

DARLING INTERNATIONAL INC.

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) and establishes and authority and responsibilities delegated to the Committee by the Board.

1. Purpose.

The purpose of the Committee is to discharge the responsibilities of the Board in (i) determining the appropriate compensation levels of the Company’s executives; (ii) evaluating officer and director compensation plans, policies and programs; (iii) reviewing benefit plans for officers and employees; and (iv) and producing the annual report on executive compensation for inclusion in the Company’s annual proxy statement.

2. Membership.

The Committee will consist of at least three Directors. Each member of the Committee must be independent and satisfy the independence requirements set forth in the applicable listing standards of the stock exchange on which the Company’s securities are listed; and each member must (i) be a “non-employee director” as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and (ii) satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. Each member must be free of any relationship that, in the judgment of the Board from time to time, would interfere with the exercise of independent judgment.

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 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.

3. Meetings and Procedures.

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

A quorum shall consist of a majority of the Committee's members. The act of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.

The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting. The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of the Company's management or staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.

The Committee shall have the authority to (i) delegate authority and responsibilities to sub-committees as it deems necessary and appropriate, provided that no sub-committees shall consist of less than two members; (ii) retain, at the Company's expense, and determine the compensation and other retention terms of consultants it deems necessary to fulfill its responsibilities under this Charter; and (iii) obtain advice and assistance on any matter addressed in this Charter from internal or external legal, accounting, or other advisors, at the expense of the Company.

The Committee may invite to its meetings any director, management member or such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Committee shall report regularly to the Board following each meeting, which reports shall include any recommendations the Committee deems appropriate and any other matters that are relevant to the fulfillment of the Committee's responsibilities. The report to the Board may be an oral report and may be made at any meeting of the Board. Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities; and a copy of such Minutes shall be sent to the members of the Board of Directors.

4. Duties and Responsibilities.

The Committee's primary responsibilities are set forth below. The Committee shall also carry out any other responsibilities assigned to it by the Board from time to time.

- (i) Establish and review the overall compensation philosophy of the Company.
- (ii) Review and approve corporate goals and individual objectives relevant to CEO and other executive officers' compensation, including annual performance objectives.
- (iii) Evaluate the CEO's performance in light of those goals and objectives, and determine the CEO's compensation level based on this evaluation.

- (iv) Review on a periodic basis the Company's incentive compensation and equity-based compensation plans to determine whether they are properly coordinated and achieving their intended purpose(s) and recommend any appropriate modifications.
- (v) Review and recommend to the Board for approval new executive compensation programs.
- (vi) Review and recommend to the Board for approval any changes in employee pension programs, and review generally employee salary levels and ranges and employee fringe benefits.
- (vii) Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders.
- (viii) Administer the Company's stock option plans and executive compensation programs, including, without limitation, authorizing awards to employees of options, units and restricted shares under such programs, making recommendations to the Board regarding the base salary of senior management employees, approving their bonus opportunity levels and establishing performance goals applicable to one or more executive employees and determining the extent to which such performance goals have been attained.
- (ix) Examine and make recommendations to the Board with respect to the overall compensation program for managerial level employees, including, without limitation, salary, incentive, equity-based and deferred compensation, and retirement and health benefits.
- (x) Prepare an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations of the American Stock Exchange, Securities and Exchange Commission and any other applicable regulatory bodies.
- (xi) Annually evaluate the performance of the Compensation Committee and the appropriateness of its charter.