



**PARMALAT  
INTERNAL DEALING CODE OF CONDUCT**

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## 1. FOREWORD

This Code of Conduct (the “Code”), the provisions of which are binding, governs disclosure requirements with regard to Transactions executed by Significant Parties and Parties Closely Related to them that involve shares of stock or other financial instruments issued by Parmalat S.p.A., as required by Legislative Decree No. 58/98 and Implementation Regulation No. 11971/99.

## 2. DEFINITIONS

In this Code, the following terms are used as defined below:

- A. *Insider Information*: Information that, if made public, could have a significant impact on the price of financial instruments and which it is presumed that a reasonable investor would use as one of the elements underpinning his or her investment decisions.
- B. *Significant Parties*: a) The members of the Board of Directors or other corporate governance body of an issuer of publicly traded securities; b) individuals who perform management functions for an issuer of publicly traded securities and managers who have regular access to insider information and have the power to make management decisions that could have an impact on the development and outlook of an issuer of publicly traded securities; c) members of corporate governance bodies, individuals who perform management functions and managers who have regular access to insider information and have the power to make management decisions that could have an impact on the development and outlook of a company controlled directly or indirectly by an issuer of publicly traded securities, when the value of the equity investment in the subsidiary is equal to more than 50% of the assets of the issuer of publicly traded securities, based on the latest approved financial statements; and d) any party who holds an interest in an issuer of publicly traded securities (computed in accordance with Article 118 of Consob Regulation No. 11971) that is equal to at least 10% of the voting share capital of the issuer of publicly traded securities and any other party who controls an issuer of publicly traded securities.
- C. *Parties Closely Related to Significant Parties*: a) A spouse who is not legally separated, dependent children (including the spouse’s children) who have been living at home for at least a year, parents, blood relatives and relatives by marriage of Significant Parties; b) companies, partnerships and trusts in which a Significant Party or one of the parties listed under a) above performs, alone or jointly, a management function; c) companies that are controlled directly or indirectly by a Significant Party or one of the parties listed under a) above; d) partnerships the economic interests of which substantially coincide with those of a Significant Party or one of the parties listed under a) above; and e) trusts established for the benefit of a Significant Party or one of the parties listed under a) above.

- D. *Transaction(s)*: All transactions involving the purchase, sale, subscription or exchange of shares or Equity-linked Financial Instruments.
- E. *Equity-linked Financial Instruments*: Equity-linked Financial Instruments are those listed in Article 152, Section Six, Letter b), of the Regulations adopted by the Consob in Resolution No. 11971/99.
- F. *Compliance Officer*: A person designated by the Board of Directors for the purpose of receiving communications and managing information about Transactions executed by Significant Parties. The Compliance Officer is responsible for reporting this information to the Consob and the market in the manner set forth in this Code.

### **3. DISCLOSURES REQUIRED OF SIGNIFICANT PARTIES**

Whenever a Significant Party or a Party Closely Related to a Significant Party executes transactions the aggregate amount of which exceeds 5,000 euros, the Party in question is required to disclose the transactions to the Compliance Officer within five stock market trading days from the date of the Transaction.

The amount of 5,000 euros is to be computed by adding transactions involving shares and Equity-linked Financial Instruments executed on behalf of each Significant Party and those executed on behalf of Parties Closely Related to Significant Parties.

The disclosure requirements listed in the preceding paragraph do not apply to the following transactions:

- a) Transactions the aggregate amount of which is less than 5,000 euros within one calendar year. In the case of Equity-linked Financial Instruments, the amount is computed by making reference to the underlying shares.
- b) Transactions executed between a Significant Party and Parties Closely Related to the Significant Party.
- c) Transactions executed directly by an issuer of publicly traded securities or its subsidiaries.

### **4. REPORTING OF TRANSACTIONS TO THE CONSOB AND THE MARKET BY THE COMPLIANCE OFFICER**

The Compliance Officer is responsible for reporting to the Consob all Transactions that Significant Parties communicated to the Compliance Officer within five stock market trading days from the date of the Transaction, as required by Article 3 above .

The Compliance Officer shall disclose to the market, by means of a special press release, the Transactions referred to in the preceding paragraph before the end of the next stock market trading day following the date of receipt of the information.

## **5. PENALTIES**

In addition to the penalties set forth in Title I *bis*, Chapter II, Article 184 and following of Legislative Decree No. 58/1998, Parmalat reserves the right to seek relief for any damages and/or liabilities that it may incur as a result of violations of this Code and: (i) for employees, to take the disciplinary actions allowed under current laws and the terms of collective bargaining agreements; (ii) for independent contractors, to terminate the working relationship with or without notice; (iii) for Directors and Statutory Auditors, to ask their dismissal for cause at the next Shareholders' Meeting.

## **6. ACCEPTANCE**

Acceptance of this Code by each Significant Party is indicated by signing the form provided in the Annex.

## **7. UPDATING OF THE CODE AND PERSONAL DATA**

The Compliance Officer is responsible for monitoring the implementation of this Code and its effectiveness in achieving its objectives and for submitting proposals to update and expand the Code to the Board of Directors.

The Compliance Officer is responsible for holding the affidavits by which Significant Parties declare that they have full knowledge of the Code, accept it and, as required by Legislative Decree No. 196/2003, give their consent to the processing of the necessary data.

**Annex**

**Affidavit Declaring Full Understanding and Acceptance of the  
Internal Dealing Code of Conduct and of the Related Procedure and  
Consent Required by Legislative Decree No. 196/2003`  
to Process Personal Data**

I, the undersigned .....,

born in.....,

resident in .....,

street address....., in my capacity

as.....,

being aware of the fact that I have been classified as a Significant Party pursuant to the Parmalat Internal Dealing Code of Conduct (the "Code"), acknowledge that I have received a copy of the abovementioned Code, that I have a thorough understanding of it and that I accept its content.

\_\_\_\_\_  
(signature)

As required by Legislative Decree No. 196/03, I specifically consent to the processing (by Parmalat or third parties) of the personal data required for compliance with the obligations of the abovementioned Code.

\_\_\_\_\_  
(signature)