

## DARLING INTERNATIONAL INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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

#### 1. **Purpose.**

The purpose of the Committee is to:

- (i) Identify individuals qualified to serve as Directors and recommend to the Board such Director nominees;
- (ii) Recommend to the Board the number and nature of standing and special committees to be created by the Board;
- (iii) Recommend to the Board the members and chairperson for each Board committee; and
- (iv) Develop, recommend, and periodically review and assess the Company’s Corporate Governance Principles and the Company’s Code of Conduct, corporate governance matters and make recommendations for changes or other actions to the Board.

#### 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.

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, except that nominations for Directors that are submitted to the Board shall be approved by the vote of two-thirds of the standing members 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 or search firms 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.

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.**

To fulfill its purposes, 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.

- a. With respect to Membership of the Board of Directors:
- (i) Establish and periodically reevaluate the standards and criteria for membership, and the process of selection, of new Directors for the Board. This will involve determination and articulation of the portfolio of skills, experience, perspective and background required for the effective functioning of the Board. The criteria will include, among other things, a prospective director's character, integrity, business, professional and personal background, skills, current employment, and ability to commit sufficient time and attention to the activities of the Board. The Committee will consider these criteria, among others, in the context of an assessment of the perceived needs of the Board as a whole.
  - (ii) Actively seek, recruit, screen, and interview individuals qualified to become members of the Board.
  - (iii) Communicate with stockholders of the Company a procedure to suggest to the Committee possible nominees for the Board, and consider whether to recommend such nominees to the Board of Directors for election to the Board.
  - (iv) Evaluate the qualifications and performance of incumbent Directors and determine whether to recommend them for reelection to the Board.
  - (v) Recommend to the Board of Directors the nominees, both new and continuing directors, for election to the Board, subject to any contractual or other commitments of the Company with respect to the election of directors.
  - (vi) Recommend to the Board of Directors the nominees for each of the committees to the Board, including the chairperson of each such committee.
  - (vii) Periodically review the size of the Board and recommend to the Board any appropriate changes.
  - (viii) Review the Board's policy on compensation for Directors and recommend to the Board any changes as appropriate.
  - (ix) Monitor the orientation and training needs of Directors and recommend action to the Board, individual Directors and management where appropriate.

- b. With respect to Corporate Governance:
- (i) Develop, annually review and assess the adequacy of the Company's Corporate Governance Principles and the Company's Code of Conduct and recommend any changes to the Board.
  - (ii) Periodically review corporate governance matters generally and recommend action to the Board where appropriate.
  - (iii) Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
  - (iv) Monitor the quality, sufficiency and currency of information furnished by management to the Directors in connection with Board and committee meetings and other activities of the Directors.
  - (v) Review and address potential conflicts of interest of Directors and Executive Officers of the Company.
  - (vi) Annually conduct a review and make a self-assessment of the Committee's performance and report the results of such self-assessment to the Board.
  - (vii) Develop criteria for and assist the Board in its annual self-evaluation.