.

Reconciliation of Net Income to (Non-GAAP) Adjusted EBITDA and (Non-GAAP) Pro Forma Adjusted EBITDA

First Quarter 2016 As Compared to First Quarter 2015

	Three Months Ended	
	April 2, 2016	April 4, 2015
(dollars in thousands)		
Net income/(loss) attributable to Darling	\$ 1,079	\$ 109
Depreciation and amortization	72,256	66,398
Interest expense	23,901	23,109
Income tax expense/(benefit)	1,863	2,115
Foreign currency loss/(gain)	2,603	2,460
Other expense/(income), net	1,305	509
Equity in net (income)/loss of unconsolidated subsidiaries	(5,643)	1,808
Net (loss)/income attributable to non-controlling interests	1,584	1,715
Adjusted EBITDA	\$ 98,948	\$ 98,223
Acquisition and integration-related expenses	331	5,319
Pro forma Adjusted EBITDA (Non-GAAP)	\$ 99,279	\$ 103,542
Foreign currency exchange impact	2,260	—
Pro forma Adjusted EBITDA to Foreign Currency (Non-GAAP)	\$ 101,539	\$ 103,542
DGD Joint Venture Adjusted EBITDA (Darling's Share) (1)	\$ 9,629	\$ 2,346

(1) Darling's pro forma adjusted EBITDA (Non-GAAP) in the above table does not include the DGD Joint Venture adjusted EBITDA (Darling's share) if we had consolidated the DGD Joint Venture.

For the three months ended April 2, 2016, the Company generated Adjusted EBITDA of \$98.9 million, as compared to \$98.2 million in the same period in fiscal 2015. The increase was primarily attributable to increased earnings in the Food and Fuel Ingredients segments and higher raw material volumes in the Feed Ingredients segment that more than offset lower finished product prices attributable to lower global competing ingredient prices and the impact of foreign exchange rates as a function of the strengthening U.S. dollar as compared mainly to the euro and Canadian dollar. On a Pro forma Adjusted EBITDA basis, the Company would have generated \$99.3 million in the three months ended April 2, 2016, as compared to a Pro forma Adjusted EBITDA of \$103.5 million in the same period in 2015. The decrease in the Pro forma Adjusted EBITDA is attributable to lower finished product prices (see table below), the impact of foreign exchange rates as a function of the strengthening U.S. dollar as compared mainly to the euro and Canadian dollar and lower acquisition and integration-related expense, which were partially offset by an increase in raw material volumes.

As a result of the strengthened U.S. dollar, the above Pro forma Adjusted EBITDA results for the three months ended April 2, 2016 would have been \$101.5 million when taking into consideration the change in average foreign currency fluctuations of \$2.3 million, as compared to \$103.5 million for the same period in fiscal 2015, a reduction of \$2.0 million.

Reconciliation of Net Income to (Non-GAAP) Adjusted EBITDA and (Non-GAAP) Pro Forma Adjusted EBITDA

First Quarter 2016 As Compared on a Sequential Basis to Fourth Quarter 2015

(dollars in thousands)	Three Months Ended	
	April 2, 2016	January 2, 2016
Net income/(loss) attributable to Darling	\$ 1,079	\$ 84,429
Depreciation and amortization	72,256	69,934
Interest expense	23,901	23,308
Income tax expense/(benefit)	1,863	(1,138)
Foreign currency loss/(gain)	2,603	1,612
Other expense/(income), net	1,305	6,135
Equity in net (income)/loss of unconsolidated subsidiaries	(5,643)	(83,073)
Net (loss)/income attributable to non-controlling interests	1,584	1,446
Adjusted EBITDA	\$ 98,948	\$ 102,653
Acquisition and integration-related expenses	331	492
Pro forma Adjusted EBITDA (Non-GAAP)	\$ 99,279	\$ 103,145
Foreign currency exchange impact	(435)	—
Pro forma Adjusted EBITDA to Foreign Currency (Non-GAAP)	\$ 98,844	\$ 103,145
DGD Joint Venture Adjusted EBITDA (Darling's Share) (1)	\$ 9,629	\$ 86,548

(1) Darling's pro forma adjusted EBITDA (Non-GAAP) in the above table does not include the DGD Joint Venture adjusted EBITDA (Darling's share) if we had consolidated the DGD Joint Venture.

On a sequential basis, for the three months ended April 2, 2016, the Company generated Adjusted EBITDA of \$98.9 million, as compared to \$102.7 million for the three months ended January 2, 2016. On a Pro forma Adjusted EBITDA basis, the Company would have generated \$99.3 million in the three months ended April 2, 2016, as compared to a Pro forma Adjusted EBITDA of \$103.1 million in the three months ended January 2, 2016. On a sequential basis, Pro Forma Adjusted EBITDA decreased by approximately \$3.8 million.

As a result of the weakening U.S. dollar on a sequential quarter basis, the above Pro forma Adjusted EBITDA results for the three months ended April 2, 2016 would have been \$98.8 million when taking into consideration the change in average foreign currency fluctuations of \$0.4 million, as compared to \$103.1 million for the three months ended January 2, 2016, a decrease of \$4.3 million.

Finished Product Commodity Prices. Prices for finished product commodities that the Company produces in the Feed Ingredients segment are reported each business day on the Jacobsen index (the "Jacobsen"), an established trading exchange price publisher. The Jacobsen reports industry sales from the prior day's activity by product. The Jacobsen includes reported prices for finished products such as protein (primarily meat and bone meal ("MBM"), poultry meal ("PM") and feathermeal ("FM")), hides, fats (primarily bleachable fancy tallow ("BFT") and yellow grease ("YG")) and corn, which is a substitute commodity for the Company's bakery by-product ("BBP") as well as a range of branded and value-added products, which are end products of the Company's Feed Ingredients segment. In the U.S. the Company regularly monitors the Jacobsen for MBM, PM, FM, BFT, YG and corn because they provide a daily indication of the Company's U.S. revenue performance against business plan benchmarks. In Europe, the Company regularly monitors Thomson Reuters ("Reuters") to track the competing commodities palm oil and soy meal. Although the Jacobsen and Reuters provide useful metrics of performance, the Company's finished products are commodities that compete with other commodities such as corn, soybean oil, palm oil complex, soybean meal and heating oil on nutritional and functional values and therefore actual pricing for the Company's finished products, as well as competing products, can be quite volatile. In addition, neither the Jacobsen nor Reuters provides forward or future period pricing for the Company's commodities. The Jacobsen and Reuters prices quoted below are for delivery of the finished product at a specified location. Although the Company's prices generally move in concert with reported Jacobsen and Reuters prices, the Company's actual sales prices for its finished products may vary significantly from the Jacobsen and Reuters because of delivery timing differences and because the Company's finished products are delivered to multiple locations in different geographic regions which utilize different price indexes. In addition, certain of the Company's premium branded finished products may also sell at prices that may be higher than the closest product on the related Jacobsen

index or by Reuters. During the first quarter of fiscal 2016, the Company's actual sales prices by product trended with the disclosed Jacobsen and Reuters prices.

Average Jacobsen and Reuters prices (at the specified delivery point) for the first quarter of fiscal 2016, compared to average Jacobsen and Reuters prices for the first quarter of fiscal 2015 follow:

	Avg. Price 1st Quarter 2016	Avg. Price 1st Quarter 2015	Increase/(Decrease)	% Increase/(Decrease)
Jacobsen Index:				
MBM (Illinois)	\$ 220.98/ton	\$ 385.12/ton	\$ (164.14)/ton	(42.6)%
Feed Grade PM (Mid-South)	\$ 249.10/ton	\$ 465.00/ton	\$ (215.90)/ton	(46.4)%
Pet Food PM (Mid-South)	\$ 506.31/ton	\$ 655.12/ton	\$ (148.81)/ton	(22.7)%
Feathermeal (Mid-South)	\$ 277.21/ton	\$ 523.77/ton	\$ (246.56)/ton	(47.1)%
BFT (Chicago)	\$ 27.07/cwt	\$ 29.66/cwt	\$ (2.59)/cwt	(8.7)%
YG (Illinois)	\$ 21.25/cwt	\$ 24.58/cwt	\$ (3.33)/cwt	(13.5)%
Corn (Illinois)	\$ 3.81/bushel	\$ 3.90/bushel	\$ (0.09)/bushel	(2.3)%
Thomson Reuters:				
Palm Oil (CIF Rotterdam)	\$ 632.00/MT	\$ 656.00/MT	\$ (24.00)/MT	(3.7)%
Soy meal (CIF Rotterdam)	\$ 328.00/MT	\$ 436.00/MT	\$ (108.00)/MT	(24.8)%

The following table shows the average Jacobsen and Reuters prices for the first quarter of fiscal 2016, compared to the average Jacobsen and Reuters prices for the fourth quarter of fiscal 2015.

	Avg. Price 1st Quarter 2016	Avg. Price 4th Quarter 2015	Increase/(Decrease)	% Increase/(Decrease)
Jacobsen Index:				
MBM (Illinois)	\$ 220.98/ton	\$ 249.29/ton	\$ (28.31)/ton	(11.4)%
Feed Grade PM (Mid-South)	\$ 249.10/ton	\$ 334.67/ton	\$ (85.57)/ton	(25.6)%
Pet Food PM (Mid-South)	\$ 506.31/ton	\$ 469.49/ton	\$ 36.82/ton	7.8 %
Feathermeal (Mid-South)	\$ 277.21/ton	\$ 367.06/ton	\$ (89.85)/ton	(24.5)%
BFT (Chicago)	\$ 27.07/cwt	\$ 21.18/cwt	\$ 5.89/cwt	27.8 %
YG (Illinois)	\$ 21.25/cwt	\$ 17.86/cwt	\$ 3.39/cwt	19.0 %
Corn (Illinois)	\$ 3.81/bushel	\$ 3.95/bushel	\$ (0.14)/bushel	(3.5)%
Thomson Reuters:				
Palm Oil (CIF Rotterdam)	\$ 632.00/MT	\$ 563.00/MT	\$ 69.00/MT	12.3 %
Soy meal (CIF Rotterdam)	\$ 328.00/MT	\$ 352.00/MT	\$ (24.00)/MT	(6.8)%

During the three months ended April 2, 2016 net sales for the Feed Ingredients segment were \$ 476.2 million as compared to \$ 547.5 million during the three months ended April 4, 2015 , a decrease of approximately \$ 71.3 million . Net sales for fats were approximately \$ 125.3 million and \$ 146.7 million for the three months ended April 2, 2016 and April 4, 2015 . Protein net sales were approximately \$ 172.0 million and \$ 220.0 million for the three months ended April 2, 2016 and April 4, 2015 , respectively, and other rendering net sales, which include hides, pet food and service charges, were approximately \$ 66.6 million and \$ 67.7 million for the three months ended April 2, 2016 and April 4, 2015 . Total rendering net sales were approximately \$ 363.9 million and \$ 434.4 million for the three months ended April 2, 2016 and April 4, 2015 . Used cooking oil net sales were approximately \$ 34.3 million and \$ 36.1 million for the three months ended April 2, 2016 and April 4, 2015 . Bakery net sales were approximately \$ 54.5 million and \$ 53.8 million for the three months ended April 2, 2016 and April 4, 2015 , and other sales, which includes trap services and industrial residual net sales were approximately \$ 23.4 million and \$ 23.2 million for the three months ended April 2, 2016 and April 4, 2015 .

The decrease in net sales for the Feed Ingredients segment was primarily due to the following (in millions of dollars):

	Fats	Proteins	Other Rendering	Total Rendering	Used Cooking Oil	Bakery	Other	Total
Net sales three months ended April 4, 2015	\$ 146.7	\$ 220.0	\$ 67.7	\$ 434.4	\$ 36.1	\$ 53.8	\$ 23.2	\$ 547.5
Increase/(decrease) in sales volumes	4.3	10.0	—	14.3	1.5	1.7	—	17.5
Increase/(decrease) in finished good prices	(24.2)	(55.4)	—	(79.6)	(3.1)	(1.0)	—	(83.7)
Increase/(decrease) due to currency exchange rates	(1.5)	(2.6)	(1.1)	(5.2)	(0.1)	—	—	(5.3)
Other change	—	—	—	—	—	—	0.2	0.2
Total change	(21.4)	(48.0)	(1.1)	(70.5)	(1.7)	0.7	0.2	(71.3)
Net sales three months ended April 2, 2016	\$ 125.3	\$ 172.0	\$ 66.6	\$ 363.9	\$ 34.4	\$ 54.5	\$ 23.4	\$ 476.2

Other principal indicators which management routinely monitors as an indicator of operating performance include:

- Segment operating income
- Raw material processed
- Gross margin percentage
- Foreign currency

These indicators and their importance are discussed below in greater detail.

Operating Income by Segment

Segment operating income for the three months ended April 2, 2016 was \$ 26.7 million , which reflects a decrease of \$ 5.1 million as compared to the three months ended April 4, 2015 . Adjusting the three months ended April 4, 2015 for the net change between the acquisition and integration costs in the three months ended April 2, 2016 as compared to the three months ended April 4, 2015 , operating income would have been \$ 36.8 million in the three months ended April 4, 2015 .

(in thousands, except percentages)	Feed Ingredients	Food Ingredients	Fuel Ingredients	Corporate	Total
Three Months Ended April 2, 2016					
Net Sales	\$ 476,171	\$ 247,897	\$ 55,573	\$ —	\$ 779,641
Cost of sales and operating expenses	372,657	185,554	40,682	—	598,893
Gross Margin	103,514	62,343	14,891	—	180,748
Gross Margin %	21.7%	25.1%	26.8%	—%	23.2%
Selling, general and administrative expense	45,251	23,759	1,850	10,609	81,469
Acquisition and integration costs	—	—	—	331	331
Depreciation and amortization	44,377	16,704	6,919	4,256	72,256
Segment operating income/(loss)	13,886	21,880	6,122	(15,196)	26,692
Equity in net income of unconsolidated subsidiaries	102	—	5,541	—	5,643
Segment income/(loss)	13,988	21,880	11,663	(15,196)	32,335

(in thousands, except percentages)	Feed Ingredients	Food Ingredients	Fuel Ingredients	Corporate	Total
Three Months Ended April 4, 2015					
Net Sales	\$ 547,498	\$ 270,157	\$ 57,039	\$ —	\$ 874,694
Cost of sales and operating expenses	424,006	216,637	43,874	4	684,521
Gross Margin	123,492	53,520	13,165	(4)	190,173
Gross Margin %	22.6%	19.8%	23.1%	—%	21.7%
Selling, general and administrative expense	48,023	25,476	4,040	9,092	86,631
Acquisition and integration costs	—	—	—	5,319	5,319
Depreciation and amortization	40,055	17,197	6,631	2,515	66,398
Segment operating income/(loss)	35,414	10,847	2,494	(16,930)	31,825
Equity in net income/(loss) of unconsolidated subsidiaries	417	—	(2,225)	—	(1,808)
Segment income/(loss)	35,831	10,847	269	(16,930)	30,017

Feed Ingredients operating income for the three months ended April 2, 2016 was \$ 13.9 million , a decrease of \$ 21.5 million as compared to the three months ended April 4, 2015. Earnings for the Feed Ingredients segment were lower due to significant decline in proteins, fats and used cooking oil finished product prices as a result of the global record-setting grain production and increased volumes from the slaughter industry which increased supply above demand levels. In the United States operations, lower earnings were related primarily to lower prices in proteins, fats and used cooking oil, particularly in the Company's non-formula business. In addition, the Company's Feed Ingredients segment operating cash flow was negatively impacted by foreign exchange translation by approximately \$1.2 million when using prior year average exchange rates.

Food Ingredients operating income was \$ 21.9 million for the three months ended April 2, 2016, an increase of \$ 11.1 million as compared to the three months ended April 4, 2015. The gelatin business earnings improved as compared to the prior year primarily due to strong South American, North American, and European operations profitability. European edible fats performance normalized over the prior year due to stable sales prices with lower raw material costs. The Company's casing business was down as compared to the same period in the prior year, due primarily to lower sale volumes on both casings and meat by-product sales. In addition, the Company's Food Ingredients segment operating cash flow was negatively impacted by foreign exchange translation by approximately \$0.8 million when using prior year average exchange rates.

Exclusive of the DGD Joint Venture, Fuel Ingredients operating income for the three months ended April 2, 2016 was \$ 6.1 million , an increase of \$ 3.6 million as compared to three months ended April 4, 2015. The increase is due to improved Ecoson and Rendac volumes and operating performance and improved margins and decreased costs at the Canadian biodiesel plant as compared to the same period in fiscal 2015. Including the DGD Joint Venture, the Fuel Ingredients segment income for the three months ended April 2, 2016 was \$ 11.7 million , as compared to segment income of \$ 0.3 million in the same period of 2015. The increase of \$ 11.4 million is primarily related to an increase in the income of the DGD Joint Venture due to inclusion of the blenders' tax credits in the first quarter of 2016 that more than offset a decrease in petroleum prices and lower Renewable Identification Number (“RIN”) values. In addition, the Company's Fuel Ingredients segment operating cash flow was negatively impacted by foreign exchange translation by approximately \$0.3 million when using prior year average exchange rates.

Raw Material Processed

Raw material processed represents the quantity in metric tons of raw material collected from the Company's various raw material suppliers. The volume of raw material processed bears a direct relationship to the volume of finished product produced and available for sale.

Overall, in the three months ended April 2, 2016 , the raw material processed by the Company totaled 2.52 million metric tons. Of this amount, 1.97 million metric tons was in the Feed Ingredients segment, 274,000 metric tons was in the Food Ingredients segment, and 279,000 metric tons was in the Fuel Ingredients segment. Globally, on a sequential quarter basis, raw material processed volumes were up by approximately 2.3%, which consisted of a 4.2% increase in the Feed Ingredients segment, a 3.1% increase in the Food Ingredients segment, and a 10.1% decrease in the Fuel Ingredients segment.

In the three months ended April 4, 2015, the raw material processed by the Company totaled 2.44 million metric tons. Of this amount, 1.87 million metric tons was in the Feed Ingredients segment, 265,000 metric tons was in the Food Ingredients segment, and 302,000 metric tons was in the Fuel Ingredients segment.

As compared to the three months ended April 4, 2015 overall volumes were up approximately 3.5%, which consisted of a 5.2% increase in the Feed Ingredients segment, a 3.6% increase in the Food Ingredients segment and a 7.7% decrease in the Fuel Ingredients segment. The total raw materials processed and that for the Fuel Ingredients segment excludes raw material processed at the DGD Joint Venture.

Gross Margin Percentages

(percentages)	Feed Ingredients	Food Ingredients	Fuel Ingredients	Corporate	Total
Three Months Ended April 2, 2016					
Gross Margin %	21.7%	25.1%	26.8%	—%	23.2%

(percentages)	Feed Ingredients	Food Ingredients	Fuel Ingredients	Corporate	Total
Three Months Ended April 4, 2015					
Gross Margin %	22.6%	19.8%	23.1%	—%	21.7%

Gross margin percentage represents the gross margin dollars (net sales less cost of sales and operating expenses) as a percentage of net sales. Overall, in the three months ended April 2, 2016, the gross margin percentage was 23.2% as compared to 21.7% in the same period of fiscal 2015. The gross margin percentage for the three months ended April 2, 2016 increased 6.9% as compared to the comparable period of fiscal 2015. When looking at the foreign exchange impact the gross margins for the three months ended April 2, 2016 were 8.0% higher as compared to the adjusted margins for the comparable period of fiscal 2015, except for Feed Ingredients.

In the Feed Ingredients segment for the three months ended April 2, 2016, the gross margin percentage decreased to 21.7% as compared to 22.6% for the same period of fiscal 2015. The decrease was principally related to the decline in prices that more than offset increased volumes. Considering foreign exchange impact the Feed Ingredients segment gross margins for three months ended April 2, 2016 were 2.7% lower as compared to the adjusted margins for the comparable period of fiscal 2015.

In the Food Ingredients segment for the three months ended April 2, 2016, the gross margin percentage increased to 25.1% as compared to 19.8% during the comparable period of fiscal 2015. The increase is primarily due to increased earnings in South America, North America, and European gelatin business due to improved margins and production efficiencies. Considering foreign exchange impact the Food Ingredients segment gross margins for the three months ended April 2, 2016 were 28.8% higher as compared to the adjusted margins for the comparable period of fiscal 2015.

In the Fuel Ingredients segment (exclusive of the equity contribution from the DGD Joint Venture) for the three months ended April 2, 2016, the gross margin percentage increased to 26.8% as compared to 23.1% for the comparable period of fiscal 2015. This increase is primarily driven by Canadian biodiesel and the European results. Considering foreign exchange impact the Fuel Ingredients segment gross margins for the three months ended April 2, 2016 were 17.7% higher as compared to the adjusted margins for the comparable period of fiscal 2015.

Foreign Currency

The U.S. dollar has been strengthened against most of the other functional currencies used by the Company's non-domestic operations. Using actual results for three months ended April 2, 2016 and using the prior year's average currency rate for the three months ended April 4, 2015 this would result in an increase in operating income of approximately \$2.3 million. The average rates assumptions used in this calculation was the actual fiscal average rate for the three months ended April 4, 2015 of €1.00:USD\$1.13 and CAD\$1.00:USD\$0.80 as compared to the average rate for the three months ended April 2, 2016 of €1.00:USD\$1.10 and CAD\$1.00:USD\$0.73, respectively. On a sequential basis the actual results for the three months ended April 2, 2016 were lower by approximately \$0.4 million. This impact is mainly due to the drop in the U.S dollar as compared to the euro and Canadian dollar. The average rates assumptions used in this calculation on a sequential basis was the actual fiscal average rate for the three months ended January 2, 2016 of €1.00:USD\$1.09 and CAD\$1.00:USD\$0.74 as

compared to the average rate for the three months ended April 2, 2016 of €1.00:USD\$1.10 and CAD\$1.00:USD\$0.73, respectively.

Corporate Activities

Selling, General and Administrative Expenses. Selling, general and administrative expenses were \$ 10.6 million during the three months ended April 2, 2016, a \$ 1.5 million increase from \$ 9.1 million during the three months ended April 4, 2015. The increase is primarily due to an increase in corporate related benefits and legal costs as compared to the three months ended April 4, 2015.

Acquisition and Integration Costs. Acquisition and integration costs were \$ 0.3 million during the three months ended April 2, 2016, as compared to \$ 5.3 million in the three months ended April 4, 2015. The decrease is mainly due to the fact that the majority of the costs in the three months ended April 2, 2016 relate to ERP integration of the Company's Canadian subsidiary and the termination of the TSA agreement with Maple Leaf Foods in March 2016 as compared to integration of operations, systems integration and implementation of Sarbanes-Oxley Act of 2002 internal controls in connection with the VION Acquisition in the same period of fiscal 2015.

Depreciation and Amortization. Depreciation and amortization charges increased \$ 1.8 million to \$ 4.3 million during the three months ended April 2, 2016, as compared to \$ 2.5 million during the three months ended April 4, 2015. The increase in depreciation and amortization is primarily due to the Company's enterprise resource planning ("ERP") system depreciation.

Interest Expense. Interest expense was \$ 23.9 million during the three months ended April 2, 2016, compared to \$ 23.1 million during the three months ended April 4, 2015, an increase of \$ 0.8 million. The increase is mainly due to the increase in interest rates and outstanding debt in Europe that more than offset a decrease in debt outstanding in the U.S. and Canada as compared to the same period of fiscal 2015.

Foreign Currency Gains/(Losses). Foreign currency losses were \$ 2.6 million during the three months ended April 2, 2016, as compared to \$ 2.5 million for the three months ended April 4, 2015. The increase in currency losses is mainly due to losses on non-designated foreign exchange hedge contracts related to the Company's intercompany notes.

Other Income/Expense. Other expense was \$ 1.3 million in the three months ended April 2, 2016, compared to \$ 0.5 million in the three months ended April 4, 2015. The increase in other expense in the three months ended April 2, 2016 as compared to the same period in fiscal 2015 is mainly due to additional clean up costs incurred in the Netherlands and Brazil in the first quarter of fiscal 2016 related to fire and casualty losses that occurred in December 2015.

Equity in Net Income/(Loss) in Investment of Unconsolidated Subsidiaries. This primarily represents the Company's portion of the income of the DGD Joint Venture for the three months ended April 2, 2016. The net income in the three months ended April 2, 2016 was \$ 5.6 million compared to a net loss of \$ 1.8 million in the three months ended April 4, 2015. The \$ 7.4 million increase is primarily due to blenders tax credits recorded at the DGD Joint Venture in the first quarter of fiscal 2016 that more than offset a decrease in fuel sales prices, downtime of approximately 18 days for scheduled maintenance and a force majeure declared by KCS railroad due to flooding, as compared to no blenders tax credits and higher fuel prices in the same period in the prior year.

Income Taxes. The Company recorded income tax expense of \$ 1.9 million for the three months ended April 2, 2016, compared to \$ 2.1 million of income tax expense recorded in the three months ended April 4, 2015, a decrease of \$ 0.2 million. The effective tax rate for the three months of fiscal 2016 and fiscal 2015 is 41.2% and 53.7%, respectively. The effective tax rate for the three months of fiscal 2016 differs from the statutory rate of 35% due primarily to biofuel tax incentives, the relative mix of earnings among jurisdictions with different tax rates, Subpart F income and discrete items. The effective tax rate for the three months of fiscal 2015 differs from the statutory rate of 35% due primarily to the relative mix of earnings among jurisdictions with different tax rates, Subpart F income and discrete items.

FINANCING, LIQUIDITY AND CAPITAL RESOURCES

Credit Facilities

Indebtedness

Certain Debt Outstanding at April 2, 2016. On April 2, 2016, debt outstanding under the Company's Amended Credit Agreement, the Company's 5.375% Notes and the Company's 4.75% Notes consists of the following (in thousands):

Senior Notes:	
5.375 % Notes due 2022	\$ 500,000
Less unamortized deferred loan costs	(8,636)
Carrying value of 5.375% Notes due 2022	<u>\$ 491,364</u>
4.75 % Notes due 2022 - Denominated in euros	\$ 588,079
Less unamortized deferred loan costs	(10,846)
Carrying value of 4.75% Notes due 2022	<u>\$ 577,233</u>
Amended Credit Agreement:	
Term Loan A	\$ 277,606
Less unamortized deferred loan costs	(1,433)
Carrying value of Term Loan A	<u>276,173</u>
Term Loan B	\$ 588,000
Less unamortized deferred loan costs	(7,408)
Carrying value of Term Loan B	<u>\$ 580,592</u>
Revolving Credit Facility:	
Maximum availability	\$ 1,000,000
Borrowings outstanding	21,968
Letters of credit issued	33,841
Availability	<u>\$ 944,191</u>

During the first quarter of fiscal 2016, the U.S. dollar weakened as compared to the euro and Canadian dollar. Using the euro and Canadian dollar based debt outstanding at April 2, 2016 and comparing the closing balance sheet rates at April 2, 2016 to those at January 2, 2016, the U.S. dollar debt balances of euro based debt and Canadian based debt increased by approximately \$ 26.7 million and \$ 7.0 million, respectively, at April 2, 2016. The closing balance sheet rate assumptions used in this calculation were the actual fiscal closing balance sheet rate at April 2, 2016 of € 1.00 :USD\$ 1.1419 and CAD\$ 1.00 :USD\$ 0.766762 as compared to the closing balance sheet rate at January 2, 2016 of € 1.00 :USD\$ 1.08915 and CAD\$ 1.00 :USD\$ 0.719861, respectively.

Senior Secured Credit Facilities. On January 6, 2014, Darling, Darling Canada and Darling NL entered into the Second Amended and Restated Credit Agreement (as subsequently amended, the “Amended Credit Agreement”), restating its then existing Amended and Restated Credit Agreement dated September 27, 2013, with the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and the other agents from time to time party thereto. For a description of the terms of the Amended Credit Agreement, including the revolving loan, term loan A and term loan B facilities provided thereunder, see Note 7 to the Company’s Consolidated Financial Statements included herein.

- As of April 2, 2016, the Company had availability of \$ 944.2 million under the revolving loan facility, taking into account an aggregate of \$ 22.0 million of outstanding borrowings and letters of credit issued of \$ 33.8 million. The revolving loan facility will mature on September 27, 2018.
- As of April 2, 2016, the Company has borrowed all \$ 350.0 million under the term loan A facility and repaid approximately CAD\$ 17.8 million and \$ 23.8 million, which when repaid, cannot be reborrowed. The term loan A facility is repayable in quarterly installments as follows: for the first eight quarters following January 6, 2014, 1.25% of the original principal amount of the term loan A facility, for the ninth through sixteenth quarters following January 6, 2014, 1.875% of the original principal amount of the term loan A facility, and for each quarterly installment after such sixteenth installment until September 27, 2018, 3.75% of the original principal amount of the term loan A facility. The term loan A facility will mature on September 27, 2018.
- As of April 2, 2016, the Company has borrowed all \$ 1.3 billion under the terms of the term loan B facility and repaid approximately € 510.0 million and \$ 12.0 million, which when repaid, cannot be reborrowed. The term loan B facility is repayable in quarterly installments of 0.25% of the aggregate principal amount of the relevant term loan B facility on the last day of each March, June, September and December of each year commencing on the last day of each month falling on or after the last day of the first full quarter following January 6, 2014, and continuing until the last day of each quarter period ending immediately prior to January 7, 2021; and one final installment in the amount of the relevant term loan B facility then outstanding, due on January 7, 2021. The term loan B facility will mature on January 7, 2021.

- The interest rate applicable to any borrowings under the term loan A facility and the revolving loan facility will equal either LIBOR/euro interbank offered rate/CDOR plus 2.75% per annum or base rate/Canadian prime rate plus 1.75% per annum, subject to certain step-downs based on the Company's total leverage ratio. The interest rate applicable to any borrowings under the term loan B facility will equal (a) for U.S. dollar term loans, either the base rate plus 1.50% or LIBOR plus 2.50% , and (b) for euro term loans, the euro interbank offered rate plus 2.75% , in each case subject to a step-down based on Darling's total leverage ratio. For term loan B loans, the LIBOR rate shall not be less than 0.75% .

5.375% Senior Notes due 2022. On January 2, 2014, Darling Escrow Corporation, a wholly-owned subsidiary of Darling, issued and sold \$ 500.0 million aggregate principal amount of its 5.375% Notes. The 5.375% Notes, which were offered in a private offering in connection with the VION Acquisition, were issued pursuant to the Original 5.375% Indenture, (as supplemented, the "5.375% Indenture"), among Darling Escrow Corporation, the Subsidiary Guarantors (as defined in the Original 5.375% Indenture) party thereto from time to time and U.S. Bank National Association, as trustee (the "5.375% Trustee").

4.75 % Senior Notes due 2022. On June 3, 2015, Darling Global Finance B.V. (the "4.375% Issuer"), a wholly-owned indirect finance subsidiary of Darling incorporated as a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) under the laws of The Netherlands issued and sold €515.0 million aggregate principal amount of its 4.75% Senior Notes due 2022 (the "4.75% Notes").

The 4.75% Notes, which were offered in a private offering, were issued pursuant to a Senior Notes Indenture, dated as of June 3, 2015 (the "4.75% Indenture"), among the 4.375% Issuer, Darling, the subsidiary guarantors party thereto from time to time, Citibank, N.A., London Branch, as trustee (the "4.75% Trustee") and principal paying agent, and Citigroup Global Markets Deutschland AG, as principal registrar.

The classification of long-term debt in the Company's April 2, 2016 consolidated balance sheet is based on the contractual repayment terms of the 5.375% Notes, the 4.75% Notes and debt issued under the Amended Credit Agreement.

As a result of the Company's borrowings under its Amended Credit Agreement, the 5.375% Indenture and the 4.75% Indenture, the Company is highly leveraged. Investors should note that, in order to make scheduled payments on the indebtedness outstanding under the Amended Credit Agreement, the 5.375% Notes and the 4.75% Notes, and otherwise, the Company will rely in part on a combination of dividends, distributions and intercompany loan repayments from the Company's direct and indirect U.S. and foreign subsidiaries. The Company is prohibited under the Amended Credit Agreement, the 5.375% Indenture and the 4.75% Indenture from entering (or allowing such subsidiaries to enter) into contractual limitations on the Company's subsidiaries' ability to declare dividends or make other payments or distributions to the Company. The Company has also attempted to structure the Company's consolidated indebtedness in such a way as to maximize the Company's ability to move cash from the Company's subsidiaries to Darling or another subsidiary that will have fewer limitations on the ability to make upstream payments, whether to Darling or directly to the Company's lenders as a Guarantor. Nevertheless, applicable laws under which the Company's direct and indirect subsidiaries are formed may provide limitations on such dividends, distributions and other payments. In addition, regulatory authorities in various countries where the Company operates or where the Company imports or exports products may from time to time impose import/export limitations, foreign exchange controls or currency devaluations that may limit the Company's access to profits from the Company's subsidiaries or otherwise negatively impact the Company's financial condition and therefore reduce the Company's ability to make required payments under Amended Credit Agreement, the 5.375% Notes and the 4.75% Notes, or otherwise. In addition, fluctuations in foreign exchange values may have a negative impact on the Company's ability to repay indebtedness denominated in U.S. or Canadian dollars or euros. See "Risk Factors - Our business may be adversely impacted by fluctuations in exchange rates, which could affect our ability to comply with our financial covenants" and " - Our ability to repay our indebtedness depends in part on the performance of our subsidiaries, including our non-guarantor subsidiaries, and their ability to make payments" in the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2016 as filed with the SEC on March 1, 2016.

Working Capital and Capital Expenditures

On April 2, 2016 , the Company had working capital of \$ 508.4 million and its working capital ratio was 2.13 to 1 compared to working capital of \$ 490.1 million and a working capital ratio of 2.11 to 1 on January 2, 2016 . As of April 2, 2016 , the Company had unrestricted cash of \$ 147.3 million and funds available under the revolving credit facility of \$ 944.2 million , compared to unrestricted cash of \$ 156.9 million and funds available under the revolving credit facility of \$ 956.7

million at January 2, 2016 . The Company diversifies its cash investments by limiting the amounts deposited with any one financial institution and invests primarily in government-backed securities.

Net cash provided by operating activities was \$ 45.0 million for the three months ended April 2, 2016 as compared to net cash provided by operating activities of \$ 59.2 million for the three months ended April 4, 2015 , a decrease of \$ 14.2 million which was spread within all operating assets and liabilities. Cash used by investing activities was \$59.3 million for the three months ended April 2, 2016 , compared to \$50.7 million for the three months ended April 4, 2015 , an increase of \$ 8.6 million , primarily due to cash paid for an acquisition in the current year as compared to the prior year. Net cash used by financing activities was \$2.6 million for the three months ended April 2, 2016 , compared to cash provided by financing activities of \$8.5 million for the three months ended April 4, 2015 , a decrease of \$ 11.1 million , primarily due to overall decrease in all Company borrowings and the repurchase of the Company's stock for the three months ended April 2, 2016 as compared to the three months ended April 4, 2015 .

Capital expenditures of \$ 53.4 million were made during the first three months of fiscal 2016 , compared to \$ 50.8 million in the first three months of fiscal 2015, for a net increase of \$ 2.6 million (5.1%). The Company expects to incur additional capital expenditures of \$ 177.0 million for the remainder of fiscal 2016. Additionally, included in the planned capital projects are costs associated with the Company's continued initiation of its new ERP system. As of April 2, 2016 , the Company has spent life-to-date approximately \$ 38.5 million in capital expenditures for software and design costs related to the implementation of the Oracle E Business Suite ERP system. The total expected cash flow impact of this project will be in the range of \$ 40.0 million to \$ 42.0 million . These costs will be financed using cash flows from operations. Capital expenditures related to compliance with environmental regulations were \$ 2.1 million and \$ 3.3 million during the three months ended April 2, 2016 and April 4, 2015 , respectively.

Accrued Insurance and Pension Plan Obligations

Based upon the annual actuarial estimate, current accruals and claims paid during the first three months of fiscal 2016 , the Company has accrued approximately \$ 10.0 million it expects will become due during the next twelve months in order to meet obligations related to the Company's self insurance reserves and accrued insurance obligations, which are included in current accrued expenses at April 2, 2016 . The self insurance reserve is composed of estimated liability for claims arising for workers' compensation, and for auto liability and general liability claims. The self insurance reserve liability is determined annually, based upon a third party actuarial estimate. The actuarial estimate may vary from year to year due to changes in cost of health care, the pending number of claims or other factors beyond the control of management of the Company.

Based upon current actuarial estimates, the Company expects to contribute approximately \$ 0.6 million to its domestic pension plans in order to meet minimum pension funding requirements during the next twelve months. In addition, the Company expects to make payments of approximately \$ 3.2 million under its foreign pension plans in the next twelve months. The minimum pension funding requirements are determined annually, based upon a third party actuarial estimate. The actuarial estimate may vary from year to year due to fluctuations in return on investments or other factors beyond the control of management of the Company or the administrator of the Company's pension funds. No assurance can be given that the minimum pension funding requirements will not increase in the future. The Company has made tax deductible discretionary and required contributions to its domestic pension plans for the three months ended April 2, 2016 of approximately \$ 0.1 million . Additionally, the Company has made required and tax deductible discretionary contributions to its foreign pension plans for the three months ended April 2, 2016 of approximately \$ 0.7 million .

The U.S. Pension Protection Act of 2006 ("PPA") went into effect in January 2008. The stated goal of the PPA is to improve the funding of U.S. pension plans. U.S. plans in an under-funded status are required to increase employer contributions to improve the funding level within PPA timelines. Volatility in the world equity and other financial markets could have a material negative impact on U.S. pension plan assets and the status of required funding under the PPA. The Company participates in various U.S. multiemployer pension plans which provide defined benefits to certain employees covered by labor contracts. These plans are not administered by the Company and contributions are determined in accordance with provisions of negotiated labor contracts to meet their pension benefit obligations to their participants. The Company's contributions to each individual U.S. multiemployer plan represent less than 5% of the total contributions to each such plan. Based on the most currently available information, the Company has determined that, if a withdrawal were to occur, withdrawal liabilities for two of the U.S. plans in which the Company currently participates could be material to the Company, with one of these material plans certified as critical or red zone under PPA guidelines. With respect to the other U.S. multiemployer pension plans in which the Company participates and which are not individually significant, five plans have certified as critical or red zone and two have certified as endangered or yellow zone as defined by the PPA. The Company has received notices of withdrawal liability from two U.S. multiemployer pension plans in which it participated. As a result, the Company has an accrued aggregate liability of approximately \$ 1.9 million representing the present value of scheduled withdrawal liability

payments under these multiemployer plans. While the Company has no ability to calculate a possible current liability for under-funded multiemployer plans that could terminate or could require additional funding under the PPA, the amounts could be material.

DGD Joint Venture

The Company announced on January 21, 2011 that a wholly-owned subsidiary of Darling entered into a limited liability company agreement with Valero to form the DGD Joint Venture. The DGD Joint Venture is owned 50% / 50% with Valero and was formed to design, engineer, construct and operate the DGD Facility, which is capable of processing approximately 12,000 barrels per day of input feedstock to produce renewable diesel fuel and certain other co-products, and is located adjacent to Valero's refinery in Norco, Louisiana. The DGD Facility reached mechanical completion and began the production of renewable diesel in late June 2013.

On May 31, 2011, the DGD Joint Venture and Diamond Green Diesel LLC, a wholly-owned subsidiary of the DGD Joint Venture ("Opco"), entered into (i) a facility agreement (the "Facility Agreement") with Diamond Alternative Energy, LLC, a wholly-owned subsidiary of Valero (the "Lender"), and (ii) a loan agreement (the "Loan Agreement") with the Lender, which provided the DGD Joint Venture with a 14 year multiple advance term loan facility of approximately \$ 221.3 million (the "JV Loan") to support the design, engineering and construction of the DGD Facility, which is now in production. The Facility Agreement and the Loan Agreement prohibit the Lender from assigning all or any portion of the Facility Agreement or the Loan Agreement to unaffiliated third parties. Opco has also pledged substantially all of its assets, consisting of substantially all of the plant, property and equipment of the DGD Facility, to the Lender, and the DGD Joint Venture has pledged all of Opco's equity interests to the Lender, until the JV Loan has been paid in full and the JV Loan has terminated in accordance with its terms.

Based on the sponsor support agreements executed in connection with the Facility Agreement and the Loan Agreement relating to the DGD Joint Venture with Valero, the Company has contributed a total of approximately \$ 111.7 million for completion of the DGD Facility including the Company's portion of cost overruns and working capital funding. As of the date of this report, it is anticipated that substantially all contributions have been made, except for possible additional working capital funding, which is not expected to be material to the Company if it occurs. As of April 2, 2016, under the equity method of accounting, the Company has an investment in the DGD Joint Venture of approximately \$ 231.3 million included on the consolidated balance sheet. Distribution of earnings to the venture partners is prohibited until certain conditions required under the DGD Joint Venture's Loan Agreement are satisfied, including prepayments of principal by the DGD Joint Venture upon qualifying events. In addition, the DGD Joint Venture has no mandatory distributions to its joint venture partners. The DGD Joint Venture received the \$156.4 million of 2015 calendar year blenders credits from the Internal Revenue Service in April 2016. As a result, the DGD Joint Venture made a debt payment of approximately \$54.7 million, made dividend distributions to each partner in the amount of \$ 25.0 million and retained the remaining amount for future capital expenditures and general DGD Joint Venture purposes.

In April 2016, the Company announced the planned expansion of the DGD Facility's annual production capacity from 160 million gallons of renewable diesel to 275 million gallons. The incremental cost per gallon of renewable diesel production for the expansion is estimated to be approximately one-half of the green field construction cost due to significant logistics and processing facilities already in place. This expansion plan is expected to be funded by DGD Joint Venture cash flow and is subject to final engineering and costs analysis. The DGD Joint Venture estimates completion of the expansion in the fourth quarter of 2017, with production expected to ramp-up in the first quarter of 2018. The DGD Joint Venture expects to operate at full capacity throughout the expansion phase, excluding an estimated 15-to-30 days of necessary downtime for final tie-ins. The planned expansion will also include expanded outbound logistics for servicing the many developing low carbon fuel markets around North America and the globe.

On February 23, 2015, Darling through its wholly owned subsidiary Darling Green Energy LLC, ("Darling Green") and a third party Diamond Alternative Energy, LLC ("Diamond Alternative" and together with Darling Green, the "DGD Lenders") entered into a revolving loan agreement (the "DGD Loan Agreement") with the DGD Joint Venture Opco. The DGD Lenders have committed to make loans available to Opco in the total amount of \$ 10.0 million with each lender committed to \$ 5.0 million of the total commitment. Any borrowings by Opco under the DGD Loan Agreement are at the applicable annum rate equal to the sum of (a) the LIBO Rate (meaning Reuters BBA Libor Rates Page 3750) on such day plus (b) 2.50%. The DGD Loan Agreement matures on December 31, 2016, unless extended by agreement of the parties. As of April 2, 2016, no amounts are owed to Darling Green under the DGD Loan Agreement. The DGD Joint Venture, together with its joint venture partners, evaluates its capital structure from time to time, including opportunities to refinance the JV.

Financial Impact of Significant Debt Outstanding

The Company has a substantial amount of indebtedness, which could make it more difficult for the Company to satisfy its obligations to its financial lenders and its contractual and commercial commitments, limit the Company's ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements on commercially reasonable terms or at all, require the Company to use a substantial portion of its cash flows from operations to pay principal and interest on its indebtedness instead of other purposes, thereby reducing the amount of the Company's cash flows from operations available for working capital, capital expenditures, acquisitions and other general corporate purposes, increase the Company's vulnerability to adverse economic, industry and business conditions, expose the Company to the risk of increased interest rates as certain of the Company's borrowings are at variable rates of interest, limit the Company's flexibility in planning for, or reacting to, changes in the Company's business and the industry in which the Company operates, place the Company at a competitive disadvantage compared to other, less leveraged competitors, and/or increase the Company's cost of borrowing.

Cash Flows and Liquidity Risks

Management believes that the Company's cash flows from operating activities consistent with the level generated in the first three months of fiscal 2016, unrestricted cash and funds available under the Amended Credit Agreement, will be sufficient to meet the Company's working capital needs and maintenance and compliance-related capital expenditures, scheduled debt and interest payments, income tax obligations, and other contemplated needs through the next twelve months. Numerous factors could have adverse consequences to the Company that cannot be estimated at this time, such as those factors discussed below under the heading "Forward Looking Statements". These factors, coupled with volatile prices for natural gas and diesel fuel, currency exchange fluctuations, general performance of the U.S. and global economies, disturbances in world financial, credit, commodities and stock markets, and any decline in consumer confidence, including the inability of consumers and companies to obtain credit due to lack of liquidity in the financial markets, among others, could negatively impact the Company's results of operations in fiscal 2016 and thereafter. The Company reviews the appropriate use of unrestricted cash periodically. Except for expenditures relating to the Company's ongoing installation activities with respect to its ERP system, no decision has been made as to non-ordinary course cash usages at this time; however, potential usages could include: opportunistic capital expenditures and/or acquisitions and joint ventures; investments relating to the Company's renewable energy strategy, including, without limitation, potential investments in additional renewable diesel and/or biodiesel projects; investments in response to governmental regulations relating to human and animal food safety or other regulations; unexpected funding required by the legislation, regulation or mass termination of multiemployer plans; and paying dividends or repurchasing stock, subject to limitations under the Amended Credit Agreement, the 5.375 % Notes and the 4.75% Notes, as well as suitable cash conservation to withstand adverse commodity cycles. In August 2015, the Company's Board of Directors approved a share repurchase program of up to an aggregate of \$100.0 million of the Company's Common Stock depending on market conditions. The repurchases may be made from time to time on the open market at prevailing market prices or in negotiated transactions off the market. Repurchases may occur over the 24 month period ending in August 2017, unless extended or shortened by the Board of Directors.

Each of the factors described above has the potential to adversely impact the Company's liquidity in a variety of ways, including through reduced raw materials availability, reduced finished product prices, reduced sales, potential inventory buildup, increased bad debt reserves, potential impairment charges and/or higher operating costs.

Sales prices for the principal products that the Company sells are typically influenced by sales prices for agricultural-based alternative ingredients, the prices of which are based on established commodity markets and are subject to volatile changes. Any decline in these prices has the potential to adversely impact the Company's liquidity. Any of a decline in raw material availability, a decline in agricultural-based alternative ingredients prices, increases in energy prices or the impact of U.S. and foreign regulation (including, without limitation, China), changes in foreign exchange rates, imposition of currency controls and currency devaluations has the potential to adversely impact the Company's liquidity. A decline in commodities prices, a rise in energy prices, a slowdown in the U.S. or international economy or other factors could cause the Company to fail to meet management's expectations or could cause liquidity concerns.

OFF BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

Based upon the underlying purchase agreements, the Company has commitments to purchase \$ 66.8 million of commodity products consisting of approximately \$ 54.7 million of finished products, approximately \$ 10.5 million of natural gas and diesel fuel and approximately \$ 1.6 million of other commitments during the next twelve months, which are not included in liabilities on the Company's balance sheet at April 2, 2016 . These purchase agreements are entered into in the normal course of the Company's business and are not subject to derivative accounting. The commitments will be recorded on

the balance sheet of the Company when delivery of these commodities occurs and ownership passes to the Company during the remainder of fiscal 2016, in accordance with accounting principles generally accepted in the U.S.

Based upon the underlying lease agreements, the Company expects to pay approximately \$ 36.9 million in operating lease obligations during the next twelve months, which are not included in liabilities on the Company's balance sheet at April 2, 2016. These lease obligations are included in cost of sales or selling, general and administrative expense as the underlying lease obligation comes due, in accordance with GAAP.

The following table summarizes the Company's other commercial commitments, including both on- and off-balance sheet arrangements that are part of the Company's Amended Credit Agreement and other foreign bank guarantees that are not a part of the Company's Amended Credit Agreement at April 2, 2016 (in thousands):

Other commercial commitments:	
Standby letters of credit	\$ 33,841
Foreign bank guarantees	9,539
Total other commercial commitments:	<u>\$ 43,380</u>

CRITICAL ACCOUNTING POLICIES

The Company follows certain significant accounting policies when preparing its consolidated financial statements. A complete summary of these policies is included in the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2016, filed with the SEC on March 1, 2016.

Based on the Company's annual impairment testing at October 31, 2015, the fair values of the Company's reporting units containing goodwill exceeded the related carrying value. However, the fair value of seven of the Company's nine reporting units was less than 30% of its carrying value and four reporting units (Canada Fuel, Canada Feed, Rousselot and ERS Food) were less than 10% of its carrying value. With goodwill of approximately \$527.7 million on these four reporting units, which was substantially less than the percentage by which the fair values of the Company's other reporting units with goodwill exceeded their carrying values. The Company determined the fair value of reporting units with the assistance of a valuation expert, which was primarily based on the Income Approach. Key assumptions that impacted the discounted cash flow model were raw material volumes, gross margins, terminal growth rates and discount rates. It is possible, depending upon a number of factors that are not determinable at this time or within the control of the Company, that the fair value of these four reporting units could decrease in the future and result in an impairment to goodwill. As of April 2, 2016, there were no triggering events noted that would indicate that the goodwill allocated to any of the Company's reporting units is impaired.

NEW ACCOUNTING PRONOUNCEMENTS

In March 2016, the FASB issued ASU No. 2016-09, Improvements to Employee Share-Based Payment Accounting. This ASU amends Topic 718, *Compensation - Stock Compensation*, which simplifies several aspects of the accounting for share-based payments, including immediate recognition of all excess tax benefits and deficiencies in the income statement, changing the threshold to qualify for equity classification up to the employees' maximum statutory tax rates, allowing an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures as they occur, and clarifying the classification on the statement of cash flows for the excess tax benefit and employee taxes paid when an employer withholds shares for tax-withholding purposes. Early adoption is permitted for any entity in any interim or annual period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The ASU is effective for fiscal years beginning after December 15, 2016 and for interim periods therein. The Company is currently evaluating the impact of this standard.

In March 2016, the FASB issued ASU No. 2016-07, Simplifying the Transition to the Equity Method of Accounting. This ASU amends Topic 323, *Investments - Equity Method and Joint Ventures*, which eliminates the requirement to retrospectively apply equity method accounting when an entity increases ownership or influence in a previously held investment. The ASU is effective for fiscal years beginning after December 15, 2016 and for interim periods therein. The Company does not expect the new guidance to impact the Company's financial statements or related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (topic 842). Under the new ASU, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis;

and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance lessor accounting is largely unchanged. The new lease guidance simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. This ASU is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of this standard.

In November 2015, the FASB issued ASU No. 2015-17, Balance Sheet Classification of Deferred Taxes. This ASU amends Topic 740, *Income Taxes*, requiring deferred tax assets and liabilities to be classified as non-current in the statement of financial position. The Company has early adopted ASU No. 2015-17 effective January 2, 2016 on a retrospective basis. As required by ASU No. 2015-17, all deferred tax assets and liabilities are classified as non-current in the Company's consolidated balance sheets, which is a change from the Company's historical presentation whereby certain of the Company's deferred tax assets and liabilities were classified as current and the remaining amount was classified as non-current. The Company early adopted ASU no. 2015-17 effective January 2, 2016. The adoption did not have a material impact on the Company's consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16, Simplifying the Accounting for Measurement-Period Adjustments. This ASU amends Topic 805, *Business Combinations*. This ASU simplifies the treatment of adjustments to provisional amounts recognized in the period for items in a business combination for which the accounting is incomplete at the end of the reporting period. This ASU requires entities to present separately on the face of the income statement (or disclose in the notes to the financial statements) the portion of the amount recorded in the current period earnings, by line item, that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The ASU is effective for fiscal years beginning after December 15, 2015 and for interim periods therein. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory. This ASU amends Topic 330, *Inventory*. The ASU simplifies the measurement of inventory by requiring certain inventory to be measured at the lower of cost and net realizable value. The ASU is effective for financial statements issued for fiscal years beginning after December 15, 2016 and for interim periods therein. The Company is currently evaluating the impact of this standard. The adoption of this standard will not have a material impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-04, Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets. The ASU amends ASC Topic 715, *Compensation-Retirement Benefits*. The new standard permits a reporting entity with a fiscal year-end that does not coincide with a month-end to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that expedient consistently from year to year. The practical expedient should be applied consistently to all plans if an entity has more than one plan. This ASU is effective for public entities for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those years. Early adoption is permitted. The Company early adopted the month-end date of December 31 as the measurement date for all of the Company's defined benefit plans, which is the closest month-end to the Company's fiscal year-end. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs. The ASU amends ASC (Subtopic 835-30), *Interest - Imputation of Interest*. The new standard requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying value of the debt liability, which is similar to the presentation of debt discounts or premiums. The costs will continue to be amortized to interest expense using the effective interest method. The ASU is effective for public entities for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. See Note 7 Debt for impact of adopting this standard. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which will supersede nearly all existing revenue recognition guidance under GAAP. The new ASU introduces a new five-step revenue recognition model in which an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, this ASU requires disclosures sufficient to enable the users to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers, including qualitative and quantitative disclosures about

contracts with customers, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. In July 2015, the FASB deferred the elective date of the standard by one year. This ASU allows for either full retrospective or modified retrospective adoption and will become effective for the Company for the fiscal years beginning after December 15, 2017. The Company is currently evaluating the impact of this standard and the transition plan the Company will adopt.

FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes “forward-looking” statements that involve risks and uncertainties. The words “believe,” “anticipate,” “expect,” “estimate,” “intend,” “could,” “may,” “will,” “should,” “planned,” “potential,” and similar expressions identify forward-looking statements. All statements other than statements of historical facts included in this report, including, without limitation, the statements under the sections entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and located elsewhere herein regarding industry prospects, the Company’s financial position and the Company’s use of cash are forward-looking statements. Actual results could differ materially from those discussed in the forward-looking statements as a result of certain factors, including many that are beyond the control of the Company. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to be correct.

In addition, to those factors discussed elsewhere in this report and in the Company’s other public filings with the SEC, important factors that could cause actual results to differ materially from the Company’s expectations include: existing and unknown future limitations on the ability of the Company’s direct and indirect subsidiaries to make their cash flow available to the Company for payments on the Company’s indebtedness or other purposes; global demands for bio-fuels and grain and oilseed commodities, which have exhibited volatility, and can impact the cost of feed for cattle, hogs and poultry, thus affecting available rendering feedstock and selling prices for the Company’s products; reductions in raw material volumes available to the Company due to weak margins in the meat production industry as a result of higher feed costs, reduced consumer demand or other factors, reduced volume from food service establishments, reduced demand for animal feed, or otherwise; reduced finished product prices, including a decline in fat and used cooking oil finished product prices; changes to worldwide government policies relating to renewable fuels and green house gas (“GHG”) emissions that adversely affect programs like the U.S. governments renewable fuel standard, low carbon fuel standards (“LCFS”) and tax credits for biofuels both in the United States and abroad; possible product recall resulting from developments relating to the discovery of unauthorized adulterations to food or food additives; the occurrence of Bird Flu including, but not limited to H5N1 flu, bovine spongiform encephalopathy (or “BSE”), porcine epidemic diarrhea (“PED”) or other diseases associated with animal origin in the United States or elsewhere; unanticipated costs and/or reductions in raw material volumes related to the Company’s compliance with the existing or unforeseen new U.S. or foreign (including, without limitation, China) regulations (including new or modified animal feed, Bird Flu, PED or BSE or similar or unanticipated regulations) affecting the industries in which the Company operates or its value added products; risks associated with the DGD Joint Venture, including possible unanticipated operating disruptions and issues relating to the announced expansion project; difficulties or a significant disruption in our information systems or failure to implement new systems and software successfully, including our ongoing enterprise resource planning project; risks relating to possible third party claims of intellectual property infringement; increased contributions to the Company’s pension and benefit plans, including multiemployer and employer-sponsored defined benefit pension plans as required by legislation, regulation or other applicable U.S. or foreign law or resulting from a U.S. mass withdrawal event; bad debt write-offs; loss of or failure to obtain necessary permits and registrations; continued or escalated conflict in the Middle East, North Korea, Ukraine or elsewhere; and/or unfavorable export or import markets. These factors, coupled with volatile prices for natural gas and diesel fuel, climate conditions, currency exchange fluctuations, general performance of the U.S. and global economies, disturbances in world financial, credit, commodities and stock markets, and any decline in consumer confidence and discretionary spending, including the inability of consumers and companies to obtain credit due to lack of liquidity in the financial markets, among others, could negatively impact the Company’s results of operations. Among other things, future profitability may be affected by the Company’s ability to grow its business, which faces competition from companies that may have substantially greater resources than the Company. The Company’s announced share repurchase program may be suspended or discontinued at any time and purchases of shares under the program are subject to market conditions and other factors, which are likely to change from time to time. For more detailed discussion of these factors see the Risk Factors discussion in Item 1A of Part I of the Company’s Annual Report on Form 10-K for the fiscal year ended January 2, 2016. The Company cautions readers that all forward-looking statements speak only as of the date made, and the Company undertakes no obligation to update any forward looking statements, whether as a result of changes in circumstances, new events or otherwise.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Market risks affecting the Company include exposures to changes in prices of the finished products the Company sells, interest rates on debt, availability of raw material supplies and the price of natural gas and diesel fuel used in the Company's plants. Raw materials available to the Company are impacted by seasonal factors, including holidays, when raw material volume declines; warm weather, which can adversely affect the quality of raw material processed and finished products produced; and cold weather, which can impact the collection of raw material. Predominantly all of the Company's finished products are commodities that are generally sold at prices prevailing at the time of sale. Additionally, with acquisition of foreign entities we are exposed to foreign currency exchange risks, imposition of currency controls and the possibility of currency devaluation.

The Company makes limited use of derivative instruments to manage cash flow risks related to natural gas usage, diesel fuel usage, inventory, forecasted sales and foreign currency exchange rates. The Company does not use derivative instruments for trading purposes. Natural gas swaps and options are entered into with the intent of managing the overall cost of natural gas usage by reducing the potential impact of seasonal weather demands on natural gas that increases natural gas prices. Heating oil swaps and options are entered into with the intent of managing the overall cost of diesel fuel usage by reducing the potential impact of seasonal weather demands on diesel fuel that increases diesel fuel prices. Corn options and future contracts are entered into with the intent of managing U.S. forecasted sales of BBP by reducing the impact of changing prices. Foreign currency forward contracts are entered into to mitigate the foreign exchange rate risk for transactions designated in a currency other than the local functional currency. The interest rate swaps and the natural gas swaps are subject to the requirements of FASB authoritative guidance. Some of the Company's natural gas and diesel fuel instruments are not subject to the requirements of FASB authoritative guidance because some of the natural gas and diesel fuel instruments qualify as normal purchases as defined in FASB authoritative guidance. At April 2, 2016, the Company had corn option contracts outstanding that qualified and were designated for hedge accounting as well as heating oil swap contracts, corn option and forward contracts and foreign currency forward contracts that did not qualify and were not designated for hedge accounting.

In fiscal 2015 and the first three months of fiscal 2016, the Company entered into corn option contracts that are considered cash flow hedges. Under the terms of the corn option contracts, the Company hedged a portion of its U.S. forecasted sales of BBP through the fourth quarter of fiscal 2016. As of April 2, 2016, the aggregate fair value of these corn option contracts was approximately \$ 2.0 million and is included in other current assets on the balance sheet, with an offset recorded in accumulated other comprehensive income for the effective portion. From time to time, the Company may enter into corn option contracts in the future. Gains and losses arising from open and closed portions of these contracts may have a significant impact on the Company's income if there is significant volatility in the price of corn.

As of April 2, 2016, the Company had the following outstanding forward contracts that were entered into to hedge the future payments of intercompany note transactions, foreign currency transactions in currencies other than the functional currency and forecasted transactions in currencies other than the function currency. All of these transactions are currently not designated for hedge accounting (in thousands):

Functional Currency		Contract Currency		Range of Hedge rates	U.S. Equivalent
Type	Amount	Type	Amount		
Brazilian real	30,288	Euro	6,850	4.09 - 4.83	\$ 8,375
Brazilian real	83,417	U.S. dollar	20,825	3.66 - 4.38	20,825
Euro	238,636	U.S. dollar	267,822	1.09 - 1.13	267,822
Euro	8,737	Polish zloty	38,000	4.34 - 4.38	9,977
Euro	3,536	Japanese yen	452,478	124.03 - 131.75	4,038
Euro	30,555	Chinese renminbi	225,110	7.37	34,890
Euro	9,673	Australian dollar	14,400	1.49	11,045
Polish zloty	17,014	Euro	3,894	4.26 - 4.49	4,584
British pound	87	U.S. dollar	125	1.43	125
Japanese yen	45,817	U.S. dollar	383	116.51 - 122.56	383
					\$ 362,064

The above foreign currency contracts mature within one year and include hedges on approximately \$ 253.1 million of intercompany notes. The above foreign currency contracts had an aggregate fair value of approximately \$ 2.5 million and are included in other current assets and accrued expenses at April 2, 2016.

Additionally, the Company had corn options contracts and forward contracts and heating oil swaps that are marked to market because they did not qualify for hedge accounting at April 2, 2016 . These contracts have an aggregate fair value of approximately \$ 0.7 million and are included in other current assets and accrued expenses at April 2, 2016 .

As of April 2, 2016 , the Company had forward purchase agreements in place for purchases of approximately \$ 10.5 million of natural gas and diesel fuel and approximately \$ 1.6 million of other commitments in fiscal 2016 . As of April 2, 2016 , the Company had forward purchase agreements in place for purchases of approximately \$ 54.7 million of finished product in fiscal 2016 .

Foreign Exchange

The Company now has significant international operations and is subject to certain opportunities and risks, including currency fluctuations. As a result, the Company is affected by changes in foreign currency exchange rates, particularly with respect to the euro, British pound, Canadian dollar, Australian dollar, Chinese renminbi, Brazilian real, Japanese yen and the Argentine peso.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. As required by Rule 13a-15(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the Company's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation, as of the end of the period covered by this report, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. As defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, disclosure controls and procedures are controls and other procedures of the Company that are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. 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.

Based on management's evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting . As required by Exchange Act Rule 13a-15(d), the Company's management, including the Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of the Company's internal control over financial reporting to determine whether any change occurred during the quarter covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation there has been no change in the Company's internal control over financial reporting during the last fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

DARLING INGREDIENTS INC. AND SUBSIDIARIES
FORM 10-Q FOR THE QUARTERLY PERIOD ENDED APRIL 2, 2016

PART II: Other Information

Item 1. LEGAL PROCEEDINGS

The information required by this Item 1 is contained within Note 14 on pages 21 through 22 of this Form 10-Q and is incorporated herein by reference.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In August 2015, the Company's Board of Directors approved a share repurchase program of up to an aggregate of \$ 100.0 million of the Company's Common Stock depending on market conditions. The repurchases may be made from time to time on the open market at prevailing market prices or in negotiated transactions off the market. Repurchases may occur over the 24 month period ending in August 2017, unless extended or shortened by the Board of Directors. During the first quarter of fiscal 2016, the Company repurchased approximately \$ 5.0 million worth of its Common Stock in the open market.

The following table is a summary of equity securities purchased by the Company during the first quarter of fiscal 2016.

ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Total Number of Shares Purchased (1)	Average Price Paid per Share ⁽²⁾	Total Number of Shares Purchased as part of Publicly Announced Plans or Programs (4)	Maximum Number (or Appropriate Dollar Value) of Shares that may yet be Purchased Under the Plans or Programs at End of Period.
January 2016:				
January 3, 2016 through January 30, 2016	561,262	8.89	561,262	\$ 89,109,112
February 2016:				
January 31, 2016 through February 27, 2016	—	—	—	\$ 89,109,112
March 2016:				
February 28, 2016 through April 2, 2016	129,226 ⁽³⁾	12.02	—	\$ 89,109,112
Total	690,488	9.47	561,262	\$ 89,109,112

- (1) All shares purchased during the first quarter were acquired by the Company pursuant to the announced share repurchase program (other than shares withheld for taxes on restricted stock and exercised options and the strike price on exercised options).
- (2) The average price paid per share is calculated on a trade date basis and excludes commissions.
- (3) Includes shares withheld for taxes on restricted stock and exercised options and the strike price on exercised options.
- (4) Represents purchases made during the quarter under the authorization from the Company's Board of Directors, as announced on August 13, 2015, to repurchase up to an aggregate \$100.0 million of the Company's common stock over the 24 month period ending in August 2017, unless extended or shortened by the Board of Directors.

Item 6. EXHIBITS

The following exhibits are filed herewith:

- 10.1 Form of Performance Unit Award Agreement for use in connection with awards under the 2012 Omnibus Incentive Plan.
- 10.2 Form of Stock Option Notice and Agreement for use in connection with awards under the 2012 Omnibus Incentive Plan.
- 31.1 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, of Randall C. Stuewe, the Chief Executive Officer of the Company.
- 31.2 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, of John O. Muse, the Chief Financial Officer of the Company.
- 32 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Randall C. Stuewe, the Chief Executive Officer of the Company, and of John O. Muse, the Chief Financial Officer of the Company.
- 101 Interactive Data Files Pursuant to Rule 405 of Regulation S-T: (i) Consolidated Balance Sheets as of April 2, 2016 and January 2, 2016; (ii) Consolidated Statements of Operations for the three months ended April 2, 2016 and April 4, 2015; (iii) Consolidated Statements of Comprehensive Income for the three months ended April 2, 2016 and April 4, 2015; (iv) Consolidated Statements of Cash Flows for the three months ended April 2, 2016 and April 4, 2015; (v) Notes to the Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements 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.

DARLING INGREDIENTS INC.

Date: May 12, 2016

By: /s/ Randall C. Stuewe
Randall C. Stuewe
Chairman and
Chief Executive Officer

Date: May 12, 2016

By: /s/ John O. Muse
John O. Muse
Executive Vice President
Chief Financial Officer
(Principal Financial Officer)

DARLING INGREDIENTS INC.

PERFORMANCE UNIT AWARD AGREEMENT

SECTION 1. GRANT OF AWARD.

On the terms and conditions set forth in this Performance Unit Award Agreement, including Appendix A attached hereto (this “Agreement”), Darling Ingredients Inc. (the “Company”) hereby grants to the undersigned individual (the “Grantee”) performance-based restricted stock units (the “Performance Units”) as specified below, each of which represents a contingent right to acquire a share of common stock of the Company, \$0.01 par value per share (a “Share”) at a future date after such Performance Unit has become vested, with a target opportunity equal to [] Performance Units (the “Target Award”).

This award is granted under and subject to the terms of the Darling International Inc. 2012 Omnibus Incentive Plan (the “Plan”), which is incorporated herein by this reference. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

SECTION 2. VESTING.

- (a) **General.** Subject to the requirements of Sections 2(b) and 2(c), the Grantee shall vest in his or her Performance Units based on the achievement of the performance-based conditions, as determined pursuant to Appendix A of this Agreement.
- (b) **Written Certification of Performance Results .** Within 60 days following the end of the Performance Period, the Committee shall determine the vesting percentage in accordance with the terms of this Agreement. The vesting and settlement of the Performance Units is conditioned on the Committee first certifying in writing the performance results for the applicable Performance Period.
- (c) **Employment Requirement.** No Performance Units shall become earned and vested following the Grantee’s separation from Service during the Performance Period, except as expressly provided in Section 2(d) below.
- (d) **Termination of Service.** Except as otherwise provided in this Section, if the Grantee’s Service terminates prior to the end of the Performance Period for any reason, then the Performance Units shall be immediately forfeited.
 - (i) **Termination Due to Death or Disability.** If the Grantee’s Service terminates as a result of the Grantee’s death or Disability prior to the end of the Performance Period, then the Grantee shall vest in a prorated portion of the Target Award, with such proration determined by multiplying the Target Award by the Pro-Rata Fraction. Subject to Section 4(n), within 90 days following the date of the Grantee’s termination of Service due to death or Disability, the Company shall issue or deliver Shares for the number of Performance Units that vest pursuant to this Section 2(d)(i) to the Grantee or Grantee’s beneficiary, as applicable.
 - (ii) **Termination without Cause or for Good Reason.** If the Company terminates the Grantee’s Service without Cause or the Grantee terminates his or her Service for Good

Reason prior to the end of the Performance Period, then the Grantee shall be eligible to vest in a prorated portion of the Performance Units, with such proration determined by multiplying the number of Performance Units determined based on actual performance through the end of the Performance Period, as determined in accordance with Appendix A, by the Pro-Rata Fraction. Subject to Section 4(n), the vested Performance Units shall be settled in Shares within 60 days following the end of the Performance Period; provided, however, if the Grantee becomes eligible to receive a pro-rata award pursuant to this Section 2(d) and a Change of Control occurs following such termination of employment and prior to the end of the Performance Period, then the Grantee shall be eligible to vest in a prorated portion of the Performance Units, with such proration determined by multiplying the number of Performance Units determined based on the deemed attainment level of the performance goals as determined in accordance with Section 2(e), by the Pro-Rata Fraction, and the vested Performance Units shall be settled within thirty (30) days following such Change of Control.

- (e) **Change of Control.** If a Change of Control occurs prior to the end of the Performance Period, then the number of Performance Units that are eligible for vesting shall be based on the greater of (i) the projected level of performance through the end of the Performance Period, as determined by the Committee prior to the date of the Change of Control based on performance through the date of such determination, and (ii) the Target Award, and the Performance Units shall be settled as follows: (A) if the Grantee remains in continuous Service through the end of the Performance Period, then the vested Performance Units shall be settled in accordance with Section 3(a), and (B) if, prior to the end of the Performance Period and following such Change of Control, the Grantee's continuous Service is terminated by the Company without Cause, due to death or Disability or by the Grantee for Good Reason, then the vested Performance Units shall be settled within 90 days following such termination of Service, subject to Section 4(n). Notwithstanding the foregoing, if the Performance Units are not effectively assumed or continued by the surviving or acquiring corporation in such Change of Control (as determined by the Committee prior to the date of the Change of Control), then the vested Performance Units shall be distributed within thirty (30) days of such Change of Control; provided, however, if the Change of Control was not a "change in control event" within the meaning of Section 409A of the Code or to the extent distribution would be impermissible under Section 409A of the Code, then the vested Performance Units shall be settled upon the earlier to occur of (A) the date specified in Section 3(a) and (B) the Grantee's termination of Service, subject to Section 4(n).
- (f) **Fractional Shares.** Only a whole number of Shares will be issued in respect of vested Performance Units. If the number of Performance Units that are scheduled to vest pursuant to Appendix A is with respect to a fractional number of Shares, such number of Shares shall be rounded down to the nearest whole number, with any fractional portion forfeited.
- (g) **Forfeiture.** To the extent any of the Performance Units fail to vest under this Section 2, then such Performance Units shall be immediately forfeited and all of the Grantee's rights to receive Shares pursuant to such Performance Units shall immediately terminate without any payment of consideration by the Company.

SECTION 3. SETTLEMENT AND POST-VESTING HOLDING PERIOD.

- (a) **Settlement in Shares; Post-Vesting Holding Period.** Subject to Sections 2 and 4(n) of this Agreement, settlement of the vested Performance Units, if any, shall be effected in the form of issuance of whole Shares to the Grantee, within 90 days following the earlier to occur of (i) _____, 20__ and (ii) the Grantee's termination of Service. Such issuance or delivery shall be evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company. The Company shall pay all original issue or transfer taxes and all fees and expenses incident to such issuance or delivery, except as otherwise provided in Section 3(b). Prior to the issuance to the Grantee of Shares with respect to the vested Performance Units, the Grantee shall have no direct or secured claim in any specific assets of the Company or in such Shares, and will have the status of a general unsecured creditor of the Company.
- (b) **Withholding Requirements.**
- (i) Regardless of any action the Company takes with respect to any or all income tax, payroll tax or other tax-related withholding ("Tax-Related Items"), the Grantee acknowledges that the ultimate liability for all Tax-Related Items owed by the Grantee is and remains the Grantee's responsibility and that the Company (A) makes no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the award made under this Agreement, including the grant or vesting of the Performance Units, or the subsequent sale of Shares; and (B) does not commit to structure the terms of the grant or any aspect of this award to reduce or eliminate the Grantee's liability for Tax-Related Items.
 - (ii) Prior to the settlement of any vested Performance Units, the Grantee shall pay or make adequate arrangements satisfactory to the Company to satisfy all withholding obligations of the Company. In this regard, the Grantee authorizes the Company to withhold all applicable Tax-Related Items legally payable by the Grantee from the Grantee's wages or other cash compensation paid to the Grantee by the Company. Alternatively, or in addition, to the extent permissible under applicable law, the Grantee may elect to satisfy his or her tax obligations by one of the following methods: (A) a check or cash payment to the Company, (B) delivery to the Company (either actual delivery or by attestation procedures established by the Company) of previously owned whole Shares having an aggregate Fair Market Value, determined as of the date on which such withholding obligation arises (the "Tax Date"), equal to the Tax-Related Items, (C) authorizing the Company to withhold whole Shares which would otherwise be issued or transferred to the Grantee having an aggregate Fair Market Value, determined as of the Tax Date, equal to the Tax-Related Items or (D) any combination of (A), (B) and (C). Shares to be delivered to the Company or withheld may not have a Fair Market Value in excess of the minimum amount of the Tax-Related Items (or such greater withholding amount to the extent permitted by applicable accounting rules without resulting in variable accounting treatment). The Company may refuse to issue and deliver Shares in payment of any vested Performance Units if the Grantee fails to comply with the Grantee's obligations in connection with the Tax-Related Items as described in this Section 3(b).
 - (iii) Notwithstanding anything herein to the contrary and subject to Section 409A of the Code, Shares to be delivered under this Agreement shall be accelerated as required to pay employment taxes incurred by the Grantee related to the Shares subject to this Agreement prior to the settlement of the Shares under Section 3(a), in accordance with

and to the extent permitted by U.S. Treasury Regulation 1.409A-(3)(j)(vi), with the payment of such employment related taxes to be accomplished by the Company withholding whole Shares which would otherwise be issued or transferred to the Grantee having an aggregate Fair Market Value, determined as of the Tax Date, equal to such Tax-Related Items.

SECTION 4. MISCELLANEOUS PROVISIONS.

- (a) **Data Privacy and Other Acknowledgments.** By accepting the award provided for in this Agreement, the Grantee acknowledges and agrees that such award is subject to the provisions regarding data privacy and additional acknowledgments set forth in Appendix B. The Grantee shall review the provisions of Appendix B carefully, as this award shall be null and void absent the Grantee's acceptance of such provisions. The Company reserves the right to impose other requirements on the award to the extent the Company determines it is necessary or advisable in order to comply with local law or facilitate the administration of the award and to require the Grantee to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.
- (b) **Grantee Representations.** The Grantee hereby represents to the Company that the Grantee has read and fully understands the provisions of the Agreement and the Plan and the Grantee's decision to participate in the Plan is completely voluntary. Further, the Grantee acknowledges that the Grantee is relying solely on his or her own advisors with respect to the tax consequences of this award.
- (c) **Regulatory Restrictions on the Performance Units.** Notwithstanding any provision of this Agreement or the Plan, the obligation of the Company to issue Shares in connection with the grant of Performance Units shall be subject to all applicable laws, rules and regulations and such approval by any regulatory body as may be required. The Company reserves the right to restrict, in whole or in part, the delivery of Shares pursuant to this Agreement prior to the satisfaction of all legal requirements relating to the issuance of such Shares, to their registration, qualification or listing or to an exemption from registration, qualification or listing.
- (d) **No Right to Continued Service.** Nothing in this Agreement or the Plan shall confer upon the Grantee any right to continue in Service for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Company (or any affiliated entity employing or retaining the Grantee) or of the Grantee, which rights are hereby expressly reserved by each, to terminate his or her Service at any time and for any reason, with or without cause.
- (e) **No Right as a Shareholder.**
 - (i) The Performance Units constitute an unfunded and unsecured obligation of the Company. The Grantee shall not have any rights of a stockholder of the Company with respect to any Shares underlying the Performance Units unless and until Shares are issued in settlement of the Performance Units. Upon such issuance of Shares, the Grantee shall be the record owner of the Shares unless and until such Shares are sold or otherwise disposed of, and as record owner shall be entitled to all rights of a stockholder of the Company (including voting rights).

- (ii) If a cash dividend is paid with respect to the Shares underlying the Performance Units, then the Target Award or, for dividends paid prior to settlement of the vested Performance Units in accordance with Section 3(a), the vested Performance Units shall increase by (A) the product of the total number of Shares subject to the Target Award or vested Performance Units, as applicable, immediately prior to the dividend payment date multiplied by the dollar amount of the cash dividend immediately prior to such dividend payment date, divided by (B) the Fair Market Value of a Share as of the applicable dividend payment date, such amount rounded down to the nearest whole number. Any such additional Shares shall be subject to the same vesting conditions and payment terms as applicable to the underlying Performance Units as provided in this Agreement.
- (f) **Beneficiary.** The Grantee may designate a beneficiary to receive settlement in connection with the Performance Units in the event of the Grantee's death in accordance with the Company's beneficiary designation procedures, as in effect from time to time. If the Grantee does not designate a beneficiary, or if the Grantee's designated beneficiary does not survive the Grantee, then the Grantee's beneficiary will be the Grantee's estate.
- (g) **Notification.** Any notification required by the terms of this Agreement shall be given in writing and shall be deemed effective (i) upon personal delivery; (ii) upon deposit with the United States Postal Service, by registered or certified mail, with postage and fees prepaid; or (iii) upon the Company's sending of an email to the Grantee. A notice shall be addressed to the Company at its principal executive office and to the Grantee at the postal address that he or she most recently provided to the Company or at his or her Service email address, if any.
- (h) **Entire Agreement.** This Agreement and the Plan constitute the entire contract between the parties hereto with regard to the subject matter hereof. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) relating to the subject matter hereof. In the event of a conflict between any provision of the Plan and this Agreement, the Plan shall control.
- (i) **Waiver.** No waiver of any breach or condition of this Agreement shall be deemed to be a waiver of any other or subsequent breach or condition, whether of like or different nature.
- (j) **Nontransferability of Award .** The Performance Units may not be sold, transferred, assigned, pledged or otherwise encumbered or disposed of prior to the date such Performance Units are settled under Section 3 above, except as may be permitted by the Plan or as otherwise permitted by the Committee in its sole discretion or pursuant to rules adopted by the Committee in accordance with the Plan. Any attempt to dispose of the Performance Units or any interest in the Performance Units in a manner contrary to the restrictions set forth in this Agreement shall be void and of no effect.
- (k) **Successors and Assigns.** The provisions of this Agreement shall inure to the benefit of, and be binding upon, the Company and its successors and assigns and upon the Grantee, the Grantee's assigns and the legal representatives, heirs and legatees of the Grantee's estate, whether or not any such person shall have become a party to this Agreement and have agreed in writing to be joined herein and be bound by the terms hereof.

- (l) **Choice of Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Texas, as such laws are applied to contracts entered into and performed in such state, without regard to principles of conflict of law.
- (m) **Award Subject to Clawback.** This award and any Shares acquired pursuant to this award are subject to forfeiture, recovery by the Company or other action pursuant to any clawback or recoupment policy which the Company may adopt from time to time, including without limitation any such policy which the Company may be required to adopt under the Dodd-Frank Wall Street Reform and Consumer Protection Act and implementing rules and regulations thereunder, or as otherwise required by law.
- (n) **Compliance With Section 409A of the Code .** This Agreement and the Performance Units granted hereunder are intended to comply with Section 409A of the Code, and shall be interpreted and construed accordingly. To the extent this Agreement provides for the Performance Units to become vested and be settled upon the Grantee's termination of employment, the applicable Shares shall be transferred to the Grantee or his or her beneficiary upon the Grantee's "separation from service," within the meaning of Section 409A of the Code; provided that if the Holder is a "specified employee," within the meaning of Section 409A of the Code, then such Shares shall be transferred to the Grantee or his or her beneficiary upon the earlier to occur of (i) the six-month anniversary of such separation from service and (ii) the date of the Grantee's death.

SECTION 5. DEFINITIONS.

- (a) "Cause" shall mean, with respect to the Grantee,
 - (i) any conviction or plea of *nolo contendere* to a felony;
 - (ii) any willful misconduct by the Grantee in connection with the performance of the Grantee's Service for the Company, including, without limitation, (A) misappropriation of funds of the Company, (B) harassment of or discrimination against individuals on account of gender, race, religion, national origin or disability or retaliation against an individual for making any claim that the Grantee has so harassed or discriminated against such individual or (C) breach of a written policy of the Company; or
 - (iii) any disclosure of confidential or proprietary information of the Company or breach of any confidentiality, non-competition or non-solicitation covenant made by the Grantee for the benefit of the Company.
- (b) "Disability" shall mean that the Grantee is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment as determined by the Board of Directors in its sole discretion.
- (c) "Good Reason" shall be defined as that term is defined in the Grantee's offer letter or other applicable employment agreement with the Company, if any; or, if there is no such definition, "Good Reason" shall mean the occurrence of any of the following events without the Grantee's consent, provided that the Grantee has complied with the Good Reason Process: (i) a material diminution in the Grantee's responsibility, authority or duty; (ii) a material diminution in the Grantee's base salary except for across-the-board salary reductions based on the Company and its Subsidiaries' financial performance similarly affecting all or substantially all management employees of the Company and its Subsidiaries; or (iii) the relocation of the

office at which the Grantee was principally employed as of the date of this Agreement to a location more than fifty (50) miles from the location of such office, or the Grantee being required to be based anywhere other than such office, except to the extent the Grantee was not previously assigned to a principal location and except for required travel on business to an extent substantially consistent with the Grantee's business travel obligations as of the date of this Agreement.

- (d) “ Good Reason Process ” shall mean that (i) the Grantee reasonably determines in good faith that a Good Reason condition has occurred; (ii) the Grantee notifies the Company in writing of the occurrence of the Good Reason condition within sixty (60) days of such occurrence; (iii) the Grantee cooperates in good faith with the Company's efforts, for a period of not less than thirty (30) days following such notice (the “ Cure Period ”), to remedy the condition; (iv) notwithstanding such efforts, the Good Reason condition continues to exist following the Cure Period; and (v) the Grantee has a termination of Service within sixty (60) days after the end of the Cure Period. If the Company cures the Good Reason condition during the Cure Period, and the Grantee has a termination of Service due to such condition (notwithstanding its cure), then the Grantee will not be deemed to have had a termination of Service for Good Reason.
- (e) “ Pro-Rata Fraction ” shall mean a fraction with the numerator equal to the Grantee's days of Service starting from the beginning of the Performance Period and ending on the date of termination of Service, and the denominator equal to the total number of calendar days in the Performance Period.
- (f) “ Service ” shall mean service as an employee of the Company or any of its Subsidiaries or Affiliates or as a member of the Board of Directors.

This award is conditioned upon the Grantee's acceptance of the provisions set forth in this Agreement within 90 days after the Agreement is presented to the Grantee for review. If the Grantee fails to accept the award within such 90-day period, the award shall be null and void, and the Grantee's rights in the award shall immediately terminate without any payment of consideration by the Company.

Darling Ingredients Inc.

By: _____

Date: _____

Grantee

Name: _____

Date: _____

Target Award: _____

**Darling Ingredients Inc.
2012 OMNIBUS INCENTIVE PLAN
NOTICE OF STOCK OPTION GRANT**

Grantee : [Name]

Shares Subject to Option : [#] Shares

Type of Option : Nonqualified Stock Option

Exercise Price : \$[Closing Price on Grant Date] per Share

Grant Date : _____, 20__

Vesting Commencement Date : _____, 20__

Vesting : This option shall vest and become exercisable in accordance with the following schedule, subject to the Grantee’s continued Service with the Company as of the applicable vesting date:

Vesting Date	Percentage That Vests
[Vesting Schedule]	[Vesting Percentage]

The option shall become fully vested and exercisable upon termination of the Grantee’s Service by the Company without Cause or due to the Grantee’s death or Disability.

Upon a Change of Control, notwithstanding anything in Article XIII of the Company’s 2012 Omnibus Incentive Plan (the “Plan”) to the contrary, the following shall apply:

1. If the option is not assumed, converted or replaced by the resulting entity in the Change of Control, then the option shall become fully vested and exercisable immediately prior to the consummation of a Change of Control, subject to the Grantee’s continued Service as of such date.
2. If the option is assumed, converted or replaced by the resulting entity in the Change of Control, then (a) the option shall continue to vest and become exercisable in accordance with the schedule above conditioned on the Grantee’s continued Service with the resulting entity in the Change of Control, and (b) in addition to the vesting provisions in case of termination of Service by the Company without Cause or due to the Grantee’s death or Disability as provided above, the Award shall become fully vested and exercisable immediately upon the Grantee’s termination of Service for Good Reason within two years following the Change of Control.

Exercise Period : The vested portion of this option may be exercised until the Expiration Date below.

Expiration Date : Upon the earliest to occur of (a) [10th anniversary of Grant Date], (b) the first anniversary of the Grantee’s death or Disability, (c) the date of termination of Grantee’s Service by the Company for Cause, or (d) the 90th day after any other termination of the Grantee’s Service. In addition, in case of a Change of Control in which the option is not assumed, converted or replaced by the resulting entity in the Change of Control, the Committee may cause the option, to the extent not exercised, to expire upon consummation of the Change of Control.

This option is governed by the terms and conditions of the Plan and the Stock Option Agreement attached hereto (the “Agreement”), both of which are hereby made a part of this document (this “Notice”). Capitalized terms not otherwise defined

herein shall have the meanings ascribed to them in the Plan and/or the Agreement. In the event of a conflict between any provisions of the Plan, the Agreement and/or this Notice, the Plan shall control, or, if the Plan should be inapplicable, then the Agreement shall control.

By signing below, the Grantee acknowledges receipt of this option and the terms set forth herein.

GRANTEE: DARLING INGREDIENTS INC.

[Name] [Name] By: _____
[Title]
Date: _____

Darling Ingredients Inc.
2012 OMNIBUS INCENTIVE PLAN
STOCK OPTION AGREEMENT
REFERENCE 001

SECTION 1. GRANT OF OPTION.

(a) **Option.** On the terms and conditions set forth in this Stock Option Agreement (this “Agreement”) and each Notice of Stock Option Grant referencing this Agreement (each, a “Notice”), the Company grants to the Grantee on the Grant Date an option to purchase at the Exercise Price a number of Shares, all as set forth in the applicable Notice. Each Notice, together with this Agreement, shall be a separate option governed by the terms of this Agreement. This option is intended to be an Incentive Stock Option or a Nonqualified Stock Option, as provided in the Notice.

(b) **Plan and Defined Terms.** This option is granted under and subject to the terms of the Darling Ingredients Inc. 2012 Omnibus Incentive Plan (the “Plan”), which is incorporated herein by this reference. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan and/or the Notice.

SECTION 2. TRANSFER OR ASSIGNMENT OF OPTION.

During the Grantee’s lifetime, this option shall be exercisable only by the Grantee. This option and the rights and privileges conferred hereby shall not be sold, pledged or otherwise transferred (whether by operation of law or otherwise) other than by will or the laws of descent and distribution and shall not be subject to sale under execution, attachment, levy or similar process.

SECTION 3. EXERCISE PROCEDURES.

(a) **Notice of Exercise.** The Grantee or the Grantee’s representative may exercise this option by giving written notice (a “Notice of Exercise”) to the Company specifying the election to exercise this option and the number of Shares for which it is being exercised. An example of a Notice of Exercise may be found at Exhibit A. The Notice of Exercise shall be signed by the person exercising this option and, if such person is the Grantee’s representative, shall be accompanied by proof (satisfactory to the Company) of the representative’s right to exercise this option. Simultaneous with the delivery of the Notice of Exercise, the Grantee or the Grantee’s representative shall deliver to the Company payment in a form permissible under Section 4 in an amount equal to the Purchase Price.

(b) **Issuance of Common Stock.** After receiving a proper Notice of Exercise, the Company shall cause to be issued the Shares as to which this option has been exercised. Shares may be issued in such manner as the Committee may deem appropriate, including book-entry registration or issuance of one or more stock certificates registered in the name of the person exercising this option (or in the names of such person and his or her spouse as community property or as joint tenants with right of survivorship).

(c) **Withholding Requirements.** As a condition to the Grantee’s exercise or other settlement of this option, the Company may withhold any tax (or other governmental obligation) arising from the exercise of this option or the vesting or disposition of Shares thereafter, and the Grantee shall make arrangements satisfactory to the Company to enable the Company to satisfy all such withholding requirements.

SECTION 4. PAYMENT FOR SHARES.

(a) **Generally.** All or part of the Purchase Price may be paid in cash, by check made payable to the Company or by a wire transfer to the Company of immediately available funds.

(b) **Alternative Methods of Payment.** At the sole discretion of the Committee, all or any part of the Purchase Price and any applicable withholding requirements may be paid by one or more of the following methods:

(i) **Surrender of Stock.** By surrendering, or attesting to the ownership of, Shares then owned by the Grantee, which Shares have been owned for at least six (6) months, and which are free and clear of any restriction or limitation, unless the Company specifically agrees to accept such Shares subject to such restriction or limitation. Such Shares shall be surrendered to the Company in good form for transfer and shall be valued at their Fair Market Value on the date of the applicable exercise of this option.

(ii) **Net Exercise.** By reducing the number of Shares otherwise deliverable upon the exercise of this option by the number of Shares having a Fair Market Value equal to the amount of the Purchase Price and any withholding requirements then required to be paid by the Company.

Should the Committee exercise its discretion to permit the Grantee to exercise this option, in whole or in part, in accordance with Section 4(b), it shall have no obligation to permit such alternative methods of payment with respect to any then-unexercised remainder of the option or with respect to any other option to purchase Shares held by the Grantee.

SECTION 5. TERM AND EXPIRATION.

(a) **Term.** The term during which the option, to the extent vested, may be exercised is set forth in the Notice.

(b) **Termination of Service.** The impact of termination of Service on the vesting of the option and the period during which the option may be exercised is set forth in the Notice. When the Grantee's Service terminates, the option shall expire immediately with respect to the number of Shares for which the option is not yet vested.

(c) **Leaves of Absence.** For any purpose under this Agreement, Service shall be deemed to continue while the Grantee is on a bona fide leave of absence if such leave was approved by the Company in writing or if continued crediting of Service for such purpose is expressly required by the terms of such leave or by applicable law (as determined by the Company).

SECTION 6. INCENTIVE STOCK OPTIONS.

(a) **\$100,000 Limitation.** If this option is designated as an Incentive Stock Option in the Notice, then the Grantee's right to exercise this option shall be deferred to the extent (and only to the extent) that this option would not be treated as an Incentive Stock Option solely by reason of the \$100,000 annual limitation under Section 422(d) of the Code, except that the Grantee's right to exercise this option shall no longer be deferred if (i) the Company is subject to a Change of Control before the Grantee's Service terminates, (ii) the Company, or any surviving corporation, or its parent does not continue this option, and (iii) any surviving corporation or its parent does not assume this option or does not substitute an option with substantially the same terms for this option. Additional limitations with regard to Incentive Stock Options are set forth in the Plan.

(b) **Term and Expiration.** If this option is designated as an Incentive Stock Option in the Notice, it ceases to qualify for favorable tax treatment as an Incentive Stock Option to the extent it is exercised (i) more than three (3) months after the date the Grantee ceases to provide Services for any reason other than death or permanent and total disability (as defined in Section 22(e)(3) of the Code), (ii) more than twelve (12) months after the date the Grantee ceases to provide Services by reason of such permanent and total disability or (iii) after the Grantee has been on a leave of absence for more than ninety (90) days, unless the Grantee's reemployment rights are guaranteed by statute or by contract.

(c) **Modification.** If this option is designated an Incentive Stock Option, then unless the Grantee otherwise consents, any modification (i) shall comply with the rules of Section 424(a) of the Code and (ii) shall not otherwise cause this option to fail to be treated as an “incentive stock option” for purposes of Section 422 of the Code.

SECTION 7.MISCELLANEOUS PROVISIONS.

(a) **Rights as a Shareholder.** Neither the Grantee nor the Grantee's representative shall have any rights as a shareholder with respect to any Shares subject to this option until the Grantee or the Grantee's representative becomes entitled to receive such Shares by (i) filing a notice of exercise and (ii) paying the Purchase Price as provided in this Agreement.

(b) **No Right to Continued Service.** Nothing in the Notice, Agreement or Plan shall confer upon the Grantee any right to continue in Service for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Company (or any affiliated entity employing or retaining the Grantee) or of the Grantee, which rights are hereby expressly reserved by each, to terminate his or her Service at any time and for any reason, with or without cause.

(c) **Notification.** Any notification required by the terms of this Agreement shall be given in writing and shall be deemed effective (i) upon personal delivery; (ii) upon deposit with the United States Postal Service, by registered or certified mail, with postage and fees prepaid; or (iii) upon the Company's sending of an email to the Grantee. A notice shall be addressed to the Company at its principal executive office and to the Grantee at the postal address that he or she most recently provided to the Company or at his or her Service email address, if any.

(d) **Entire Agreement.** The Notice, this Agreement and the Plan constitute the entire contract between the parties hereto with regard to the subject matter hereof. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) relating to the subject matter hereof. In the event of a conflict between any provisions of the Plan, the Notice and/or this Agreement, the Plan shall control, or, if the Plan should be inapplicable, then this Agreement shall control.

(e) **Waiver.** No waiver of any breach or condition of this Agreement shall be deemed to be a waiver of any other or subsequent breach or condition, whether of like or different nature.

(f) **Successors and Assigns.** The provisions of this Agreement shall inure to the benefit of, and be binding upon, the Company and its successors and assigns and upon the Grantee, the Grantee's assigns and the legal representatives, heirs and legatees of the Grantee's estate, whether or not any such person shall have become a party to this Agreement and have agreed in writing to be joined herein and be bound by the terms hereof.

(g) **Choice of Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Texas, as such laws are applied to contracts entered into and performed in such state, without regard to principles of conflict of law.

(h) **Data Privacy and Other Acknowledgments .** By accepting the award provided for in this Agreement, the Grantee acknowledges and agrees that such award is subject to the provisions regarding data privacy and such additional acknowledgements as set forth in Exhibit B. The Grantee shall review the provisions of Exhibit B carefully, as this award shall be null and void absent the Grantee's acceptance of such provisions. The Company reserves the right to impose other requirements on the award to the extent the Company determines it is necessary or advisable in order to comply with local law or facilitate the administration of the award and to require the Grantee to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

SECTION 8. DEFINITIONS.

(a) “**Cause**” shall mean, with respect to the Grantee,

(i) any conviction or plea of *nolo contendere* to a felony;

(ii) any willful misconduct by the Grantee in connection with the performance of the Grantee's Service for the Company, including, without limitation, (A) misappropriation of funds of the Company, (B) harassment of or discrimination against individuals on account of gender, race, religion, national origin or disability or retaliation against an individual for making any claim that the Grantee has so harassed or discriminated against such individual or (C) breach of a written policy of the Company; or

(iii) any disclosure of confidential or proprietary information of the Company or breach of any confidentiality, non-competition or non-solicitation covenant made by the Grantee for the benefit of the Company.

(b) “**Disability**” shall mean that the Grantee is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment as determined by the Board of Directors in its sole discretion.

(c) “**Good Reason**” shall be defined as that term is defined in the Grantee's offer letter or other applicable employment agreement with the Company, if any; or, if there is no such definition, “Good Reason” shall mean the occurrence of any of the following events without the Grantee's consent, provided that the Grantee has complied with the Good Reason Process: (i) a material diminution in the Grantee's responsibility, authority or duty; (ii) a material diminution in the Grantee's base salary except for across-the-board salary reductions based on the Company and its Subsidiaries' financial performance similarly affecting all or substantially all management employees of the Company and its Subsidiaries; or (iii) the relocation of the office at which the Grantee was principally employed immediately prior to a Change of Control to a location more than fifty (50) miles from the location of such office, or the Grantee being required to be based anywhere other than such office, except to the extent the Grantee was not previously assigned to a principal location and except for required travel on business to an extent substantially consistent with the Grantee's business travel obligations at the time of the Change of Control.

(d) “**Good Reason Process**” shall mean that (i) the Grantee reasonably determines in good faith that a Good Reason condition has occurred; (ii) the Grantee notifies the Company in writing of the occurrence of the Good Reason condition within 60 days of such occurrence; (iii) the Grantee cooperates in good faith with the Company's efforts, for a period of not less than 30 days following such notice (the “**Cure Period**”), to remedy the condition; (iv) notwithstanding such efforts, the Good Reason condition continues to exist

following the Cure Period; and (v) the Grantee has a termination of Service within 60 days after the end of the Cure Period. If the Company cures the Good Reason condition during the Cure Period, and the Grantee has a termination of Service due to such condition (notwithstanding its cure), then the Grantee will not be deemed to have had a termination of Service for Good Reason.

(e) “**Purchase Price**” shall mean the Exercise Price multiplied by the number of Shares with respect to which this option is being exercised.

(f) “**Service**” shall mean service as an employee of the Company or any of its Subsidiaries or Affiliates.

EXHIBIT A
SAMPLE NOTICE OF EXERCISE

[Date]

Darling Ingredients Inc.
[Address 1]
[Address 2]
Attn: Corporate Secretary

To the Corporate Secretary:

I hereby exercise my stock option granted under the Darling Ingredients Inc. 2012 Omnibus Incentive Plan (the “Plan”) and notify you of my desire to purchase the shares of common stock that have been offered pursuant to the Plan and related Stock Option Agreement reference number 001 and Notice of Stock Option Grant.

I shall pay for the shares of common stock by delivery of a check payable to Darling Ingredients Inc. (the “Company”) in the amount described below in full payment for such shares of common stock, or I shall pay the exercise price by one of the alternative methods permitted by Section 4(b) of the Stock Option Agreement, plus all amounts required to be withheld by the Company under federal, state, local and/or foreign law as a result of such exercise, or I shall provide documentation satisfactory to the Company demonstrating that I am exempt from any withholding requirement.

This notice of exercise is delivered this [date] day of [month], [year].

Type of Option:	Nonqualified Stock Option	Incentive Stock Option
Number of Shares to be Acquired:	[###]	[###]
Exercise Price (per Share):	\$[###]	\$[###]
Purchase Price (all Shares):	\$[###]	\$[###]
Estimated Withholding Tax:	\$[###]	[not applicable]
Subtotal:	\$[###]	\$[###]
		Amount Paid: \$[#####]

Very truly yours,

Signature: _____
Name: _____
Address: _____

SSN: _____

EXHIBIT B

1. DATA PRIVACY

By accepting the this award, you hereby explicitly and unambiguously consent to the collection, use and transfer, in electronic or other form, of your personal data as described in this document by and among, as applicable, your employer and the Company and its Subsidiaries for the exclusive purpose of implementing, administering and managing the stock options which have been awarded to you under this Agreement (the “ Option Award ”).

You understand that the Company and your employer hold certain personal information about you, including, but not limited to, your name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any shares of stock or directorships held in the Company, details of any entitlement to shares of stock or equivalent benefits awarded, canceled, vested, unvested or outstanding in your favor (“ Data ”), for the purpose of implementing, administering and managing the Option Award. You understand that Data may be transferred to any third parties assisting in the implementation, administration and management of the Option Award, that these recipients may be located in your country or elsewhere, and that the recipient’s country may have different data privacy laws and protections from your country. You understand that you may request a list with the names and addresses of any potential recipients of the Data by contacting your local human resources representative. You authorize the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing the Option Award. You understand that Data will be held only as long as is necessary to implement, administer and manage the Option Award. You understand that you may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing your local human resources representative. Further, you understand that you are providing the consents herein on a purely voluntary basis. If you do not consent, or if you later seek to revoke your consent, your employment status or service and career with your employer will not be adversely affected; the only adverse consequence of refusing or withdrawing your consent is that the Company would not be able to grant you Option Award or other awards or administer or maintain such awards. Therefore, you understand that refusing or withdrawing your consent may affect your ability to benefit from the Option Award. For more information on the consequences of your refusal to consent or withdrawal of consent, you understand that you may contact your local human resources representative.

2. ADDITIONAL ACKNOWLEDGEMENTS

By entering into this award agreement and accepting the grant of the Option Award evidenced hereby, you acknowledge, understand and agree that:

- (a) the Option Award is granted voluntarily by the Company, is discretionary in nature and may be modified, suspended or terminated by the Company at any time;
- (b) the grant of the Option Award is voluntary and occasional and does not create any contractual or other right to receive future awards of Option Awards or benefits in lieu of the Option Award, even if such awards have been awarded in the past;
- (c) all decisions with respect to future awards, if any, will be at the sole discretion of the Company;

- (d) the grant of the Option Award shall not create a right to further employment with your employer and shall not interfere with the ability of your employer to terminate your employment relationship at any time, with or without Cause;
- (e) you are voluntarily accepting the grant of the Option Award;
- (f) the Option Award and any payment made pursuant to the Option Award are not part of normal or expected compensation or salary for any purposes, including, but not limited to, calculating any severance, resignation, termination, redundancy, dismissal, end-of-service payments, bonuses, long-service awards, pension or retirement benefits or welfare benefits or similar payments, and in no event should be considered as compensation for, or in any way relating to, past services for the Company or any of its Subsidiaries;
- (g) in accepting the grant of the Option Award, you expressly recognize that the Option Award is an award made solely by the Company, with principal offices at 251 O'Connor Ridge Blvd., #300, Irving, TX 75038, U.S.A., the Company is solely responsible for the administration of the Plan and the Agreement (collectively, the “Plan Documents”) and your participation in the Plan Documents; in the event that you are an employee of a Subsidiary, the Option Award and your participation in the Plan Documents will not be interpreted to form an employment contract or relationship with the Company; furthermore, the Option Award will not be interpreted to form an employment contract with any Subsidiary;
- (h) the future value of the Company shares which may be delivered upon exercise of the Option Award is unknown and cannot be predicted with certainty;
- (i) no claim or entitlement to compensation or damages shall arise from forfeiture of the Option Award resulting from termination of your employment by the Company or your employer (for any reason whatsoever and regardless of whether or not such termination is later found to be invalid or in breach of the employment laws in the jurisdiction where you are employed or the terms of your employment agreement, if any) or recoupment of all or any portion of any payment made pursuant to the Option Award as provided by any applicable Company policy on recoupment of incentive compensation and, in consideration of the grant of the Option Award to which you are not otherwise entitled, you irrevocably agree never to institute any claim against the Company or your employer, waive your ability, if any, to bring any such claim, and release the Company and your employer from any such claim; if, notwithstanding the foregoing, any such claim is allowed by a court of competent jurisdiction, then, by participating in the Plan Documents, you shall be deemed irrevocably to have agreed not to pursue such claim, and you agree to execute any and all documents necessary to request dismissal or withdrawal of such claim;
- (j) for purposes of the Option Award, your employment will be considered terminated as of the date you are no longer actively employed and providing services to the Company or one of its Subsidiaries, and your right, if any, to earn and be paid any portion of the Option Award (and any related dividend equivalents) pursuant to this Agreement after such termination of employment (for any reason whatsoever and regardless of whether or not such termination is later found to be invalid or in breach of the employment laws in the jurisdiction where you are employed or the terms of your employment agreement, if any) will be measured by the date you cease to be actively employed and will not be extended by any notice period mandated under local law (e.g., active employment would not include a period of “garden leave” or similar period mandated under the employment laws in the jurisdiction where you are employed or the terms of your employment agreement, if any); the Company, in its

sole discretion, shall determine when you are no longer actively employed for purposes of the Option Award (including whether you may still be considered actively employed while on an approved leave of absence);

- (k) you are solely responsible for investigating and complying with any exchange control laws applicable to you in connection with any payment made pursuant to Option Award;
- (l) unless otherwise provided in the Plan Documents or by the Company in its discretion, the Option Award and the benefits evidenced by this award agreement do not create any entitlement to have the Option Award or any such benefits transferred to, or assumed by, another company nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the Company's common stock;
- (m) neither your employer, the Company nor any of its Subsidiaries shall be liable for any foreign exchange rate fluctuation between your local currency and the United States Dollar that may affect the value of the Option Award or any payment made pursuant to the Option Award; and
- (n) the Company is not providing any tax, legal, or financial advice, nor is the Company making any recommendations regarding the Option Award. You are hereby advised to consult with your personal tax, legal and financial advisors regarding the Option Award before taking any action in relation thereto.

3. LANGUAGE

If you have received this Agreement or any other document related to the Plan Documents translated into a language other than English and if the meaning of the translated version differs from the English version, the English version shall control.

CERTIFICATION

I, Randall C. Stuewe, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Darling Ingredients 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 circumstance 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(s) 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 an 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(s) 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.

Date: May 12, 2016

/s/ Randall C. Stuewe

Randall C. Stuewe
Chief Executive Officer

CERTIFICATION

I, John O. Muse, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Darling Ingredients 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 circumstance 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(s) 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 an 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(s) 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.

Date: May 12, 2016

/s/ John O. Muse

John O. Muse
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Darling Ingredients Inc. (the "Company") on Form 10-Q for the period ending April 2, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Randall C. Stuewe, Chief Executive Officer of the Company and John O. Muse, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002 (the "Act"), 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.

This certification is being furnished solely for purposes of compliance with the Act.

/s/ Randall C. Stuewe

Randall C. Stuewe
Chief Executive Officer
Date: May 12, 2016

/s/ John O. Muse

John O. Muse
Chief Financial Officer
Date: May 12, 2016
