



Darling International Inc.

DAR NYSE

Food Processing

Market Capitalization USD:

\$1,473.61 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Randall C. Stuewe

Age: 49

CEO Since: 2003

	2009	2010	2011
Base Salary	\$675,000	\$675,000	\$800,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$889,196	\$1,188,041	\$2,400,002
Benefits and Perquisites	\$37,537	\$43,613	\$43,212
TOTAL ANNUAL COMPENSATION	\$1,601,733	\$1,906,654	\$3,243,214
Increase in Post-Retirement Benefits	\$13,047	\$22,410	\$49,329
Stock Option Awards	\$103,509	\$299,678	\$636,758
Stock Awards	\$531,563	\$1,582,752	\$2,549,710
TOTAL COMPENSATION	\$2,249,852	\$3,811,494	\$6,479,011
Median of Other Named Executive Officers Total Compensation	\$790,643	\$987,901	\$1,624,524
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$122,231	\$613,798	\$1,314,257
TOTAL REALIZED EQUITY COMPENSATION	\$122,231	\$613,798	\$1,314,257

Proxy Date: 28 Mar 2012

Annual Meeting Date: 8 May 2012

Equity Reserves: 11.01%

Stock Option Run Rate: 0.05%

Darling International Inc.

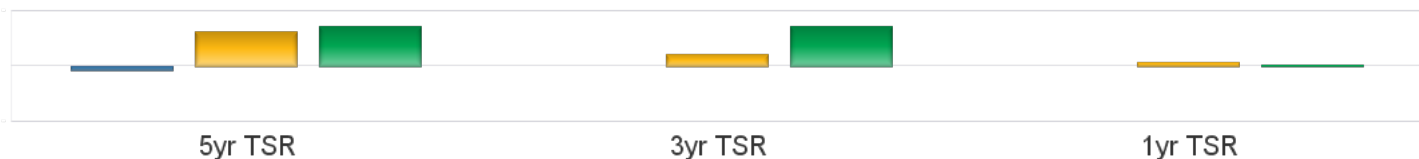
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Performance Comparison

■ S&P500 ■ Industry ■ DAR



Peer Comparisons (TRBC) =Food Processing

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DAR	Darling International Inc.	\$2,249,852	\$3,811,494	\$6,479,011	\$1,473,611,733
RAH	Ralcorp Holdings, Inc.	\$1,486,410	\$6,498,356	\$1,503,201	\$4,229,315,178
SFD	Smithfield Foods, Inc.	\$2,320,616	\$10,958,437		\$3,185,013,389
CPO	Corn Products International, Inc.	\$6,517,378	\$5,842,602		\$3,011,052,009
FLO	Flowers Foods, Inc.	\$4,834,417	\$4,476,443		\$2,654,693,034
THS	TreeHouse Foods, Inc.	\$4,116,024	\$4,919,675	\$3,832,640	\$2,218,432,143
SEB	Seaboard Corporation	\$2,784,860	\$5,118,306	\$5,190,668	\$2,191,001,799

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Peer group not disclosed.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
O. Thomas Albrecht	Chairman	65	Male	10	Outside Related
D. Eugene Ewing	Member	63	Male	1	Outside
John D. March	Member	64	Male	4	Outside
Michael Rescoe	Member	59	Male	1	Outside