

CHARTER
OF
THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS

DARLING INTERNATIONAL INC.

Audit Committee of the Board of Directors CHARTER

PURPOSE

The primary purpose of the Audit Committee (the “Committee”) is to act on behalf of the Board of Directors (the “Board”) in fulfilling its responsibility to oversee management’s conduct of the Company’s financial reporting, control and audit functions, including overseeing the Company’s financial reports and 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 the authority to retain 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 Board and the Committee are in place to represent the Company’s shareholders; accordingly, the outside auditor is ultimately accountable to the Board and the Committee.

The Committee shall review the adequacy of this Charter on an annual basis.

MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board, all of whom shall be independent, and the Committee’s composition will meet all of the requirements of the Audit Committee Policy of the American Stock Exchange (“AMEX”) and the Sarbanes-Oxley Act of 2002 and any rules adopted by the Securities and Exchange Commission (the “Commission”) relating to audit committees.

Accordingly, each of the members of the Audit Committee must:

1. Be a member of the Board of Directors;
2. Satisfy the independence standards specified in Section 121A of the AMEX Company Guide and Rule 10A-3 under the Securities Exchange Act of 1934, as amended; and
3. Be able to read and understand fundamental financial statements, including balance sheets, income statements and cash flow statements.

In addition, at least one member of the Committee (i) must be financially sophisticated, in that he or she has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, and (ii) must otherwise meet the criteria for an "audit committee financial expert" set forth in regulations promulgated by the Commission.

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"). Each Committee member shall serve until the date of the next Annual Board Meeting, unless he or she resigns, is removed or replaced, or otherwise ceases to be a director or a member of the Committee prior to such date, in which event the Board shall appoint another qualified director of the Company to fill the resulting vacancy. If for any reason the Board does not elect the members of the Committee at an Annual Board Meeting, the members shall serve until their successors are appointed by the Board. The Board may remove or replace a member of the Committee at any time without cause.

Unless a Chair of the Committee is selected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Meetings

The Audit Committee shall meet at least on a quarterly basis, or more frequently as circumstances dictate. The Audit 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 Audit Committee should meet at least annually with management and the outside auditors in separate executive sessions to discuss any matters that

the Audit Committee believes should be discussed privately. In addition, the Audit Committee or at least its Chair should meet with the outside auditors and management quarterly to review the Company's financial statements.

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 outside auditors are responsible for auditing those financial statements. Additionally, the Committee recognizes that Company financial management, as well as the outside 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 outside 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 outside auditors and management, in separate meetings to the extent appropriate: (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 outside auditors together with management's responses.
- Review and discuss with management and the outside 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 outside auditors without any management

member present to discuss whether management's choices of accounting principles are appropriate.

- Review and discuss with management and the outside 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.
- Prior to releasing any financial statements or comparable information to the public (including any earnings releases) or submitting financial statements, certifications regarding financial statements or internal controls, or related financial information to the Commission, 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) review the financial statements and related financial information with management and, if appropriate, the outside auditors to determine that management and the outside auditors are satisfied with the disclosures and content, (ii) discuss with the outside auditors the matters required to be discussed by Statement of Auditing Standards No. 61 or No. 71 and (iii) to the extent that such discussions involve the Company's Annual Report on Form 10-K to be filed with the Commission, make a recommendation to the Board regarding the inclusion of the audited financial statements.
- Review with management and the outside auditor (or separately with the outside auditor as appropriate) the results of annual audits and related comments and any reports of the outside auditor with respect to interim periods, in consultation with the other Board committees as deemed appropriate, including: (a) the outside auditor's audit of annual financial statements, accompanying footnotes and its report thereon; (b) any significant changes required in the outside auditor's audit plans; (c) any difficulties or disputes with management encountered during the course of the annual audit or the review with respect to interim periods; (d) any significant adjustments, management judgments and accounting estimates; and (e) other matters related to the conduct of the audit or review, which are to be communicated to the Audit Committee under Generally Accepted Auditing Standards.
- Inquire of management and the outside 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.

- Prepare a report to be included in the Company's annual proxy statement stating whether or not the Committee: (i) has reviewed and discussed the audited financial statements with management; (ii) has discussed with the outside auditors the matters required to be discussed by Statement of Auditing Standards No. 61 and No. 90; (iii) has received the written disclosure and statement from the outside accountants (delineating all relationships they have with the Company) complying with Independence Standards Board Standard Number 1 and has discussed their independence with the outside auditors; and (iv) based on the review and discussions referred to above, the members of the Committee recommended to the Board that the audited financials be included in the Company's Annual Report on Form 10-K for filing with the Commission.
- 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 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 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 from the outside auditors annually, a formal written statement delineating all relationships between the auditor and the Company consistent with Independence Standards Board Standard Number 1;
- Discuss with the outside auditors any such disclosed relationships and their impact on the outside auditor's independence; and

- Recommend that the Board take appropriate action to oversee the independence of the outside 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 Audit Committee. 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 Audit Committee during its next regular scheduled meeting. 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 stockholders a summary report on the scope of its activities. This may be identical to the report that appears in the Company's annual report.