

AMERICAN ITALIAN PASTA COMPANY CORPORATE GOVERNANCE PRINCIPLES

A. **BOARD COMPOSITION AND POLICIES**

1. **Selection of Chairman and CEO**

The Board believes that the roles of Chief Executive Officer (“CEO”) and Chairman should be separate and that the Chairman should be selected from the non-employee directors.

2. **Size of the Board**

The Board currently has ten authorized members, in accordance with the Company's Bylaws. The Nominating & Governance Committee periodically reviews the appropriate size of the Board.

3. **Majority of Independent Directors**

It is the policy of the Board that a majority of the directors will not be current or former employees of the Company and will otherwise meet appropriate standards of independence. In determining independence, the Board will consider the definition of independence adopted by the NASDAQ Stock Market.

4. **Management Directors**

The Board may appoint or nominate members of the Company’s management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

5. **Board Membership Criteria**

The Nominating & Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This assessment should include issues of diversity, age, relevant experience in business and industry, government, finance and other areas - all in the context of an assessment of the perceived needs of the Board at that point in time.

6. **Director Responsibilities**

Board members are expected to prepare for, attend, and participate in all Board and applicable Committee meetings. The Board believes that having directors own shares in the Company helps align them with the interests of stockholders. As a result, the Board has adopted outside director stock ownership guidelines.

7. Selection of New Director Candidates

The Board should be responsible for nominating its own members and any Board member should feel free to propose candidates for consideration. The Board delegates the screening and nominating process involved to the Nominating & Governance Committee.

8. Directors Who Change Their Present Job Responsibility

The Board does not believe that directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, via the Nominating & Governance Committee, to review the continued appropriateness of Board membership under these circumstances. Accordingly, any such director shall offer to resign, which offer may or may not be accepted by the Board.

9. Term Limits

The Board does not believe it should establish term limits, particularly in view of the fact that the Company has been in operation only since 1989 and public since 1997. Term limits present the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole.

10. Retirement Policy

No director shall be nominated for election after he or she has reached the age of 72.

11. Board Compensation Review

It is appropriate for the Compensation Committee to review periodically the status of the Company's Board compensation in relation to comparable U.S. companies. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board.

12. Annual Performance

The Board, through the Nominating & Governance Committee, shall periodically conduct a self-evaluation whether it is functioning effectively. The Committee will periodically benchmark its board assessment process against other public companies and will communicate with its shareholders regarding the Board assessment process.

13. Board Education

Board members are encouraged to maintain current knowledge of matters applicable to their service on the Board. In addition, the Board will schedule periodic sessions to stay abreast of legal and governance developments.

B. BOARD MEETINGS

1. Scheduling and Selection of Agenda Items for Board Meetings

Board meetings are scheduled in advance, generally every quarter. Typically, the meetings are held at the Company's facilities, but meetings may also be held at other locations. The Chairman and the CEO draft the agenda for each Board meeting and distribute it in advance to the Board. Each Board member is free to suggest the inclusion of items on the agenda. Personal attendance at meetings is strongly encouraged. In addition, the Board may meet by teleconference whenever required to conduct its business.

2. Board Material Distributed in Advance

Information and data that are important to the Board's understanding of agenda items should be distributed in writing to the Board before the Board meets, whether in person or by teleconference. As a general rule, materials on specific subjects should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that directors have about the material. Sensitive subject matters or new developments may be discussed at the meeting without written materials being distributed in advance or at the meeting.

3. Board Presentations and Access to Outside Advisors

The Board may request the presence of outside advisors, such as independent auditors and legal counsel. The Board encourages management to schedule internal and external persons to be present at Board meetings who can provide additional insight into the items being discussed. The Board and all Committees have the authority to engage their own advisors. Whenever the Board or a Committee determines that it requires the services of an advisor, it will provide a budget therefor to the Chief Financial Officer which will include the estimated costs of such services and anticipated timing of the payment of such costs. As with all areas of the Company's operations, when using outside resources the Board and its Committees will be mindful of the Company's commitment to be the "low cost pasta producer."

4. Independent Directors' Discussion

The Board's policy is to have a separate meeting time for the independent directors scheduled at least annually, in conjunction with a regularly scheduled Board meeting. The Company's independent auditors, finance staff, legal counsel and other requested associates may be invited to attend these meetings. Whenever the independent director group determines that it requires the services of an advisor, it will provide a budget therefor to the Chief Financial Officer which will include the estimated costs of such services and anticipated timing of the payment of such costs. As with all areas of the Company's operations, when using outside resources the independent director group will be mindful of the Company's commitment to be the "low cost pasta producer."

C. BOARD COMMITTEES

1. Number of Committees

The current standing Committees are Audit, Compensation and Nominating & Governance. There will, from time to time, be occasions on which the Board may want to form a new committee or disband a current committee, depending upon the circumstances.

The Audit Committee operates pursuant to, and performs the functions and responsibilities described in, its Charter, as it is amended from time to time. A copy of its current Charter is attached as Exhibit A to those Corporate Governance Principles. All members shall be independent under applicable rules and at least one member shall be an “audit committee financial expert” as defined in the Sarbanes-Oxley Act of 2002 and the rules of the NASDAQ Stock Market.

The Compensation Committee operates pursuant to, and performs the functions and responsibilities described in, its Charter, as it is amended from time to time. A copy of its current Charter is attached as Exhibit B to those Corporate Governance Principles. All members shall be independent under applicable NASDAQ Stock Market Rules. Compensation Committee members shall have no interlock relationships as described in the SEC proxy disclosure rules.

The Nominating & Governance Committee operates pursuant to, and performs the functions and responsibilities described in, its Charter, as it is amended from time to time. A copy of its current Charter is attached as Exhibit C to those Corporate Governance Principles. All members shall be independent under applicable NASDAQ Stock Market Rules.

2. Assignment and Term of Service of Committee Members

The Board is responsible for the appointment of Committee Members and Committee Chairpersons and the term that they serve.

3. Frequency and Length of Committee Meetings and Committee Agenda

Each Committee Chairperson, in accordance with any applicable Committee Charter, will determine the frequency and length of the Committee meetings and develop the Committee's agenda. The agendas and meeting minutes of the Committees will be shared with the full Board, and other Board members are generally welcome to attend Committee meetings.

D. MANAGEMENT REVIEW AND RESPONSIBILITY

1. Formal Evaluation of Executive Officers

The Board of Directors annually evaluates the performance of the CEO. The Compensation Committee annually determines the salary and bonus of all executive officers, including the CEO.

2. Succession Planning and Management Development

The CEO shall review succession planning and management development with the Compensation Committee and the Board on an annual basis.

3. Financial Reporting, Legal Compliance and Ethical Conduct

The Board's governance and oversight functions do not relieve the Company's executive management of the primary responsibility for preparing financial statements that accurately and fairly present the Company's financial results and condition. Executive management shall maintain systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business. A copy of the Company's current Policy on Compliance with Ethical and Legal Mandates is attached to these Corporate Governance Principles at Exhibit D. Executive management shall promptly and fully disclose to the Board any relationships or activities that may give the appearance of impropriety or cast doubt on the ethical conduct of an executive or the Company.

Effective as amended December 3, 2008