



**"PARMALAT S.p.A."**

**Head Office: 4 Via delle Nazioni Unite, Collecchio (Parma) Italy**

**Approved Share Capital €1,940,000,000 – €1,831,435,775 subscribed and paid-in**  
**Parma Company Register, Tax I.D. and VAT No. 04030970968**  
***Company subject to guidance and coordination by B.S.A. S.A.***

The shareholders are hereby invited to an Extraordinary Shareholders' Meeting that will be held at *STARHOTELS ROSA GRAND*, Piazza Fontana n. 3, Milan, Italy, on a single calling at 02:30 PM on February 27, 2015 to discuss and vote on the following:

#### **Agenda**

1. Motion to extend the subscription deadline for the share capital increase referred to in Article 5, Letter b), of the Company Bylaws and delegate powers to the Board of Directors to implement this motion and, consequently, empower the Board of Directors to regulate the allocation of warrants subsequent to January 1, 2016. Amendments to Article 5 of the Company Bylaws. Pertinent and related resolutions.

#### **Supporting Documents and Other Information**

Supporting documents concerning the items on the Agenda, required by the regulations currently in effect, shall be available at the Company's registered office, at 4 Via delle Nazioni Unite, in Collecchio, Parma, Italy through the 1Info storage system ([www.1Info.it](http://www.1Info.it)) and on the Company website: [www.parmalat.com/en/corporate\\_governance/annual\\_general\\_meeting/](http://www.parmalat.com/en/corporate_governance/annual_general_meeting/). Shareholders may view these documents and request copies of them.

The Company's share capital is currently comprised of 1,831,435,775 common shares, par value 1 euro each. Additional information is available on the Company website.

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#### **Right to Amend the Agenda or Submit Additional Motions Concerning Items Already on the Agenda**

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital may request in writing, within 10 (ten) days from the publication of this notice, i.e., by Friday, February 6, 2015, that the Meeting's Agenda be amended to include additional items or submit additional motions concerning items already on the Agenda, listing in their request the additional items or additional motions. Amendments are not allowed for issues with regard to which, pursuant to law, the Shareholder' Meeting is required to adopt resolutions upon a motion by the Board of Directors or based on a project or report prepared by the Board of Directors, other than those referred to in Article 125-ter, Section 1, of the Uniform Financial Code (TUF).

Requests must be submitted in writing by registered letter, with proof of delivery, sent to Parmalat S.p.A., Via delle Nazioni Unite 4, Collecchio (PR), accompanied by a report on the issues submitted for discussion.

The attestation of the ownership of the shares by the requesting shareholders and of the percentage interest required to request that the Agenda be amended must be provided by means of a communication produced by the Depository Intermediary, effective as of the date of the abovementioned request, sent to [parmalat@pecserviziitolitoli.it](mailto:parmalat@pecserviziitolitoli.it).

#### **Attendance and Representation at Shareholders' Meetings and Voting by Proxy**

Pursuant to Article 9 of the Bylaws, the eligibility to attend the Shareholders' Meeting and exercise the right to vote shall be certified by means of a communication sent to the issuer by an intermediary, in accordance with the data in its accounting records, for the benefit of the party qualified to exercise the right to vote.

The communication required pursuant to the abovementioned Article 9 of the Bylaws shall be sent by the intermediary, based on the corresponding evidence available at the close of business on the seventh stock



market trading day before the scheduled date of the Shareholders' Meeting (record date: February 18, 2015). Debit or credit entries posted to the accounting records after this deadline are irrelevant for purpose of determining the eligibility to exercise the right to vote at the Shareholders' Meeting.

Any party who is entitled to attend the Shareholders' Meeting and exercise the right to vote may choose to be represented, pursuant to law, at the Meeting by means of a written proxy granted:

- either to a proxy agent chosen by the party entitled to vote, using the proxy form available online on the website: [www.parmalat.com/en/corporate\\_governance/annual\\_general\\_meeting/](http://www.parmalat.com/en/corporate_governance/annual_general_meeting/)
- or to Computershare S.p.A., as the Representative designated by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/98 (TUF). In this case, either the special proxy form prepared by the Designated Representative, with the Company's approval, available in electronic format on the website [www.parmalat.com/en/corporate\\_governance/annual\\_general\\_meeting/](http://www.parmalat.com/en/corporate_governance/annual_general_meeting/); or the form that can be filled out with support instructions and submitted via internet through the abovementioned website may be used.

In any event, the original of the proxy to the Designated Representative must be delivered to the offices of Computershare S.p.A., Via Lorenzo Mascheroni n. 19 – 20145 Milan, possibly preceded by a certified copy sent by fax to the number +39 02 46776850 or as an attachment to an e-mail sent to the address [parmalat@pecserviziottitoli.it](mailto:parmalat@pecserviziottitoli.it), by February 25, 2015. The proxy thus granted shall be effective only for motions for which the principal provides voting instructions. The proxy and voting instructions may be revoked within the abovementioned deadline.

If for technical reasons the proxy forms cannot be made available electronically, they will be provided upon a request made by telephone, calling the number: +39 02 46776811.

In order to facilitate the process of verifying the powers granted to them as proxies, all those who attend the Shareholders' Meeting as representatives of shareholders or other holders of voting rights by virtue of a statutory or voluntary proxy may submit evidence of their powers by a fax sent to the number +39 02 46776850 or by e-mail sent to the address [parmalat@pecserviziottitoli.it](mailto:parmalat@pecserviziottitoli.it), at least one day before the date set for the Shareholders' Meeting.

#### **Right to Submit Questions Before to the Shareholders' Meeting**

Parties who are entitled to vote may submit questions about items on the Agenda even before the Shareholders' Meeting. Questions must be submitted in writing to Parmalat S.p.A., 4 Via delle Nazioni Unite, Collecchio (PR) in accordance with the method described on the Company website or faxed to the number +39 0521 808542 or by filling out the form provided for this purpose on the website: [www.parmalat.com/en/corporate\\_governance/annual\\_general\\_meeting/](http://www.parmalat.com/en/corporate_governance/annual_general_meeting/).

Questions must be accompanied by the personal data of the requesting shareholder (last and first name, or company name, place and date of birth and tax I.D. number).

Only parties who can certify their share ownership on the Record Date (February 18, 2015) shall be entitled to receive an answer. To that effect, the Depository Intermediary shall be asked, even after submitting a question, to produce a specific communication, effective up to the abovementioned date, sent to the following address: [parmalat@pecserviziottitoli.it](mailto:parmalat@pecserviziottitoli.it). If a shareholder has already asked his or her Depository Intermediary to provide the communication required to be allowed to attend the Shareholders' Meeting, it shall suffice to cite in the application the reference data of the abovementioned communication provided by the intermediary or, as a minimum, the intermediary's name.

Questions received by February 24, 2015 will be answered, after determining their relevance and verifying the right of the applicant to submit them, at the Shareholders' Meeting at the latest.

The Company may provide a single answer for all questions with the same content.

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Notice is hereby given to the holders of the "2005-2015 Parmalat S.p.A. Common Share Warrants" that starting today, when a resolution was adopted to convene a Shareholders' Meeting for February 27, 2015, up to and including the day when the Shareholders' Meeting is held, the right to exercise the Warrants shall be suspended, as required by Article 2, Paragraph Five, of the Warrant Regulations.

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This Notice of Shareholders' Meeting is being released through SDIR NIS. It is also being published on the Company website and, in condensed format, in the newspapers *Il Sole 24 Ore* and *Milano Finanza*.

Milan, January 27, 2015

The Board of Directors  
by: Gabriella Chersicla  
Chairperson