

CHARTER
OF
THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS

AS AMENDED AND RESTATED NOVEMBER 6, 2018

DARLING INGREDIENTS INC.

Darling Ingredients Inc.

Audit Committee of the Board of Directors

CHARTER

(As Amended and Restated November 6, 2018)

PURPOSE

The primary purpose of the Audit Committee (the “Committee”) for Darling Ingredients Inc. (the “Company”) is to act on behalf of the Board of Directors (the “Board”) in fulfilling its responsibility to oversee (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the qualifications and independence of the Company’s external auditor (the “independent auditor”); (iv) the performance of the Company’s internal audit function and independent auditors; and (v) Company processes for the management of business/financial risk and for compliance with applicable legal, ethical and regulatory requirements.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and has the authority to retain and discharge outside counsel, auditors or other advisors at the Company’s expense to carry out its responsibilities hereunder. The Committee shall have the sole authority to negotiate and approve any such fees and expenses and terms of engagement. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, compensation to any advisers employed by the Committee pursuant to this charter and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain, compensate, direct, oversee and terminate the Company’s independent auditors and any counsel, other auditors and other advisers hired to assist the Committee, who shall be accountable ultimately to the Committee.

The Committee shall review the adequacy of this Charter and conduct a performance evaluation of the Committee’s effectiveness in discharging its responsibilities hereunder on an annual basis. Additionally, the Committee shall prepare an Audit Committee report, as required by the U.S. Securities and Exchange Commission (the “SEC”), to be included in the Company’s proxy statement.

MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board, all of whom shall be independent within the meaning of applicable New York Stock Exchange (“NYSE”) rules, and the Committee’s composition will meet all other applicable requirements, including those of the NYSE and the SEC. In addition, at least one member shall meet the criteria for an “audit committee financial expert” set forth in regulations promulgated by the SEC.

Each member of the Committee shall serve on no more than three audit committees of public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee. Any such determination by the Board shall be disclosed in the Company’s next annual proxy statement or, if the Company does not file an annual proxy statement, in the Company’s next Form 10-K.

The Board will elect the members of the Committee at the Board Meeting that is held immediately after the Annual Meeting of the Stockholders of the Company (“Annual Board Meeting”). Members shall continue to be members of the Committee until their successors as Committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. Any member may be removed by the Board, with or without cause, at any time.

The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board. The Chairman shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by action of the Committee. In the absence of the Chairman, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Board may remove or replace a member of the Committee at any time without cause.

Meetings

The Committee shall meet at least on a quarterly basis, or more frequently as circumstances dictate. The Committee may ask members of management or others to attend meetings and to provide pertinent information as necessary. As part of its role to foster open communication, the Committee should meet at least annually with management and the independent auditors in separate executive sessions to discuss any matters that the Committee believes should be discussed privately. In addition, the Committee or at a minimum its Chair should meet with the independent auditors and management quarterly to

review the Company's financial statements. Meetings of the Committee may be held telephonically.

Key Responsibilities

The Committee's job is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements and that the independent auditors are responsible for auditing those financial statements. Additionally, the Committee recognizes that Company financial management, as well as the independent auditors, have more time, knowledge and detailed information regarding the Company's financial affairs than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

- Consider and review with the independent auditors and management, in separate meetings to the extent appropriate or as required by applicable law or rules: (a) the adequacy of the Company's disclosure controls and procedures and internal controls, including computerized information system disclosure controls and procedures or controls and security; (b) all significant deficiencies in the design or operation of the Company's internal controls and systems of financial accounting and financial controls which could adversely affect the Company's ability to record, process, summarize and accurately report financial data; (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and (d) the related findings and recommendations of the independent auditors together with management's responses.
- Review and discuss with management and the independent auditors the accounting policies that may be viewed as critical, and review and discuss any significant changes in the accounting policies of the Company and any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports. Meet separately with the independent auditors without any management member present to discuss whether management's choices of accounting principles are conservative, moderate, or aggressive from the perspective of income, asset, and liability recognition, and whether those principles are common practices or are minority practices.
- Review and discuss with management and the independent auditor (a) any material financial or non-financial arrangements of the Company

which do not appear on the financial statements of the Company and (b) any transactions or courses of dealing with parties related to the Company.

- Meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors.
- Set clear hiring policies for employees or former employees of the independent auditors.
- Prior to releasing any financial statements or comparable information to the public or submitting financial statements, certifications regarding financial statements or internal controls, or related financial information to the SEC, including information discussing or analyzing the financial statements and financial information (such as Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K), (i) meet to review the financial statements and related financial information with management and the independent auditors, (ii) discuss with the independent auditors the matters required to be discussed by applicable accounting requirements, and (iii) to the extent that such discussions involve the Company's Annual Report on Form 10-K to be filed with the SEC, make a recommendation to the Board regarding the inclusion of the audited financial statements.
- Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- Obtain and review annually, prior to the completion of the independent auditor's annual audit of the Company's year-end financial statements (the "Annual Audit"), a report from the independent auditor, describing (i) all critical accounting policies and practices to be reflected in the Annual Audit, (ii) all alternative treatments of financial information within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences. Review any reports on such topics or similar topics prepared by management. Discuss with the independent auditor any material issues raised in such reports.
- Review and evaluate the lead audit partner of the independent auditor and assure the regular rotation of the lead audit partner, the concurring

partner and other audit partners engaged in the Annual Audit, to the extent required by law.

- Review with management and the independent auditor (or separately with the independent auditor as appropriate) the results of annual audits and related comments and any reports of the independent auditor with respect to interim periods, in consultation with the other Board committees as deemed appropriate, including: (a) the independent auditor's audit of annual financial statements, accompanying footnotes and its report thereon; (b) any significant changes required in the independent auditor's audit plans; (c) any difficulties encountered during the course of the annual audit or the review with respect to interim periods, including any restrictions on the scope of the auditor's activities or on access to requested information, and management's response to any such difficulties; (d) any significant disagreements with management; (e) any significant adjustments, management judgments and accounting estimates; and (f) other matters related to the conduct of the audit or review, which are to be communicated to the Committee under Generally Accepted Auditing Standards.
- Inquire of management and the independent auditors about significant risks or exposures and assess the steps management has taken to minimize such risks. Oversee the Company's policies with respect to risk assessment and risk management including the development and maintenance of an internal audit function to provide management and the Committee with ongoing assessments of the Company's risk management processes and system(s) of internal control. In discharging this responsibility, the Committee may choose to outsource this function to a third-party service provider other than its independent auditor. The Committee shall, at least annually, obtain and review a report by the independent auditor describing: (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the listed company. The Committee shall evaluate the auditor's qualifications, performance and independence and present its conclusions with respect to the independent auditor to the full Board.
- Prepare any report from the Committee required to be included in the Company's annual report or proxy statement.
- Discuss with the independent auditor the independent auditor's judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting.

- Discuss with internal audit and management their views as to the competence, performance and independence of the independent auditor.
- Review annually the effect of legal, regulatory and accounting initiatives on the Company's financial statements.
- Review annually the effect of off-balance sheet arrangements, if any, on the Company's financial statements.
- Report regularly to the Board, both with respect to the activities of the Committee generally and with respect to any issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the independent auditor or the performance of the internal audit.
- Conduct an annual self-examination of the performance of the Committee, including its effectiveness in carrying out the Charter of the Committee.

The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submissions by employees of concerns regarding "questionable" accounting or auditing matters. Such procedures will be communicated to employees in the Company's Code of Conduct, which will be appropriately published to employees, including by posting on the Company's website.

The Committee will have the direct responsibility for the appointment, compensation, retention and oversight of the Company's public accounting firms engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and any such accounting firm must report directly to the Committee.

The Committee shall:

- Request annually from the independent auditors a formal written statement delineating all relationships between the auditor and the Company consistent with Independence Standards Board Standard Number 1 (as such standard may be revised, replaced or supplemented);
- Discuss with the independent auditors any such disclosed relationships and their impact on the independent auditor's independence; and

- Recommend that the Board take appropriate action to oversee the independence of the independent auditor.

Pre-Approved Audit and Non-Audit Services

Both audit and permitted non-audit services provided to the Company must be pre-approved by the Committee, subject to any applicable de-minimis exceptions. The Committee may delegate the authority to grant pre-approvals to one or more of its members. Decisions made by the delegate must be reviewed and approved by the full Committee during its regularly scheduled meetings. Approval of non-audit activities also must be disclosed to investors in the Company's periodic reports.

Reporting to Shareholders

The Committee shall make available to shareholders a summary report on the scope of its activities. This may be identical to the report that appears in the Company's annual report.