



## Attachment to the 2011 Annual Report

### Clarification requested by Consob on 24 May 2012 on the subject of the Liquidity Payment Agreement

Upon request of Consob, we specify the following:

1. Main terms of the *Liquidity Payment Agreement* stipulated with the *Ontario Teachers Pension Plan Board*.

The *Liquidity Payment Agreement* (“LPA”) furnishes information for the calculation of the “*Net Value*” of Parmalat Canada Inc., specifying that it corresponds to the “*Enterprise Value*”, defined according to market criteria, from which specific items, expressly listed, have to be subtracted/added. The contractual concept of “*Enterprise Value*” is not precisely determined, however, and may be subject to different interpretations, as the method of calculation is not fully defined. In calculating the “*Net Value*” the following amounts have to be subtracted from the “*Enterprise Value*”:

- the costs, fees and commissions relative to the “*Liquidity Event*”;
- the total financial debt of Parmalat Canada Inc.;

and the following amounts have to be added:

- the amount of repayments relative to debt securities issued by Parmalat Canada Inc. (“*NPA Notes*”).

The result is the “*Net Value*” of Parmalat Canada Inc. Ten percent (10%) of the “*Net Value*” thus obtained, further reduced by the amount of the penalty paid in 2008 for advance repayment of the loan originally made by the *Ontario Teachers’ Pension Plan Board*, is the “*Liquidity Payment*”.

2. Considerations of the directors on the subject of risks and uncertainties.

Concerning considerations about the risks and uncertainties that characterize the amount and timing of the disbursement, we point out that the Board of Directors examined and discussed, during its meeting of 11 April 2012, the criteria for determination of the fund to allocate, reserving the right to decide on the amount while awaiting further details relative to calculation of the *enterprise value* and to the opinion of the Canadian lawyers, also with regard to the method of calculation. On 13 April 2012 the Board of Directors met again and resolved to allocate 100 million Canadian dollars (equivalent to 72.6 million euro) in the consolidated financial statements, correspondent to the provision made by Parmalat Canada Inc. In the specific contractual context defined by the LPA, in which the transfer of control of Parmalat represents the basic element, Parmalat Canada Inc. calculated the *Enterprise Value* on the basis of the multiple of the EBITDA resulting from the acquisition of Parmalat by Lactalis. In making the calculations for the determination of the fund, the multiple considered was reduced to take account of the separation of the majority premium. Lastly, an adjustment for tax effects equal to 25,8% has been registered.

In case of failure to reach an agreement with the other party, the procedure to decide the final amount will initiate.

It should be noted that the final amount may not be lower than the first offer.

3. Update: The procedure is currently pending, awaiting the decision of the Supreme Court of Justice of Ontario and following the motion (*Notice of Application*) presented on 25 April 2012 by Parmalat Canada Inc. On May 29, 2012, the Judge will establish the calendar for the hearings while, on June 18, 2012, even if the motion to repeal is pending, Parmalat Canada will have to present a quantification of the payment, if any.