



Ordinary shareholders' meeting 6-7 May 2013

Board of Directors' reports on items on the agenda

**Ordinary shareholders' meeting
6 - 7 May 2013**

**Board of Directors' reports on items on the agenda
published pursuant to art. 125-ter TUIF**

Indesit Company S.p.A.

Registered office: Viale Aristide Merloni, 47, 60044 Fabriano (AN)
Share Capital € 102,759,269.40, fully paid up
Registered in the Ancona Companies Register
Tax Code and VAT no. 00693740425
www.indesitcompany.com

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Notice of ordinary shareholders' meeting

Those entitled to vote at the ordinary shareholders' meeting of Indesit Company S.p.A. (the "Company") are hereby called to an Ordinary Meeting at the Company's registered offices in Fabriano, Viale Aristide Merloni 47, on 6 May 2013, at 11 am (1st call) and, if necessary, on 7 May 2013, same time and place (2nd call), to discuss and vote on the following agenda:

- 1) Financial statements at 31 December 2012, accompanied by the reports of the Board of directors, the Board of statutory auditors and the independent auditors:
 - i. approval of the Separate financial statements;
 - ii. decision about the allocation of profit for the year.
- 2) Appointment of the Board of directors:
 - i. determination of the duration of the mandate;
 - ii. determination of the number of members;
 - iii. appointment of the Chairman and the Directors on a list-voting basis;
 - iv. fixing of remuneration.
- 3) Incentive plan: resolutions pursuant to art. 114-bis, Legislative Decree 58/1998.
- 4) Proposal for a new authorization to purchase and dispose of treasury shares. Related and consequent resolutions.
- 5) Remuneration policy pursuant to art. 123-ter, Legislative Decree 58/1998.
- 6) Resolution on the expense fund to safeguard the common interests of Savings shareholders.

Information on the share capital

The share capital at 21/3/2013 is € 102,759,269.40, represented by 114,176,966 shares, par value € 0.90 each, of which:

- 113,665,684 ordinary shares, each entitling the holder to one vote at the shareholders' meeting;
- 511,282 non-convertible savings shares without voting rights.

The number of ordinary shares could increase before the shareholders' meeting if 147,000 options granted to group executives and managers are exercised, giving them the right to subscribe for the same number of ordinary shares. The Company holds 11,039,750 ordinary shares (9.71% of the ordinary share capital), the voting rights of which are suspended.

Information on the exercise of rights

All written communications required by this notice of meeting must reach the Corporate Affairs Office at the certified email address affari.societari@pec.indesit.com or fax number (+39) 0732637220.

This address may also be used to request:

- attendance at the Meeting pursuant to the Meeting regulations: this request must be received at least two working days prior to the meeting to be attended;
- further information about the Company.

All documentation for the Meeting including, in particular:

- the reports on the items on the agenda, together with the complete text of proposed resolutions (and instructions for the presentation of lists containing nominations to the Board of directors);
- the 2012 Annual Report with the consolidated financial statements and draft of separate financial statements at 31 December 2012, together with the reports of the independent auditors, the attestations pursuant to art. 81-ter of the Issuers' Regulations, and the report of the Board of statutory auditors pursuant to art. 153 of Legislative Decree 58/1998 ("TUIF");
- the Annual report on corporate governance and ownership structure;
- the Remuneration Report prepared pursuant to art. 123-ter, TUIF;
- the Notice published pursuant to art. 114 bis, TUIF:

this will be made available to the public, within the timescale envisaged by law, at the registered offices, on the Company's website at the address <http://www.indesitcompany.com/assemblea> ("Website") and at Borsa Italiana S.p.A.

Entitlement to participate

Entitlement to participate in shareholders' meetings and exercise voting rights is certified by a notice to the Company issued by a broker, on the basis of its accounting records, in favor of the subject entitled to vote at the record date (24/4/2013). Subjects who become shareholders subsequent to said date shall not be entitled to participate in or vote at the shareholders' meeting. The notice of the broker must be received by the end of the third trading day preceding the date fixed for the meeting on first call, and then, by 30/4/2013.

Entitlement to participate and vote is not forfeited if notices reach the Company after the deadlines indicated in this clause, provided they arrive before the start of business at each calling. It should be remembered that notices to the Company are made by brokers at the request of the subjects entitled to vote in the manner described in the section "Information for the exercise of the rights".

To facilitate verification of their entitlement, entitled subjects or their proxies are invited to arrive before the time indicated for the meeting with an identification document and a copy of the notice that brokers are required by current law to issue to the Company on their behalf.

Proxy voting

All subjects entitled to participate may be represented by written proxy as allowed by law by signing 1) the proxy statement at the bottom of the copy of the broker's certificate or 2) a proxy form available from the Website. Notification of the proxy given may be carried out in the manner indicated in the section on "**Information for the exercise of rights**".

If representatives deliver or transmit a copy of the proxy to the Company, they must confirm, under their own responsibility, the conformity of the proxy with the original and the identity of the delegating party.

Note that the by-laws do not provide for voting by correspondence or electronic means.

Designated Representative

For the purposes of this shareholders' meeting, proxies may be granted without charges for the delegating party (except for transmission expenses) to "Società per Amministrazioni Fiduciarie - SPAFID S.p.A.", designated for the purpose by the Company pursuant to art. 135-*undecies*, TUIF, provided that said proxy reaches the Designated Representative by 2/5/2013, or if the meeting should be held in second call by 3/5/2013, by courier or registered letter with advice of receipt, at Foro Buonaparte 10 – 20121 Milan. Proxies are only valid for motions on which voting instructions have been given. Proxies and instructions may be revoked within the term indicated above.

Proxies are given by signing the proxy form available from the Website.

Additions to the agenda

Shareholders who, together or alone, represent at least one-fortieth of the share capital may apply to the Company in writing, and in the manner indicated in the section on "**Information for the exercise of rights**", within ten days of publication of this notice of meeting to add items to the agenda for discussion. A report on the matters proposed for discussion must be presented, in the manner and by the deadline indicated above, together with such application.

Additions to the agenda are not allowed for matters on which the Shareholders' Meeting must vote, by law, following motions presented by the Board of directors or on the basis of a project or report prepared by the latter, or for matters other than those indicated in the section on "**Information for the exercise of rights**".

Notice of any additions allowed by the Board of directors is given, at least 15 days before the date fixed for the shareholders' meeting, in the manner required for this notice of meeting. At the same time, the Board of directors makes the above report/s filed with the Company available to the public, together with its considerations, if any.

Right to ask questions

Even before the start of the meeting, those entitled to vote may submit written questions concerning matters on the agenda, in the manner described in the section on "**Information for the exercise of rights**", on condition that they are made not more than three days prior to the date of the meeting in first calling (i.e. by 5 pm on 3/5/2013). Together with these questions, questioners must present

suitable documentation confirming their entitlement to exercise voting rights (see the section on Entitlement to participate).

Questions submitted before a shareholders' meeting must be answered during the meeting, at the latest. The Company reserves the right to answer the questions received on the Website and, in any case, to give a single answer to a number of questions on the same subject.

Appointment of the Board of Directors

Pursuant to the law and arts. 14 and 14-bis of the by-laws, the Board of directors is appointed from lists of candidates filed at the registered offices of the Company by shareholders owning, together or alone, ordinary shares that, in total, represent not less than 2.5% of the voting capital at ordinary meetings (corresponding to 2,841,642 ordinary shares).

For the valid presentation of lists and the related documentation, shareholders must comply with the instructions contained in arts. 14 and 14-bis of the by-laws, in this notice and in the Reports of the Board of directors on the items on the agenda, which will contain specific instructions in this regard.

The lists and supporting documentation must be filed by 5 pm on 11/4/2013, in the manner indicated in the section on "Information for the exercise of rights".

At least one fifth of the candidates on lists containing three or more candidates must comprise candidates from the least represented gender. If, on applying the gender balance criterion, the least represented gender does not have an exact number of directors, that fraction is rounded up to the nearest whole number.

Given the priority concern for Company to have a system that guarantees a high level of protection, shareholders are recommended to appoint a suitable number of independent directors. In particular, lists containing more than three but less than seven candidates must contain at least one that meets the independence requirements envisaged in art. 148 TUIF; lists containing at least eight candidates must contain at least two that meeting these independence requirements.

The percentage ownership must be confirmed by specific notices received by the Company from authorized intermediaries by 5 pm on 15/4/2013, if they are not available at the time of presenting the lists. Any entries added to the broker accounts of presenting shareholders subsequent to the date of presentation will be disregarded for the purpose to determining their voting rights.

Lists or individual candidates that do not comply with all the requirements of the by-laws will be ignored.

Milan, 21 March 2013
For the Board of Directors
The Chairman
Andrea Merloni

**Directors' reports on items on the agenda
of the shareholders' meeting called for 6-7 May 2013**

Directors' report on the 1st item on the agenda

Financial statements at 31 December 2012, accompanied by the reports of the Board of directors, the Board of statutory auditors and the independent auditors:

- i. approval of the Separate financial statements;*
- ii. decision about the allocation of profit for the year.*

Shareholders,

The purpose of this report is to provide useful information for assessing the proposals to:

- i. approve the Separate financial statements at 31 December 2012;
- ii. decide about the allocation of profit for the year.

More detailed information on accounting data and events in 2012 can be found in the draft separate financial statements and consolidated financial statements, in the report on operations of Indesit Company at 31 December 2012 and in the reports to the Meeting by the independent auditors and the Board of statutory auditors, which are filed at the registered offices prior to the legal deadline.

i. Approval of the Separate financial statements

The Board of directors invites those with voting rights to approve the separate financial statements at 31 December 2012, as presented, published and filed in the Company's records.

ii. Decision about the allocation of profit for the year

The separate financial statements at 31 December 2012 report profit for the year of € 45,929,359.

The Company is no longer required to appropriate profits to the legal reserve, as this already exceeds one fifth of the share capital.

At the date of this report, share capital amounts to € 102,759,269.40, represented by 114,176,966 shares of par value € 0.90 each, of which:

- 113,665,684 ordinary shares, each entitling the holder to one vote at the shareholders' meeting;
- 511,282 non-convertible savings shares without voting rights.

The number of ordinary shares could increase before the shareholders' meeting if 147,000 options granted to group executives and managers are exercised, giving them the right to subscribe for the same number of ordinary shares.

With regard to the payment of dividends, it is proposed to pay each outstanding ordinary share (excluding the treasury shares) a dividend of € 0.20 and each non-convertible savings share a dividend of € 0.218, using for this purpose up to € 20,704,688.92 drawn from profit for the year¹.

The proposed payout includes the dividends reallocated from the 11,039,750 ordinary shares (representing 9.71% of the ordinary capital) held by the Company. In particular, pursuant to art. 2357-ter, para. 2, of the Italian Civil Code, the dividend rights of such treasury shares must be allocated proportionally to the other shares; accordingly, the dividend payable to the treasury shares is allocated to all ordinary and non-convertible savings shares in circulation, considering the maximum number of exercisable stock options.

The exact amount of the residual profit for the year to be allocated to the extraordinary reserve will be announced during the shareholders' meeting, depending on the number of stock options eventually exercised by that date.

Dividends will be payable from 23/5/2013, following coupon detachment on 20/5/2013.

Dividends payable in 2013 will enjoy the tax benefit envisaged in art. 1, para. 3, of the Finance Ministry Decree dated 2/4/2008, since the Company has available distributable reserves that were formed in their entirety prior to 31 December 2007.

Given and considering all of the above, the Board of directors recommends approval of the following

¹ The amount will vary depending on the number of ordinary shares outstanding on the date of the meeting following any exercise of the stock options granted to Group company executives and managers.

proposed resolutions:

“The ordinary shareholders' meeting of Indesit Company S.p.A.,

- having taken note of the consolidated and draft separate financial statements at 31 December 2012, as well as the report on operations, the report of the Board of statutory auditors pursuant to art. 153 of Decree 58/1998 and the Reports of the independent auditors, as presented and filed with the Company;
- and having considered the proposal contained in the Directors' report on the items on the agenda for this meeting,

resolves to:

- i. approve the separate financial statements at 31 December 2012 and the report on operations as presented and filed in the Company's records;
- ii. allocate the profit for the year of €° 45,929,359 as follows:
 - a) €°0.20 (euro zero point two zero) as a unit dividend for each of the 102,625.934 ²outstanding ordinary shares, excluding the treasury shares;
 - b) €0.218 (euro zero point two one eight) as a unit dividend for each of the 511,282 outstanding non-convertible savings shares;
 - c) the remaining profit for the year of €25,254,125³ after paying the dividends indicated in the previous points, to the extraordinary reserve.”

Milan, 21 March 2013
For the Board of Directors
The Chairman
Andrea Merloni

² As already noted, the number of ordinary shares in circulation (excluding treasury shares) on the day of the Meeting will be announced at the Meeting, depending on the number of stock options exercised by that date and any change in the number of treasury shares held.

³ Any changes in the remaining profit will be announced at the Meeting, depending on the number of new ordinary shares issued by the date of the Meeting, if any.

Directors' report on the 2nd item on the agenda

Appointment of the Board of directors:

- i. determination of the duration of the mandate;*
- ii. determination of the number of members;*
- iii. appointment of the Chairman and of Directors on a list-voting basis;*
- iv. fixing of remuneration.*

Shareholders,

The mandate of the current Board of directors expires at the shareholders' meeting held to approve the financial statements at 31 December 2012 and, accordingly, it is necessary to appoint a new Board.

You are therefore called to:

- determine the duration in office of the Board, since the by-laws state that this may be for up to three years;
- determine the number of members, from a minimum of five to a maximum of thirteen, as established in art. 14 of the by-laws;
- appoint the Chairman and the Directors on a list-voting basis, in accordance with the law and the by-laws;
- appoint the Chairman;
- fix the related remuneration.

This report reminds the shareholders of the rules adopted by the Company for appointing directors, and makes a number of recommendations and proposals.

i. Determination of the duration of the mandate of the Board of directors

The by-laws state that the directors shall remain in office for the period decided at the shareholders' meeting and that, in all cases, such period shall not exceed three years.

As usual, the Board recommends a new mandate of three years to the shareholders, terminating therefore at the shareholders' meeting called to approve the financial statements for 2015.

ii. Determination of the number of members of the Board of directors

The size of the Company and the Group, the complexity and competitiveness of the sector of operations, and the geographical extension of the business require the Board of directors to possess highly diversified, general and specific knowledge, experience and culture accumulated in an international environment, with a focus on the general macroeconomic situation and the globalization of markets, as well as on the industrial and financial sectors in particular. The presence of an appropriate selection of skills and professionalism is fundamental, so that Board members can function adequately together.

In addition, when determining the number of Board members, it will be appropriate to consider the benefits deriving from the presence on the Board of adequate representation from both genders (see para. *iii*) below).

The composition of the Board must also maintain a proper balance between executive directors, being those holding powers of representation and operational mandates, and non-executive directors, so that no individual or group of individuals can exercise a dominant influence when making decisions.

Lastly, the presence of independent directors represents an essential element in protecting the interests of all shareholders and third parties; the contribution from directors with such characteristics is also necessary for the composition and functioning of the advisory committees that, among other activities, carry out preliminary investigations and make recommendations in situations of potential risk, not least to prevent possible conflicts of interest.

Shareholders are recommended to appoint a suitable number of independent directors, in particular, lists containing more than three but less than seven candidates must contain at least one that meets the independence requirements envisaged in art. 148 Legislative Decree 58/1998 ("TUIF"); lists containing at least eight candidates must contain at least two that meeting these independence requirements.

Those entitled are invited to present lists that take account of the above Board recommendations, especially when identifying candidates for inclusion on the lists referred to in point iii) below. The independence criteria laid down in art. 148 TUIF are specified in Annex 1).

Based on the above considerations, you are therefore recommended to set the number of directors at 11 (eleven), considering, as at present, that number to be reasonable in terms of focusing strong skills on the business, while enabling the Board to function effectively with diversified membership of the various committees.

iii. *appointment of the Chairman and of the Directors on a list-voting basis, in accordance with the law and the by-laws;*

The appointment of the Board of directors is governed by current regulations and, to the extent necessary, reference is made to arts. 14 and 14-bis of the by-laws, which are attached to this report as Annex 2) for ease of reference.

The Board of directors is appointed from lists of candidates, in order to ensure the presence on the Board of a member appointed by the minority shareholders.

The lists of candidates must be filed at the registered offices of the Company, together with the related documentation, at least 25 days prior to the date of the meeting (i.e. by 5 pm on 11 April 2013). Such lists may be presented by shareholders who, together or alone, hold at least 2.5% of the ordinary shares (corresponding to 2,841,642 ordinary shares). This interest must be confirmed by attestations produced, if not available on the date of filing the lists, at least twenty-one days prior to the date of the meeting (i.e. by 5 pm on 15 April 2013). Any entries added to the broker accounts of presenting shareholders subsequent to the date of presentation will be disregarded for the purpose to determining their voting rights.

The lists must be filed with the Corporate Affairs Office of the Company at the certified email address affari.societari@pec.indesit.com or fax number (+39) 0732637220.

Pursuant to art. 14 of the by-laws, each list must be filed together with the following documents:

- a) copy of the communication issued by authorized brokers with whom the shares are deposited;
- b) declaration by the shareholder or shareholders presenting the list stating under their own responsibility that there is no connection with other lists presented;
- c) CV of each candidate adequately illustrating their professional and personal characteristics;
- d) list of directorships and audit positions held by each candidate in other companies;
- e) indication of eligibility, where applicable, as an independent director pursuant to art. 148, para. 3, of Decree 58/1998;
- f) statements by the candidates that they accept candidacy and declare under their own responsibility that there are no causes of ineligibility or incompatibility and that they meet the requirements for holding the post prescribed by law and the Company's by-laws.

In particular, the following aspects are noted.

Individual shareholders and shareholders linked by control relationships and affiliations pursuant to the applicable regulations must not present or vote for more than one list, whether directly or via intermediaries or trust companies.

For the sake of clarity, an affiliation is understood to exist when the shareholders are a) in a control relationship with each other or are controlled by the same party pursuant to art. 93 TUIF; b) associated with each other, pursuant to art. 2359, para. 3, of the Italian Civil Code, or c) participate in voting syndicates pursuant to art. 122, para. 1 TUIF.

The Board does not intend to make any proposals regarding the candidates to nominate and invites the shareholders to make their own proposals pursuant to applicable law and the Company's by-laws.

All candidates must meet the requirements specified in current regulations and the by-laws and may only be included on one list, subject otherwise to ineligibility.

Nominations must be accompanied by complete information regarding the personal and professional characteristics of each candidate indicating, as recommended by the Board (see point ii) above), whether or not they meet in the independence criteria.

The composition of the Board of directors must also comply with the other rules of governance: in particular, the Board has set at five the maximum number of directorships or audit posts in listed companies that can be considered compatible with working effectively as a non-executive director of the Company. The Board therefore requires shareholders that present lists of candidates to indicate

how many such posts are already held by each candidate in other companies.

At least one fifth of the candidates on lists containing three or more candidates must comprise candidates from the least represented gender. If, on applying the gender balance criterion, the least represented gender does not have an exact number of directors, that fraction is rounded up to the nearest whole number.

The lists, together with the accompanying required documentation, will be made available to the public at the registered offices, on the Company's website and at Borsa Italiana, at least twenty-one days prior to the date fixed for the Meeting.

Lastly, with regard to the allocation of votes between lists, those lists not obtaining a minimum percentage of votes equal to half that required for submitting lists will not be taken into consideration.

Pursuant to art. 14.9 of the by-laws, the candidate listed as no. 1 on the list that obtains the largest number of votes becomes the Chairman of the Board of directors: those entitled to present lists are therefore invited to position their candidate for chairman at the top of their list.

iv. Determination of the remuneration of the Board of directors

The Board of Directors, proposes to the shareholders to grant the Board of Directors as a whole, for the period to be determined pursuant to the above-mentioned point i), an annual remuneration of € 920,000 (plus reimbursement of documented expenses), confirming the current fees for the entire Board. Also proposes to also give a mandate to the Board of Directors to share the remuneration of individual Directors, and to establish procedures for the payment of the same.

In addition to the above remuneration and the reimbursement of actual expenses envisaged in the by-laws, the Board also notes the need to confirm the "Directors & Officers Liability" insurance cover already provided to the directors. This insurance cover is intended, among other factors, to protect members of the Board of directors from losses deriving from any obligations to pay third parties (including the Company) following claims for compensation presented to them for illegal acts committed in the exercise of their managerial and supervisory functions, as well as the Company should it have to pay an indemnity to an insured person following a claim for compensation received from third parties in relation to any illegal act covered by the insurance. The criminal sanctions and administrative penalties levied by the supervisory bodies pursuant to current regulations are not covered since, by law, they are uninsurable. Cover includes Negligence, Gross Negligence and Fault, but not Fraud. The current policy is signed each year with a total annual maximum of € 150,000.000.00, at a total cost for the Group of around € 190.000 (including taxation in various countries).

For this purpose, we recommend granting a mandate to the Finance and Administration Officer to determine, directly or via special representatives, the amount of the insurance premium on the best available conditions, with a maximum cost for the Group of € 200,000 (including taxation in various countries), and to sign the above contracts in each year of the mandate of the new Board of directors, with a promise of approval and confirmation.

In view of the foregoing, if you agree with the proposal, the Board invites you to adopt the following resolutions:

"Having heard and approved the board of directors' report, the ordinary meeting of the shareholders of Indesit Company S.p.A.

resolves to:

1. set at three years the duration of the Board of directors, that is until the shareholders' meeting called to approve the 2015 financial statements;
2. set at 11 (eleven) the number of members of the Board of Directors for the years 2013, 2014 and 2015;
3. to allocate for the period 2013, 2014, 2015 for the entire Board of Directors a total annual compensation of € 920,000 (nine hundred and twenty thousand), in addition to reimbursement of their documented expenses;
4. to give a mandate to the Board of Directors to share the remuneration of individual Directors and to establish procedures for the payment of the same, including the possibility to dispense according to the actual attendance at meetings of the Board and Board's Committees, subject to a guaranteed minimum for the function of the Board's Member;
5. grant a mandate to the Finance and Administration Officer to sign - directly or via special

representatives - an annual insurance policy covering the years 2013, 2014 and 2015 designed, among other factors, to protect the members of the Board of directors from monetary losses deriving from any obligations to pay third parties (including the Company) following claims for compensation presented to them for illegal acts committed in the exercise of their managerial and supervisory functions, as well as the Company should it have to pay an indemnity to an insured person following a claim for compensation received from third parties in relation to any illegal act covered by the insurance, excluding the criminal penalties and administrative sanctions levied by the supervisory bodies under current regulations, determining the related premium on the best available conditions, up to a maximum annual cost for the Group of € 200,000.00 (two hundred thousand) (including taxation in various countries) and for an annual maximum for each event and in total of not less than € 150 million (one hundred and fifty million). All with the promise of approval and confirmation.”

Milan, 21 March 2013
For the Board of Directors
The Chairman
Andrea Merloni

Annex 1) Criteria for qualifying directors as "independent" pursuant to para. 3 of art. 148, TUIF

"The following may not be elected as statutory auditors and, if elected, their appointments shall lapse:

- a) those who find themselves in the situations envisaged by art. 2382 of the Italian Civil Code;
- b) the spouse, relatives whether by marriage or otherwise, up to the fourth degree, of directors of the company, the directors and the spouse and relatives whether by marriage or otherwise, up to the fourth degree, of directors of the company's subsidiaries, parent companies and fellow subsidiaries;
- c) those that are linked to the company or its subsidiaries or its parent companies or its fellow subsidiaries, or to the directors of the company and to the parties referred to in letter b), employment or self-employment relationships or other financial or professional relationships that would compromise their independence."

Annex 2) Extract from the by-laws of Indesit Company S.p.A.

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SECTION IV

Administration - Representatives - Signature

Article fourteen

- 14.1 The Company is administered by a Board of directors composed of no less than five and no more than thirteen members, who need not be shareholders in accordance with current law. They are appointed by an open vote at the Shareholders' meeting, which first establishes the number of directors. Their mandate lasts for up to three financial years and they may be re-elected.
- 14.2 The Board of directors is appointed by voting on lists presented by the shareholders in which the candidates are listed in consecutive numerical order. Only shareholders together representing at least the percentage of shares with voting rights required by current law are entitled to present lists. Lists for the appointment of directors must be filed at the Company's registered office within the legal term. The Company will publish the lists on its website and in the other ways envisaged by Consob within the legal term.
- 14.3 The notice of the meeting to appoint directors must contain an indication of the percentage of capital with voting rights in ordinary meetings needed to present lists and the deadline for filing same.
- 14.4 The following documents must be filed at the registered office along with each list:
- a) copy of the certificates issued by authorized brokers with whom the shares are deposited;
 - b) CV of each candidate adequately illustrating their professional and personal characteristics;
 - c) list of directorships and audit posts held by each candidate in other companies;
 - d) indication of eligibility, where applicable, as an independent director pursuant to art. 148, para. 3, of Decree 58/98;
 - e) statements by the candidates that they accept candidacy and declare under their own responsibility that there are no causes of ineligibility or incompatibility and that they meet the requirements for holding the post prescribed by law and the Company's by-laws;
 - f) declaration by the shareholder or shareholders presenting the list stating under their own responsibility that there is no connection with other lists presented.
- 14.5 For the purposes of the previous clause, a connection is understood to exist when the shareholders are i) in a control relationship with each other or are controlled by the same party pursuant to art. 93 of Decree 58/1998; ii) associated with each other, pursuant to art. 2359, para. 3, of the Italian Civil Code, or c) participate in voting syndicates pursuant to art. 122, para. 1 of Decree 58/98.
- 14.6 A shareholder may not present or agree with others to present, not even through intermediaries or trust companies, more than one list. On pain of ineligibility, a candidate may only register in one list and must not find themselves in any of the circumstances constituting ineligibility as defined in art. 14-bis of these by-laws.
- 14.7 As specified in detail in the notice of meeting, each list must contain a sufficient number of candidates who qualify as independent in accordance with art. 14-bis of the by-laws, and who make it possible to comply with other applicable provisions of law.
- 14.8 Directors are elected as follows:
- a) one director is taken from the list that obtained most votes after the list in b) hereunder;
 - b) the other directors are taken from the list obtaining the most votes, in the consecutive numerical order in which they appear on such list.
- 14.9 The Board of directors is chaired by the first candidate in the list referred to in point b) above. Regarding the method described above, lists that do not obtain a minimum percentage of votes equal to half that required for submitting lists of candidate directors are not taken into consideration. A subject entitled to vote may only vote for one list.
- 14.10 If only one list is presented or if no list is presented or if the list referred to in letter a) of art. 14.8 above fails to obtain half the minimum percentage of votes required to present the list, the shareholders' meeting votes by the legal majority without observing the aforementioned procedure, but in any case ensuring compliance with applicable provisions of law on the composition of the Board of directors.

- 14.11 If one or more directors cease to serve during the year, the others will arrange to replace them as required by law, appointing the first, in consecutive numerical order, of the non-elected candidates in the list from which the director to be replaced was taken, provided the new candidate is still eligible and the applicable provisions of law on the composition of the Board of directors are complied with. The Shareholders' Meeting appoints the directors nominated pursuant to art. 2386 of the Italian Civil Code with the majorities required by law, appointing replacements using the criteria described in the previous paragraph and, in any case, in accordance with the applicable provisions of law on the composition of the Board of directors. The mandates of the directors appointed in this way expire together with those of the directors in office at the time of their appointments.
- 14.12 If the number of directors elected is less than the maximum provided for in the first clause of this article, the shareholders' meeting may during the Board's term of office increase such number within the upper limit indicated in the first clause, voting by legal majority and in any case in accordance with the applicable provisions of law on the composition of the Board of directors.

Article fourteen-bis

14bis.1 No one who is:

- is in any way ineligible or unsuitable under the terms of applicable law;
- or does not meet the requirements for the post indicated in the by-laws or legislation, may be appointed as a director of the Company, or if so appointed, must immediately stand down

14bis.2 At least one of the members of the Board of directors – or two if the Board of directors has more than seven members – must meet the independence requirements specified in law for the statutory auditors of companies listed on regulated markets in Italy.

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Directors' report on the 3rd item on the agenda

Incentive plan: resolutions pursuant to art. 114-bis, Legislative Decree 58/1998.

Shareholders,

We have called you to an Ordinary Meeting in part to present for your approval, to the extent applicable, pursuant to art. 114-bis, para. 1, Legislative Decree 58/1998 ("TUIF"), the long-term incentive plan reserved for employees of Indesit Company S.p.A. and/or its subsidiaries, including certain directors with executive responsibilities within the Company (the "IIP Plan"), for the years 2013, 2014 and 2015, as well as to grant the Board of directors suitable powers to implement the plan.

The IIP Plan is described in the prospectus prepared pursuant to art. 84-bis of the regulation adopted by Consob decision no. 11971 dated 14 May 1999, and subsequent amendments, which will be made available to the shareholders within the legal term.

Given all of the above, we present the following proposed resolution for your approval:

"The Ordinary shareholders' meeting of Indesit Company S.p.A. having examined the prospectus prepared pursuant to art. 84-bis of the regulation adopted by Consob decision no. 11971 dated 14 May 1999, and subsequent amendments (the "Prospectus"),

resolves

1. to approve, within its competence, the IIP Plan reserved for employees of Indesit Company S.p.A. and its subsidiaries, including certain directors of the Company, as described in the Prospectus for the years 2013, 2014 and 2015;
2. to grant the Board of directors all necessary and appropriate powers to establish and implement the IIP Plan. In particular, by mere way of example, the Board of directors will have powers, directly or by delegation, to: (i) identify beneficiaries from among the members of the Board of directors of Indesit Company S.p.A. and the employees of Indesit Company S.p.A. and its Italian and foreign subsidiaries, determining also the number of options to allocate to each of them; (ii) establish all other terms and conditions for implementation of the IIP Plan; (iii) approve the regulation that will govern the IIP Plan, (iv) approve any changes to the IIP Plan. All in accordance with the related indications contained in the Prospectus. In order to service the IIP Plan, the Board of directors may make use of the treasury shares held by the Company,
3. grant each Executive director all powers, including the right to delegate, to complete the legal and regulatory formalities deriving from the adopted resolutions".

Directors' report on the fourth item on the agenda

Proposal for a new authorization to purchase and dispose of treasury shares (Directors' Report prepared pursuant to art. 73 Issuers' Regulations)

Shareholders,

You have been called together to examine and approve a proposed resolution to grant the Board a new authorization to purchase and/or dispose of ordinary and/or non-convertible savings shares of Indesit Company S.p.A. (hereinafter the "Company") pursuant and consequent to art. 2357 et seq. c.c. and art. 132 of Legislative Decree 58/1998 ("TUIF") and art. 144 bis, of the Issuers' Regulations.

By the meeting resolution adopted on 3 May 2012, the Board of Directors was authorized to purchase and/or dispose of the Company's ordinary and/or non-convertible savings shares for a period of 12 months from the date of said resolution and in compliance with criteria indicated therein. Said authorization will therefore expire on 4 May 2013. Please note that no treasury share transactions have been carried out pursuant to said resolution.

When the shareholders' meeting was called to approve the financial statements at 31 December 2012, the Board decided to request the shareholders to grant a new authorization to purchase and/or dispose of treasury shares. This power provides strategic and managerial flexibility, which Directors need for the reasons to be illustrated herein.

Share capital at 21 March 2013 amounts to € 102,759,269.40, represented by 114,176,966 shares of par value € 0.90 each, of which:

- 113,665,684 ordinary shares, each entitling the holder to one vote at the shareholders' meeting;
- 511,282 non-convertible savings shares without voting rights.

The number of ordinary shares could increase before the shareholders' meeting if 147,000 options granted to group executives and managers are exercised, giving them the right to subscribe for the same number of ordinary shares. Furthermore, the Company holds 11,039,750 ordinary shares (9.71% of ordinary capital), whose rights to vote are therefore suspended.

Main reasons for requesting authorization to purchase and dispose of treasury shares

Without prejudice to the reasons easily found in the content of the authorization requested and to compliance with laws in force on the matter, the main reasons leading the Board to propose the resolutions illustrated in this Report can be summarized as follows:

- the need, in accordance with laws in force, acting directly or through authorized intermediaries, to limit anomalous movements in the Company's share price and to regulate trading and prices when faced with short-term distorting occurrences linked to excessive volatility or low trading liquidity;
- the opportunity to increase and/or realize the investment in treasury shares at any time the market allows this to be appropriately remunerative;
- the use of treasury shares to service the stock option plan reserved for the members of the Board of directors of Indesit Company S.p.A. and the employees of Indesit Company S.p.A. and its Italian and foreign subsidiaries (present and/or future) as set forth in the third point on the agenda if approved at the shareholders' meeting;
- the opportunity to use treasury shares as consideration for the purchase of equity interests, to service special and other financial operations (e.g. convertible loans), to guarantee loans, or for simple disposal as part of the Company's investment and financial policies.

Indication of maximum number and par value of shares for which authorization is requested

The authorization the Board of Directors requests of the shareholders' meeting concerns the purchase in one or more *tranches* of the Company's ordinary and/or non-convertible savings shares, up to a maximum number that, considering the treasury shares already held by the Company and subsidiaries, or acquired through trust companies or intermediaries, does not exceed the legal limit at the time of each purchase. According to art. 2357, clause 1, c.c., said purchases may be made to the extent of the distributable profits and available reserves reported in latest approved financial statements, with the consequent creation, pursuant to art. 2357-ter, clause 3, c.c., of a restricted reserve for the amount of

the treasury shares acquired each time.

On disposal of the treasury shares acquired from time to time, the above reserve will be reclassified to the reserves from which it originated.

Minimum and maximum consideration

Purchase of treasury shares

The purchase price of each ordinary and/or non-convertible savings share must not be more than 15% lower or higher than the average official stock market price over the three trading days prior to each purchase operation.

Disposal of treasury shares

The treasury shares already owned or subsequently purchased may be disposed of, even before having completed the purchases authorized above, at a price or, in any case, under the conditions and criteria established by the Board of Directors, considering the manner of use, consistent with the trend of share prices in the period prior to the transaction and the Company's best interests.

Said price limit does not apply if shares are sold to employees and/or directors and/or collaborators of the Company or its subsidiaries, as part of any *stock option* plans.

Authorization duration

The authorization to purchase and sell is requested for twelve months from the date on which the shareholders' meeting adopts said resolution. The short authorization duration is intended to coincide with the meeting called to approve the financial statements. Accordingly, the authorization will be revoked automatically if a new authorization is granted at a shareholders' meeting held prior to the annual expiry date. If, from time to time for any reason, the number of treasury shares held exceeds the legal limit, the excess shall be sold in the manner indicated below within the maximum period of time allowed by the regulations.

Method of purchase and disposal of treasury shares

Purchase of treasury shares

Purchase operations may be made pursuant to the combined provisions of art. 132 TUIF and art. 144 *bis* Issuers' Regulations, taking the specific exemption set forth in clause 3 of art.132 TUIF into account and, in any case, using any other method permitted by laws and regulations on the matter.

Disposal of treasury shares

Treasury shares already owned, or subsequently acquired, may be disposed of in full or partially at any time, in one or more parts and even before the above authorized purchases have been completed, applying methods consistent with the objectives indicated in this report using any form of disposal permitted by the laws in force on the subject.

Treasury shares purchased pursuant to the meeting resolution proposed herein will not be excluded from the amount of share capital used to calculate significant interests under art. 106, clauses 1 and 3, letter b), TUIF, pursuant to art. 44-bis Issuers' Reg. (as amended by Consob resolution no. 17731 dated 5 April 2011), if the shareholders' resolution is adopted by the majority of shareholders present, excluding the shareholder or shareholders holding, together or alone, the majority or relative majority interest, as long as it exceeds 10% of capital.

Please note that point 7 of Scheme no. 4 of Annex 3A of Issuers' Reg. is not applicable, since the purchase operation is not intended to reduce share capital via cancellation of the treasury shares purchased.

In the light of the above, if you agree with the Board proposal, would you kindly resolve as follows:

“The ordinary shareholders' meeting of Indesit Company S.p.A.:

- having heard and approved the Board of Directors' Report;
- noting that, at the date of this resolution, Indesit Company S.p.A. holds 11,039,750 ordinary shares (representing 9.71% of share capital)
- that share capital amounts to €°102,759,269.40, represented by 114,176,966 shares, par value

€°0.90 (zero point nine zero) each, comprising 113,665,684 ordinary shares and 511, 282 (five hundred and eleven thousand two hundred and eighty-two) savings shares⁴;

- having acknowledged exoneration from the offer obligation arising from approval of the resolution pursuant to art. 44-bis Issuers' Regulations;

resolves to:

- 1) authorize, pursuant to art. 2357, para. 2, c.c., the Board of directors and for it each Executive director (with single signature), acting directly or through delegated parties, to purchase, at any time, ordinary and/or non-convertible savings shares as treasury shares, in one or several tranches, for a period of twelve months from the date of this resolution, establishing that:
 - a) the maximum number of shares acquired or acquirable must not exceed the overall legal limits, considering the shares already held at the time of each purchase;
 - b) the purchase price of each ordinary and/or non-convertible savings share must not be more than 15% lower or higher than the average official stock market price over the three trading days prior to each purchase operation;
 - c) the purchase operations may be made pursuant to the combined provisions of art. 132 Legislative Decree 58/1998 and art. 144-*bis* of Consob Resolution no. 11971/1999, considering the specific exemption set forth in clause 3 of said art. 132 Legislative Decree 58/1998 and by any other method allowed by laws and regulations in force on the subject;
 - d) purchases may be made to the extent of the distributable profits and reserves available, as reported in the lasted approved financial statements (and actually existing at the date of said purchases), approved with the consequent creation, pursuant to art. 2357-*ter*, clause 3, c.c., of a restricted reserve equal to the amount of the treasury shares purchased each time;
- 2) authorize for a period of twelve months from the date of this resolution, pursuant to art. 2357-*ter*, clause 1, c.c., the Board of Directors and for it each Executive director (with single signature), acting directly or through delegated parties, to dispose of, on one or more occasions at any time, all or part of the ordinary and/or non-convertible savings shares already held as treasury shares or acquired pursuant to this resolution, even before completion of the purchases authorized above, in any way deemed suitable to achieve the desired objectives, establishing that:
 - a) the treasury shares already owned or subsequently purchased may be disposed of, even before having completed the purchases authorized above, at a price or, in any case, under the conditions and criteria established by the Board of Directors, considering the manner of use, consistent with the the trend of share prices in the period prior to the transaction and the Company's best interests;
 - b) the limit set in point a) sub 2) above will not apply if shares are sold to members of the Board of directors of Indesit Company S.p.A. and to the employees of Indesit Company S.p.A. and its Italian and foreign subsidiaries, as part of the incentive plan referred to in the third point on the agenda for this Meeting;
 - c) upon the sale of treasury shares, the reserve established pursuant to art. 2357-*ter*, clause 3, c.c. will be reclassified to the reserves from which it originated;
- 3) to grant the Board of Directors, and for it, each Executive director (with single signature), all powers to carry out the appropriate accounting entries resulting from the purchase and disposal operations, in compliance with the laws in force and accounting standards applicable each time;
- 4) to grant the Board of Directors, and for it, each Executive director (with single signature), acting directly or by delegation, all powers to implement the above resolutions and comply with anything required prior to registration by the competent authorities, the notary or the competent Companies Register, and to make any amendments required by said authorities to the text of resolutions adopted”.

Milan, 21 March 2013
For the Board of Directors
The Chairman
Andrea Merloni

⁴ Any changes to this information following the exercise of options will be communicated during the Meeting.

Board of directors' report on the fifth item on the agenda

Remuneration policy pursuant to art. 123-ter Legislative Decree 58/1998.

Shareholders,

The Board of Directors has approved the "Report on the remuneration of the executives with strategic responsibilities of Indesit Company S.p.A., prepared pursuant to art. 123-ter of Decree 98/1998 ("TUIF") and art. 84-*quater* Issuers' Regulations" (hereinafter, the "Remuneration Report"). As established by the regulations, the Remuneration Report is divided into two sections.

The first section illustrates:

- a. Company policy concerning the remuneration of members of administrative bodies and executives with strategic responsibilities in force within the Group, approved by the Board following a proposal from the Human Resources and Compensation Committee meeting as the Compensation Committee;
- b. the procedures used to adopt and implement said policy.

The second section illustrates, by name for each member of the administrative and control bodies and in an aggregated form for executives with strategic responsibilities:

- c. each item included in said remuneration, including the treatment applicable upon termination of appointment or the working relationship, highlighting its consistency with the Company's remuneration policy approved in the previous year;
- d. analytically, the remuneration paid by the Company or subsidiaries or associates in 2012 for any purpose and in any form, indicating any parts of said remuneration relating to activities carried out in periods prior to the reference period and highlighting, also, the remuneration to be paid in one or more subsequent years for activities carried out in the current year, indicating where applicable an estimated value for any components of remuneration that are not currently quantifiable.

The Remuneration Report, attached to the annual Report on corporate governance and the ownership structure, is published by the Company with the timing and in the manner specified in the regulations.

The shareholders' meeting is called on to resolve in favor of or against the First section of the Report. As set forth in clause 6 of art. 123-ter TUIF, the resolution is not binding. Voting results are made available to the public pursuant to article 125-*quater*, clause 2 TUIF.

The Remuneration Report is submitted to the shareholders' meeting pursuant to and consequent to art. 13, clause 3, letter 3 of the Regulations adopted by Consob through resolution no. 17221 dated 12 March 2010, on transactions with related parties, as amended by Consob with resolution no. 17389 dated 23 June 2010 and subsequent amendments and/or additions and/or interpretations and by art. 6.1 letter f) of the Procedure for Transactions with Related Parties, prepared pursuant to said regulations and adopted by the Board of Directors on 29/10/2010.

Having stated the above, the Board of Directors invites the shareholders to express themselves as follows:

"The Ordinary Shareholders' Meeting of Indesit Company S.p.A., having seen the Report on the remuneration of executives with strategic responsibilities of Indesit Company S.p.A., prepared pursuant to art. 123-ter TUIF and art. 84-*quater* Issuers' Reg, expresses a favorable opinion on the first section of said Report concerning the policies adopted for the remuneration of members of the administrative bodies and executives with strategic responsibilities, and the procedures used to adopt and implement said policy of the Group led by Indesit Company S.p.A."

Milan, 21 March 2013
For the Board of Directors
The Chairman
Andrea Merloni

Directors' report on the 6th item on the agenda

Resolution on the expense fund to safeguard the common interests of Savings shareholders

Shareholders,

A special meeting of the savings shareholders has been called for 3, 6 and 7 May 2103 to vote, pursuant to art. 146 Legislative Decree 58/1998 ("TUIF"), to:

- appoint a common representative of the savings shareholders for the three-year period 2013-2015 (or until approval of financial statements at 31 December 2015);
- fix the annual fee of said common representative;
- establish the Expense Fund (set forth in art. 146, clause 1, letter c), TUIF) to safeguard the category's common interests ("Fund").

Based on the savings shareholders' meeting resolution of 29 April 2010, said Fund amounted to € 20,000 per annum, including the fee (€ 10,000 per annum) due to the Common Representative.

* * * * *

The Board of Directors reminds you that, pursuant to the aforementioned article 146 TUIF, the Company may decide to take responsibility for all or part of the Fund.

In part to account for the expenses incurred by the Fund over the past three years, it is confirmed that the Fund was only used to:

- pay the common representative's annual fee (as indicated by Adriano Gandola, the common representative of the savings shareholders, the fees due to him were given in charity to social associations and institutions);
- cover the expenses of the savings shareholders' three-yearly meeting.

The Board of Directors intends once again to request meeting approval to take responsibility for the Fund up to an amount of € 20,000, regardless of the subsequent decisions adopted by the shareholders' category concerned.

Thus the Board proposes the following resolution:

"The Ordinary shareholders' meeting, having heard and approved the Board of Directors' proposal,
resolves

that the Expense Fund to safeguard the common interests of the Savings Shareholders, including the fee due to the Common Representative, shall be the Company's liability up to an amount of € 20,000 (twenty thousand) per annum for the years 2013, 2014 and 2015, and in any case until the shareholders' meeting held to approve financial statements at 31 December 2015".

Milan, 21 March 2013
For the Board of Directors
The Chairman
Andrea Merloni

