



Ordinary shareholders' meeting 28th and 29th April 2010

Board of directors' report
on the items on the agenda

Indesit Company S.p.A.

Registered office: Viale Aristide Merloni n. 47, 60044 Fabriano (AN)
Capital stock: €102,736,769.40, fully paid in
Court of Ancona Companies Register, tax and VAT code: 00693740425

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Notice of Extraordinary and Ordinary Shareholders' Meeting

Shareholders are hereby convened for an Extraordinary and Ordinary Shareholders' Meeting at the Company's registered offices in Fabriano, Viale Aristide Merloni n. 47, on 28th April, 2010, at 11 am (1st call) and on 29th April, 2010, same time and place (2nd call), to discuss and vote on the following agenda:

Extraordinary session

- 1) Modification of the by-laws to comply with decree law 27, 27th January 2010: proposal to modify articles 7), 9), 10), 14) and 22).
- 2) Modification of articles 20 and 21 of the by-laws. Addition of article 21-*bis* to the by-laws.

Ordinary session

- 1) Financial statements at 31st December 2009; resolutions.
- 2) Appointment of a board of directors for the 3-year period 2010-2012, having first determined the number of members to elect. Appointment of a chairman and fixing of emoluments for the Board.
- 3) Appointment of an honorary chairman
- 4) Proposal for new authorization to trade in own shares
- 5) Voting on the expenses fund for the safeguarding of the interests of savings shareholders.

The share capital as of 25th March 2010 stands at euro 102,736,769.40, consisting of 114,151,966 shares of par value euro 0.90 each, of which:

- 113,640,684 ordinary shares, each being entitled to one vote in shareholders' meetings;
- 511,282 non-convertible savings shares, without voting rights.

The number of ordinary shares could change ahead of the Meeting due to exercise of 294,500 stock options allocated to Group executives and middle managers and entitling holders to subscribe to said number of ordinary shares.

The Company holds 11,039,750 ordinary shares (9.72% of the share capital) the voting rights of which are therefore suspended.

Holders of shares with voting rights who lodge share certificates issued by their brokers at the Company's offices at least two business days before the date fixed for each meeting and have not withdrawn them before the meeting takes place are entitled to attend the meeting.

To facilitate ascertainment of eligibility, shareholders are invited to present a copy of the certificate that their brokers must issue to the Company pursuant to current law. Shareholders entitled to participate in the meeting may do so via a proxy by signing the power of attorney clause at the bottom of the aforesaid certificate. Proxy forms may also be obtained on the Company's website (www.indesitcompany.com) and at its registered offices.

The reports on the matters on the meeting's agenda will be made available to the public at the Company's headquarters and Borsa Italiana and will also be posted on the Company's website, www.indesitcompany.com, within the legal term. Shareholders may request copies.

Appointment of the Board is by voting on lists presented by shareholders who jointly hold voting shares representing at least 2.5% of the share capital. Such lists, accompanied by all the documentation specified hereunder, must be filed with the Company's legal affairs department at its registered office no later than 5 pm on 13th April 2010. The candidates in each list must be indicated with progressive numbers.

The following documents must be filed along with each list:

- a) copy of certificate issued by authorized brokers with whom the shares are deposited;
- b) CV of each candidate adequately illustrating professional and personal characteristics;
- c) list of directorships and positions of control held by each candidate in other companies;
- d) indication of eventual eligibility as an independent director pursuant to art. 148, clause 3, decree law 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 possess the requisites for holding the post prescribed by law and the Company's by-laws;

- f) declaration by shareholder or shareholders presenting the list stating under their own responsibility that there is no connection with other lists presented.

The existence of an eventual connection shall be examined and assessed in accordance with the provisions of art. 14, By-laws.

A shareholder may not present or agree with others to present, not even through intermediaries or trust companies, more than one list or vote for more than one list. No one who does not have the requisites for the post indicated in the by-laws or legislation may be appointed to the office of director, or if he is, he must immediately stand down. On pain of ineligibility, a candidate may only register in one list and must not be in any of the circumstances constituting ineligibility as defined in art. 14-bis of the by-laws. Each list must contain enough independent directors to satisfy the requirement in art. 14 bis of the by-laws, with progressive numbering so that if the list obtains the most votes, said candidates will be elected. At least one of the members of the Board – or two if the Board has more than seven members – must have the requisites of independence specified in law applying to statutory auditors of companies listed on regulated markets in Italy.

A list which does not comply with the provisions illustrated above is considered as not having been presented.

The Company shall publish validly presented lists on its website within the legal term.

Shareholders who singly or jointly hold at least 2.5% of the share capital with voting rights may within five days of the publication of this notice of meeting ask for additions to be made to the agenda and indicate in their application the subjects they propose for discussion. Notice of such requests shall be given by issuing a notice in the same manner as this notice of meeting. No additions to the agenda are admitted on matters on which the meeting is required by law to vote on motions put by the board of directors.

Requests for information about the Meeting should be addressed to the company secretary's office (e-mail: corporate.affairs@indesit.com).

Milan, 25th March 2010
For the Board of Directors
Vice-chairman

Extraordinary Session

Board of directors' report on the 1st item on the agenda

Modification of the by-laws to comply with decree law 27, 27th January 2010: proposal to modify articles 7), 9), 10), 14) and 22)

Shareholders,

Directive 2007/36/CE on the exercise of certain rights of shareholders of listed companies (known as the Shareholders' Rights Directive, hereafter "SRD") was assimilated by Italian law under decree law 27, dated 27/1/2010, (published in the *Gazzetta Ufficiale* – Serie generale n. 53, Suppl. ord. N. 43/L, 5th March 2010), which introduced important new provisions regarding the conduct of shareholders' meetings.

The new legislation will apply to listed companies and their shareholders' meetings after 31st October 2010. Until such date, which is also the term for modifying by-laws, the provisions of law currently in force shall continue to apply in lieu or abrogation of the decree law in question. Although the introduction of the SRD must be completed by the issue on the part of Consob and other institutional bodies of a set of enforcement procedures and by the creation of interpretative guidelines on the subject, the Board deems it advisable to immediately proceed to modify the by-laws, provided such modifications do not impact on the shareholders' meeting called for 28th/29th April 2010 or any other eventual meetings before 31st October 2010.

Further, though such modifications are partially the reserve of the Board (by virtue of art. 20 of the by-laws), the Board sees fit to put the subject before the shareholders as it is also an opportunity to reformulate certain articles or clauses to render explicit certain pre-existing provisions of law not expressly contemplated in the SRD.

It should also be noted that the rules of enforcement of the SRD in Italy contain certain options for modifying by-laws that the board of directors do not think useful, with the exception of the one in the new art. 83-*duodecies*, decree law 58/1998 ("TUIF") on identification of shareholders. The new wording of article 7 will come into force on the date of approval of the by-laws.

In view of the foregoing, we therefore submit for your approval the proposed modifications to the by-laws, as set forth in Annex "A", which shows the current text of the by-laws, the proposed modifications and the reasons for adopting them. Of particular note amongst the modifications are the new procedures and terms for calling shareholders' meetings and presenting lists for the election of the board of directors and statutory auditors, eligibility to participate and vote in meetings, and the possibility of adding items to the agenda of meetings if requested by the percentage of shareholders indicated by current law.

In addition to this, the board of directors remind the shareholders that, in relation to modifications to the law and to any modifications to the by-laws eventually approved, it will be necessary to modify the Rules for Shareholders' Meetings accordingly. We would therefore propose that the board of directors be charged with voting the necessary resolutions regarding such modifications.

Following the introduction of rules applying the SRD, the Board may decide to make further changes to the by-laws, using its powers under art. 20 of the by-laws, or put such modifications to the by-laws before a future shareholders' meeting.

The Board believes that the proposed modifications to the by-laws do not put shareholders in a position to exercise their right of abandon under current law.

This said, should you agree with our proposal, the Board invites you to vote the following resolution:

"Having taken note of and approved the board of directors' report, this Extraordinary Meeting of the Shareholders of Indesit Company S.p.A. resolves to:

- A) approve the modifications to the by-laws proposed by the board of directors, as illustrated in the report made available to the public;
- B) grant all necessary powers to the board of directors, and the chairman and CEO, also separately, on its behalf, to:
 - i. carry out the relevant legal formalities, including public announcements, connected with the implementation of the modifications to the by-laws;
 - ii. renumber the articles and clauses of the by-laws, as necessary, and re-organize same to ensure coherence;
 - iii. make any modifications to the rules for shareholders' meetings needed to bring such rules into line with the new provisions of the law and by-laws;
 - iv. write into the text of the resolutions voted and the rules for shareholders' meetings any modifications of a formal but not substantial nature required by the relevant authorities, the notary or the relevant Companies Register or that are seen to be advisable for the purposes of complying with applicable legislation.

All such action being henceforth endorsed by the shareholders."

Milan, 25th March 2010

For the Board of Directors

Andrea Merloni

(Vice-chairman)

Annex A

CURRENT BY-LAWS	PROPOSED MODIFICATIONS	REASONS
SECTION II – Share capital-Shares-Bonds		
Article seven	Article seven	Article seven
Shares are registered or bearer shares, with regard to existing law rules on the subject and they can be freely transferred. Shares cannot be divided and for each of them the company only recognizes one holder, pursuant to article 2347 of the Italian Civil Code. In the event of succession with several heirs, only the legal representative appointed by the heirs will be recognized, or, in his/her absence, the judicial authorities. The shares are issued on a dematerialized basis.	<i>Unchanged</i>	
	The Company may at any time ask brokers, in the manner indicated by law, for data identifying shareholders who have not expressly forbidden communication of their data, together with the number of shares registered in the accounts in their names. The Company must also make the same request if asked to do so by the shareholders pursuant to art. 83- <i>duodecies</i>, decree law 58/1998 and the applicable regulations. The data obtained by the issuer are supplied to the shareholders free of charge.	Optional modification proposed for the purpose of enabling the Company and its shareholders to ascertain the composition of its ownership.
SECTION III – Shareholders' Meeting		
Article nine	Article nine	Article nine
The Shareholders' Meeting, both ordinary and extraordinary, is called by a notice published within the legal term in the "Gazzetta Ufficiale della Repubblica Italiana" and in one of the following newspapers: "Il Sole 24 Ore" or "Il Corriere della Sera".	The Shareholders' Meeting, both ordinary and extraordinary, is called by a notice published within the legal term on the Company's website and as indicated by Consob in art. 113-ter, clause 3, decree law 58/1998.	Modification needed to bring the by-laws into line with the new provisions of law.
	Notice of meeting must contain the date, time and place of the meeting and the agenda of matters to be dealt with, as well as other information required by current provisions of law and regulations.	Modification due to the introduction of new provisions of law.
Whenever legally requested by the shareholders, the agenda is integrated under the terms and in the manner provided for by the applicable provisions of law.	Shareholders singly or jointly representing at least one fortieth of the share capital may request additions to the agenda in the notice of meeting in the manner legally provided for. Such requests must be accompanied by a report on the matters they propose to treat, to be delivered to the board of directors within the deadline for submission of the request itself.	Modification needed to bring the by-laws into line with the new provisions of law.
Article ten	Article ten	Article ten
Holders of shares with voting rights who lodge share certificates issued by their brokers at the Company's offices at least two business days before the date fixed for each meeting and have not withdrawn them before the meeting takes place are entitled to speak at the meeting.	Eligibility to participate in shareholders' meetings and the exercise of voting rights are disciplined by the relevant provisions of law in force.	Modification needed to bring the by-laws into line with the new provisions of law.
Shareholders may be represented by other shareholders or by third parties, through written proxy, within the limits established by art.2372 of the Italian Civil Code, except for other requirements regarding the collection and request of proxies or other legislation requirements. Each shareholder is entitled to the same number of votes as shares owned.	<i>Unchanged</i>	
SECTION IV - Administration - Representatives - Signature		
Article fourteen	Article fourteen	Article fourteen
The Company is administered by a Board of Directors composed of no less than five and no more than thirteen members, also non shareholders. They are appointed by an open vote of the Shareholders' meeting, which first establishes its number, and their term lasts three financial years and they can be re-elected. Appointment of the Board is by voting on lists presented by the shareholders in which candidates are numbered progressively. Only shareholders together representing at least the percentage of capital required by current law are entitled to present lists.	<i>Unchanged</i>	
Lists must be filed with the Company's registered	Lists for electing directors must be filed with	Modification due to the introduction of new

Board of directors' reports

office at least fifteen days before the date fixed for the 1 st call meeting.	the Company's registered office by the 25th day prior to the date fixed for the meeting and published on the Company's website and in the other ways provided for by Consob in art. 147-ter, clause 1-bis, decree law 58/1998, at least twenty-one days before the meeting itself.	provisions of law.
<p>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. The following documents must be filed with the registered office along with each list:</p> <p>a) copy of certificate issued by authorized brokers with whom the shares are deposited;</p> <p>b) CV of each candidate adequately illustrating professional and personal characteristics;</p> <p>c) list of directorships and positions of control held by each candidate in other companies;</p> <p>d) indication of eventual eligibility as an independent director pursuant to art. 148, clause 3, decree law 58/98;</p> <p>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 possess the requisites for holding the post prescribed by law and the Company's by-laws;</p> <p>f) declaration by shareholder or shareholders presenting the list stating under their own responsibility that there is no connection with other lists presented.</p> <p>For the purposes of the previous clause, a connection is understood to exist when the shareholders are either i) in a control relationship with each other or under the same control as defined in art. 93, decree law 58/98, ii) in a relationship of connection with each other as defined in art. 2359, clause 3, Civil Code, iii) or are parties to agreements involving the exercise of voting rights as per art. 122, clause 1, decree law 58/98.</p> <p>A shareholder may not present or agree with others to present, not even through intermediaries or trust companies, more than one list or vote for more than one list.</p> <p>On pain of ineligibility, a candidate may only register in one list and must not be in any of the circumstances constituting ineligibility as defined in art. 14-bis of these by-laws. Each list must contain enough independent directors to satisfy the requirement in art. 14 bis of these by-laws, with progressive numbering so that if the list obtains the most votes, said candidates will be elected.</p> <p>A list which does not comply with the provisions illustrated above is considered as not having been presented.</p>	<i>Unchanged</i>	
The Company shall publish validly presented lists on its website within the legal term.	<i>Repealed</i>	Text merged into the provision disciplining the filing of lists.
<p>Directors are elected as follows:</p> <p>a) one director is taken from the list that obtained most votes after the list in b) hereunder;</p> <p>b) the other directors are taken from the list that obtained most votes, in the progressive order in which they are listed.</p>	<i>Unchanged</i>	
<p>The Board is chaired by the first candidate in the list in b) above.</p> <p>For the purposes of the election described above, lists that fail to obtain half the minimum percentage of votes required in clause 3 above are not counted.</p>	<p>The Board is chaired by the first candidate in the list in b) above. For the purposes of the election described above, lists that fail to obtain half the minimum percentage of votes required for presenting lists of candidates for the Board are not counted.</p>	Modification designed to prevent misunderstanding.
<i>The rest of the article remains unchanged</i>		
SECTION V - Board of Statutory Auditors		
Article twenty-two	Article twenty-two	Article twenty-two
The Shareholders' Meeting, with vote by show of hands, appoints the Board of Statutory Auditors, composed of three Standing Members and of two Alternate Members, establishing their remuneration. Minority shareholders are entitled to		

<p>the appointment of a Standing Member and of an Alternate Member.</p> <p>The Board of Statutory Auditors is appointed on the basis of lists presented by shareholders where candidates are listed with a sequential number. The list comprises two sections, one for Standing Member candidates and the other for Alternate Members candidates. Lists presented must indicate at least one standing auditor candidate and one alternate auditor candidate.</p> <p>Only Shareholders who together hold shares amounting to at least 2% of the share capital with voting rights at ordinary meetings or, if less, at least the percentage eventually ruled by Consob for Board members, are entitled to present lists.</p> <p>Each Shareholder, either through third parties or trust companies, can only present one list and cannot vote different lists. Each candidate can only enrol in one list, subject to ineligibility.</p> <p>Candidates already holding positions in administration and control in excess of the limits laid down by current law, or who are ineligible or incompatible or who don't have the statutory or legal requisites to hold office may not be entered in candidate lists. Auditors not having the requisites of moral standing and professionalism must stand down.</p> <p>For the purposes of article 1, paragraph 3 of the Ministry of Justice Decree No.162 dated 30 March 2000, the following should be considered as strictly connected with Company's operations: the research and/or development and/or production and/or commercialization of goods and services in the energy, light mechanics, electronics segments, and associated materials. The outgoing Statutory Auditors can be re-elected.</p>		
<p>Presented lists will be deposited at the Company's registered office at least fifteen days before the date established for the meeting to be held in first call, and this will be mentioned in the notice of call. The notice of the meeting to appoint statutory auditors 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.</p> <p>Each shareholder that presents a list, on his own account or with others, must file with the registered office upon presentation of such list a certificate issued by authorized brokers pursuant to current law proving entitlement to exercise rights and a declaration stating under his own responsibility that there is no connection with other lists presented, in accordance with the provisions of the applicable law</p>	<p>Lists for electing statutory auditors must be filed with the Company's registered office by the 25th day prior to the date fixed for the meeting and published as required by current provisions of law and regulations at least twenty-one days before the meeting itself. The notice of the meeting to appoint statutory auditors 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. Each shareholder that presents a list, on his own account or with others, must file with the registered office a certificate issued by authorized brokers pursuant to current law proving entitlement to exercise rights and a declaration stating under his own responsibility that there is no connection with other lists presented, in accordance with the provisions of the applicable law.</p>	<p>Modification due to the introduction of new provisions of law.</p>
<p><i>The rest of the article remains unchanged</i></p>		

Board of directors' report on the 2nd item on the agenda
Modification of articles 20 and 21 of the by-laws.
Addition to the by-laws: article 21- bis.

Shareholders,

You have been called to this Meeting to examine and approve proposed modifications to articles 20 and 21 of the by-laws and the addition of article 21-*bis* to the by-laws.

Regarding the modification to art. 20, Consob issued a regulation, under resolution 17221 (12th March 2010), disciplining operations with correlated parties. The Company will within the legal term provide for the modification of its internal procedures to comply with the new regulation. We deem it useful, however, to take this opportunity, in a meeting already engaged in considering modifications to the by-laws, to take up the option provided for in said regulation concerning operations of an urgent nature.

Regarding the modification to article 21, which references decree law 626 (19th September 1994), much of which has been repealed, it is necessary to replace such reference with one to decree law 81 (9th April 2008) and more in general to legislation on workplace health and safety.

Lastly, the Board deems it useful to propose to the meeting an addition to the by-laws of an article enabling an honorary chairman to be appointed, for the purpose of giving the Company a high profile figure capable of providing opinions on critical issues and representing the Company at non-business events of a cultural, scientific or humanitarian nature. The Board itself or the shareholders, in fact, may wish to call upon persons who, though not sitting on the board of directors, may make a major contribution to the Company with their experience and capabilities.

The Board believes that the proposed modifications to the by-laws do not put shareholders in a position to exercise their right of abandon under current law.

In view of the foregoing, we submit for your approval the proposed addition to the by-laws, as set forth in Annex "A", which shows the current text of the by-laws, the proposed modifications and the reasons for adopting them.

"Having taken note of and approved the board of directors' report, this Extraordinary Meeting of the Shareholders of Indesit Company S.p.A.

resolves to:

- A) approve the modifications to the by-laws proposed by the board of directors, as illustrated in the report made available to the public;
- B) grant all necessary powers to the board of directors, and the chairman and CEO, also separately, on its behalf, to:
 - i) carry out the relevant legal formalities, including public announcements, connected with the implementation of the modifications to the by-laws;
 - ii) renumber the articles and clauses of the by-laws, as necessary, and re-organize same to ensure coherence;
 - ii) write into the text of the resolutions voted any modifications of a formal but not substantial nature required by the relevant authorities, the notary or the relevant Companies Register or that are seen to be advisable for the purposes of complying with applicable legislation.

All such action being henceforth endorsed by the shareholders."

Milan, 25th March 2010

For the Board of Directors

Andrea Merloni

(Vice-chairman)

Annex A

CURRENT BY-LAWS	PROPOSED MODIFICATIONS	REASONS
SECTION IVA - Administration-Representation-Signature		
Article twenty	Article twenty	Article twenty
<i>The text of this article stays the same except for the addition of the following final clause.</i>		
	In cases of urgency and in compliance with the conditions and limits required under the applicable regulations, the Company may carry out operations with correlated parties as provided for in the procedures adopted.	Optional modification introduced by Consob under resolution 17221 (12 th March 2010) designed to facilitate operations which are not within the powers of shareholders' meetings and which are of an urgent nature.
Article twenty-one	Article twenty-one	Article twenty-one
Factory Managers and officials responsible for the management of company areas by virtue of an appropriate resolution of the Board of Directors represent the company in transactions and for the intents and purposes of law decree 626 dated 19 September 1994 and possible subsequent modifications and integrations.	Factory Managers and officials responsible for the management of company areas by virtue of an appropriate resolution of the board of directors represent the company in transactions and for the intents and purposes of law decree 81 (9th April 2008) and any subsequent amendments and additions and, more in general, of applicable workplace health and safety regulations.	Modification necessitated by changes to the relevant legislation.
	Article twenty-one bis	Article twenty-one bis
	The board of directors may, if the shareholders' meeting has not already done so, appoint an honorary chairman, who need not be a director and who shall hold office for the term of the board of directors and stand down, other than by resignation, at the end of said term of office of the Board. The honorary chairman, if not a director, may participate in board meetings and shareholders' meetings and may express non-binding opinions on the matters treated by the board of directors' or shareholders' meetings. The only functions that may be assigned to an honorary chairman by the Board shall be those of representing the Company at events other than those typical of the Company's business, ie. at cultural, scientific and charity events. The board of directors fixes eventual fees or other emoluments and/or reimbursement of expenses due to the honorary chairman. The honorary chairman may be re-elected.	New provision for the appointment of a high-profile person to act as honorary chairman.

Ordinary Session

Board of directors' report on the 1st item on the agenda **Financial statements at 31st December 2009; resolutions.**

Shareholders,

This report will illustrate certain issues that will help you to evaluate our proposals regarding a) approval of the Company's separate financial statements for the year closing 31st December 2009, and b) allocation of profits for 2009 and payment of dividends.

a) Separate financial statements at 31st December 2009

More detailed information on accounting data and events in 2009 can be found in the separate and consolidated financial statements, in the board of directors' report and in the reports to the meeting by the firm of accountants and the statutory auditors, which are filed at Company headquarters along with this report.

b) Proposed allocation of profits

Your Company's separate financial statements closing 31st December 2009 show profits of €37,369,163.60. The board of directors therefore proposes paying each ordinary share in circulation a dividend of €0.13553 and each savings share in circulation a dividend of €0.13553.

As of the date of this report, there are 113,640,684 ordinary shares in circulation. This number:

- a) is different from the number of shares at 31/12/2009 because 10,000 options were exercised in March 2010 under stock option plans for Group executives and middle managers, entailing the issue of the same number of ordinary shares;
- b) could change ahead of the Meeting, also under the aforesaid stock option plan, due to the exercise of 294,500 stock options allotted to Group executives and middle-managers giving entitlement to the same number of newly issued shares.

To date, the Company holds 11,039,750 ordinary shares. Seeing that, under art. 2357-ter, clause 2, Civil Code, as long as the Company holds such treasury shares, the right to profits on them must be assigned proportionally to the other shares, we propose to allocate the dividend relative to said treasury shares to the ordinary and non-convertible savings shares in circulation, thus raising the dividend per ordinary and non-convertible savings share by €0.01447¹.

The Board thus proposes payment of a total dividend of €0.15 for each ordinary share in circulation (other than treasury shares) and of €0.168 for each non-convertible savings share in circulation.

The exact amount of residual profits we propose writing to extraordinary reserves will be announced during the shareholders' meeting.

Dividends will be payable from 20th May 2010 (ex-dividend date 17th May 2007).

The Company no longer has to appropriate profits to the legal reserve, as this has already exceeded the value of one fifth of the share capital.

This said, the Board puts to the vote the directors' Report and the separate financial statements as of 31st December 2009, which close with profits of €37,369,163.60, and invites you to approve the following motions:

"Having taken note of the board of directors' report and those of the statutory auditors and independent accountants, the Shareholders' Meeting

resolves to

1. approve the separate financial statements as of 31st December 2009 and the directors' annual report as presented and filed in the Company's books;
2. allocate the €37,369,163.60 profit as follows:
 - a. €0.13553 (zero point one three five five three) for each of the #² ordinary shares in circulation;
 - b. €0.15353 (zero point one five three five three) for each of the 511,282 non-convertible savings shares in circulation;
3. to raise by €0.01447 (zero point zero one four four seven) the dividend on each of the ordinary and non-convertible savings shares in circulation, pursuant to 2357-ter, clause 2, civil code, in respect of the 11,039,750 treasury shares, and thus to pay out a total dividend of:
 - i. €0.15 (zero point one five) on each ordinary share in circulation (other than treasury shares);
 - ii. €0.168 (zero point one six eight) on each non-convertible savings share in circulation;
4. allocate residual profits³ after the dividend pay-out as in 3) above to the extraordinary reserve."

Milan, 25th March 2010

For the Board of Directors

Andrea Merloni
(Vice-chairman)

¹ The additional amount was obtained by rounding the amount produced by dividing the dividend due to treasury shares between the ordinary shares (other than treasury shares) in circulation as of 25th March 2010 and the savings shares and any options still exercisable.

² As already noted, the number of ordinary shares in circulation on the day of the Meeting will be announced at the Meeting and will depend on the number of options exercised.

³ See Note 2.

Board of directors' report on the 2nd item on the agenda

Appointment of a board of directors for the 3-year period 2010-2012, after fixing the number of members; appointment of a chairman and fixing of the Board's emoluments

Shareholders,

This meeting to approve the separate financial statements at 31st December 2009 marks the end of the current board of directors' term of office. It is therefore necessary to proceed, having first fixed the number of directors, to appoint a new board and its chairman for the three-year period 2010-2012 and determine their emoluments. The Board does not intend to make any proposals regarding candidates to nominate and invites the shareholders to make their own proposals pursuant to applicable law and the Company's by-laws.

This report is also intended, therefore, to remind the shareholders of the rules of governance that the Company has adopted on the matter of appointing directors, in addition to what will be said subsequently on insurance cover.

Nominations for the posts of director and chairman, accompanied by full information on candidates' personal and professional background and eventual eligibility as independent directors, may be lodged at Headquarters at least fifteen days before the date of the Meeting.

Firstly, the Board must remind shareholders that the rules for presenting lists are in articles 14 and 14-*bis* of the by-laws, which are attached to this report (Annex 1) for ease of reference. **It should be noted that, as clearly provided for in the reformulated text of article 14 of the by-laws submitted to the shareholders in the previous extraordinary session,** lists that fail to obtain half the minimum percentage of votes required for presenting lists of candidates for the Board are not taken into account for the purposes of counting votes.

On the fixing of the number of directors to sit on the Board, shareholders are reminded that the by-laws provide for a Board of from five to thirteen members.

Regarding the make-up of the Board, on the other hand, and given the size of the Company and the growing complexity and competitiveness of the industry it operates in, the Board invites the shareholders to formulate their proposals in such a way that the Board may include directors' with experience and professional expertise in international contexts, not only in specific industrial sectors but also in finance, economics and problems relating to the globalization of markets.

The composition of the Board must also comply with other rules of corporate governance. In particular, the Board decided that for a non-executive director of the Company five directorships or statutory auditorships in other listed companies was the maximum number compatible with effective performance of the role. The Board therefore requires shareholders that present lists for the appointment of directors to indicate how many such posts are already covered by each candidate in other companies.

The independence criteria adopted by the Company are attached to this report (under Annex 2) to assist shareholders in formulating their nomination proposals.

Regarding total emoluments for the directors for the three-year period 2010-2012, the Board proposes:

- to confirm total annual emoluments of Euro 920,000.00, plus reimbursement of expenses incurred as provided for in the by-laws, also for the three-year period 2010-2012; the shareholders' meeting on 3rd May 2007, in fact, voted said amount of emoluments and authorized the Board to i) divide them between the directors and the chairman and ii) define procedures for calculating individual amounts, including the possibility of payment tied to actual attendance at meetings;
- to renew the existing annual insurance contract for Board members for the 2010-2012 period in order to hold the Company harmless against any financial damage caused to it by its directors, who are civilly liable, as a result of any behaviour, whether individual or collective, of omission or commission, occurring once or repeatedly, and which is imprudent and/or negligent and in breach of obligations and/or duties pertaining to their functions provided for by law, rules, the articles of association, the by-laws and/or resolutions of the shareholders and the board of directors (wrongful conduct), excepting penal sanctions and administrative sanctions inflicted by supervision authorities under current law. The current policy is annual, with a maximum annual cost of €100,000, net of tax charges, for a maximum amount per claim and maximum annual aggregate of €25m.

To this end we motion that the head of Finance and Administration be empowered to negotiate the premium on the best possible terms available within the aforementioned cost limits and to underwrite the annual contracts, such action being henceforth endorsed by the shareholders.

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

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

resolves to:

1. allocate total annual emoluments, for the entire board of directors for the three-year period 2010-2012, of euro 920,000 (nine hundred and twenty thousand), plus reimbursement of documented expenses incurred;
2. authorize the Board to divide the emoluments between the directors and the Chairman and establish terms of payment, including the possibility of disbursement per actual attendance at meetings of the Board and those of its Committees, save for a guaranteed minimum for directorship;
3. charge the head of Finance and Administration, also acting through special attorneys, to negotiate insurance for 2010-2011-2012 (also on an annual basis) holding the Company harmless against all financial damage caused to it by its directors, who are civilly liable, as a result of any behaviour, whether individual or collective, of omission or commission, occurring once or repeatedly, and which is imprudent and/or negligent and in breach of obligations and/or duties pertaining to their functions provided for by law, rules, the articles of association, the by-laws and/or resolutions of the shareholders and the board of directors (wrongful conduct), excepting penal sanctions and administrative sanctions inflicted by supervision authorities under current law, and define a premium on the best terms available within a maximum annual cost limit of €100,000 (one hundred thousand) and for a maximum amount per claim and annual aggregate of no less than €25m (twenty-five million). All of which is henceforth endorsed by the shareholders.”

Milan, 25th March 2010
For the Board of Directors
Andrea Merloni
(Vice-chairman)

Annex 1) Extract from by-laws

"The by-laws of Indesit Company s.p.a.

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Administration - Representatives - Signature

Article fourteen

The Company is administered by a Board of Directors composed of no less than five and no more than thirteen members, also non shareholders. They are appointed by an open vote of the Shareholders' meeting, which first establishes its number, and their term lasts three financial years and they can be re-elected.

Appointment of the Board is by voting on lists presented by the shareholders in which candidates are numbered progressively. Only shareholders together representing at least the percentage of capital required by current law are entitled to present lists. Lists must be filed with the Company's registered office at least fifteen days before the date fixed for the 1st call meeting.

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.

The following documents must be filed with the registered office along with each list:

- a) copy of certificate issued by authorized brokers with whom the shares are deposited;
- b) CV of each candidate adequately illustrating professional and personal characteristics;
- c) list of directorships and positions of control held by each candidate in other companies;
- d) indication of eventual eligibility as an independent director pursuant to art. 148, clause 3, decree law 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 possess the requisites for holding the post prescribed by law and the Company's by-laws;
- f) declaration by shareholder or shareholders presenting the list stating under their own responsibility that there is no connection with other lists presented.

For the purposes of the previous clause, a connection is understood to exist when the shareholders are either i) in a control relationship with each other or under the same control as defined in art. 93, decree law 58/98, ii) in a relationship of connection with each other as defined in art. 2359, clause 3, Civil Code, iii) or are parties to agreements involving the exercise of voting rights as per art. 122, clause 1, decree law 58/98.

A shareholder may not present or agree with others to present, not even through intermediaries or trust companies, more than one list or vote for more than one list.

On pain of ineligibility, a candidate may only register in one list and must not be in any of the circumstances constituting ineligibility as defined in art. 14-bis of these by-laws. Each list must contain enough independent directors to satisfy the requirement in art. 14 bis of these by-laws, with progressive numbering so that if the list obtains the most votes, said candidates will be elected.

A list which does not comply with the provisions illustrated above is considered as not having been presented.

The Company shall publish validly presented lists on its website within the legal term.

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 that obtained most votes, in the progressive order in which they are listed.

The Board is chaired by the first candidate in the list in b) above. For the purposes of the election described above, lists that fail to obtain half the minimum percentage of votes required in clause 3 above are not counted. A shareholder may only vote one list.

If only one list is presented or if no list is presented or if the list in a) 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.

If one or more directors fail to complete their term of office, the others will provide for replacements as required by law and appoint the first, in progressive 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. If the director to be replaced is independent as defined in art. 148, clause 3, decree law 58/98, election shall be as described above so that the Board continues to have the minimum number of directors with the same requisites of independence; failing this, the first of the non-elected candidates with said requisites shall be elected.

Election of directors nominated pursuant to art. 2386, Civil Code, is by the legal majority, replacements being appointed on the basis of the criteria set forth in the previous sentence. Directors thus appointed end their term of office at the same time as the directors already in office when they were appointed.

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.

Article fourteen-bis

No one who:

- is in any way ineligible or unsuitable under the terms of applicable law,
 - or does not have the requisites for the post indicated in the by-laws or legislation,
- may be appointed to the office of director, or if he is, he must immediately stand down.

At least one of the members of the Board – or two if the Board has more than seven members – must have the requisites of independence specified in law applying to statutory auditors of companies listed on regulated markets in Italy.

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Annex 2: Criteria for determining eligibility as independent directors

Under the rules of governance adopted by the Company, directors may be termed independent if:

- a) they do not control the Company either directly or indirectly or through subsidiaries, fiduciaries or other intermediaries and are not able to exercise any considerable influence over it and do not participate in shareholders' agreements through which one or more subjects may exercise control of or considerable influence over it;
- b) they are not, nor have been in the last three years, major exponents⁴ of the Company or of any of its strategically important subsidiaries or of any company under common control with same or of a company or network which, also through a shareholders' agreement, controls the Company or may exercise considerable influence over it;
- c) they do not have, nor have had in the previous year, any significant commercial, financial or professional relationship, either direct or indirect (eg. through subsidiaries or companies of which they are major exponents or as partners in a professional practice or consulting firm) with:
 - the Company, any of its subsidiaries or any of their major exponents;
 - with any subject which, even with others through a shareholders' agreement, controls the Company or, in the case of a company or other organization, with its major exponents;
- d) they are not, nor have been in the previous three years, employees of any of the aforementioned subjects;
- e) they do not receive from the Company or any of its subsidiaries or parent company, nor have done in the last three years, any significant additional remuneration⁵ over and above their "fixed" emoluments as non-executive directors of the Company, which include participation in the Company's *performance-linked* incentive schemes, including stock options;
- f) they have not been Company directors for more than nine years out of the last twelve;
- g) they are not executive directors in any other company in which an executive director of the Company has a directorship;
- h) they are not partners or directors in any company or organization belonging to a network of the company retained by the Company to audit its accounts;
- i) they are not close relatives of any person who is in any of the circumstances indicated above.

⁴ "Major exponent" of a company or other organization means chairman, legal representative, executive director or manager with strategic responsibilities.

⁵ Meeting on 26th October 2006, the Board defined as "significant" remuneration in addition to fixed emoluments any amount in excess of a) three times total annual remuneration (including fees for attending committee meetings) or b) €200,000 a year.

Board of directors' report on the 3rd item on the agenda
Appointment of an honorary chairman

Shareholders,

If the extraordinary session of the shareholders' meeting approves the modification to the by-laws embodied in article 21-bis (as illustrated in the directors' report thereon), the shareholders may in the ordinary session appoint an honorary chairman.

The board of directors makes no proposal on the matter.

Milan, 25th March 2010

For the Board of Directors

Andrea Merloni

(Vice-chairman)

Board of directors' report on the 4th item on the agenda

Proposal for new authorization to trade in own shares

(Directors' report drawn up pursuant to art. 73, Consob resolution 11971, dated 14th May 1999, and subsequent amendments and additions)

Shareholders,

This ordinary Meeting has been called to examine and approve an authorization for the board of directors to acquire and/or dispose of ordinary and/or non-convertible savings shares in Indesit Company S.p.A. (hereafter the "Company") for the intents and purposes of art. 2357 and subs., Italian Civil Code, art. 132, legislative decree 58, 24th February 1998 and art. 144 *bis*, Consob Regulation under resolution 11971 and subsequent amendments.

As you already know, the Board was authorized by a shareholders' resolution dated 29th April 2009 to trade in the Company's ordinary and/or non-convertible savings shares for a period of 12 months from the date of said resolution and in accordance with the procedures and criteria set forth therein. Said authorization thus expires on the eve of the shareholders' meeting called to approve the financial statements at 31st December 2009. No trading in own shares was actually done under said authorization.

On calling a Meeting to approve the financial statements at 31st December 2009, the Board thus decided to apply for a new authorization to trade in the Company's shares, given that said faculty provides the operating and strategic flexibility that the directors need for the reasons set forth below.

As of today, the Company holds 11,039,750 ordinary shares of par value €0.90, which is 9.67% of the *pro tempore* share capital amounting to €102,727,769.40 and consisting of 114,141,966 shares of par value €0.90 each (of which 113,630,684 ordinary and 511,282 non-convertible savings)⁶. New purchases of own shares will only be possible, therefore, if disposals are made first, in order not to exceed the legal limit.

Main reasons for seeking authorization to trade in own shares

In addition to the motives readily deducible from the terms of the authorization request itself and the need for compliance with law on the matter, the main reasons for the Board's invitation to adopt the resolutions explained in this report lie in the Company's need to:

- a) intervene, as allowed by current law, directly or through authorized intermediaries, to contain anomalous movements in the price of Indesit Company's equity and regularize trends in trading and prices in cases of momentary phenomena caused by excess volatility or low-level liquidity in trades;
- b) purchase and/or dispose of own shares whenever the market provides adequate remuneration;
- c) use own shares to serve stock option plans for directors and/or employees of the Company or its subsidiaries (current and/or future);
- d) use own shares in payment for equity investments, serving finance operations (including extraordinary ones such as bond issues), securing loans or for simple disposal within the framework of the Company's financial and investment policies.

Maximum number and par value of the shares for which authorization is being sought

The authorization the Board is seeking from the shareholders regards acquisition in one or more *tranches* of the Company's ordinary and/or non-convertible savings shares and in such numbers that the total value of treasury shares held from time to time by the Company or its subsidiaries or acquired through trustee companies or intermediaries shall not exceed the overall legal limit at the time of any such acquisition. Further, as provided for in art. 2357, clause 1, Italian Civil Code, acquisitions may be made within the limits of distributable profits and available reserves as per the most recent duly approved financial statements, a tied reserve being set up, as required under art. 2357-ter, clause 3, Italian Civil Code, to cover the amount of own shares acquired from time to time.

In the event of disposal of treasury shares acquired from time to time, the aforementioned reserve will be written back to the funds and reserves from which it originated.

Minimum and maximum prices

Acquisition of own shares

The purchase price of each ordinary and/or savings share must be no more than 15% lower or higher than the average official stock market price over the three days prior to each purchase operation.

Disposal of own shares

Own shares already held or any others subsequently bought back, even before all possible purchases have been made as authorized above, may be disposed of at the price or in any case at the conditions and according to the

⁶ All the data indicated refer to the share capital subscribed and paid in at the time of approval of this report. The number of ordinary shares could change due to exercise of 294,500 stock options allocated to Group executives and middle managers.

criteria adopted by the Board, taking into account the procedures involved, the trend in the share price in the period preceding the operation and the best interests of the Company.

Said price limit will not apply if treasury shares are transferred to employees and/or directors and/or collaborators of the Company or its subsidiaries within the framework of stock option plans.

Duration of authorization

Authorization for acquisition and disposal is requested for a period of twelve months from the date on which the shareholders' meeting adopts the relative resolution. In order to tie in with the annual general meeting to approve the financial statements, we propose a shorter period of authorization. It is understood that any treasury shares that are seen from time to time to be for any reason in excess of the legal limit must be disposed of in the manner set forth below and within the maximum term fixed by the law.

Procedure for acquisition and disposal of own shares

Acquisition of own shares

Acquisitions may be made in accordance with the combined provisions of art. 132, legislative decree 58 (24/02/1998) and art. 144 *bis*, Consob Resolution 11971/1999, and taking into account the specific exemption provided for in clause 3 of said art. 132, legislative decree 58/1998 and in any case following any other procedures contemplated by relevant laws and regulations, including the market practice contemplated in art. 180, c. 1C), decree law 58/1998.

Disposal of own shares

Own shares already held and others subsequently bought back may be disposed of at any time, in whole or part, in one or more operations and also before reaching the limit on such authorized purchasing in any way deemed advisable with regard to the purposes contemplated by the authorization granted and in any form of disposal allowed under current law on this matter.

* * * * *

Clause 4.7 of Annex 3A to the "Regolamento Emittenti" (Rules for Listed Companies) is not applicable in that the acquisition of own shares does not serve a reduction of the Company's share capital by cancelling own shares purchased.

* * * * *

With regard to the foregoing, and if you are in agreement with the Board's motion, we invite you to adopt the following resolutions:

"The Ordinary General Meeting of the Shareholders of Indesit Company S.p.A.:

- has heard and approved the report of the board of directors;
- acknowledges that as of the date of this resolution, Indesit Company S.p.A. holds _____ ordinary shares, equal to% of the *pro tempore* capital stock, amounting to €..... divided into shares of par value €0.90 each (of which ordinary and 511,282 non-convertible savings shares⁷) and hereby

resolves to

- 1 authorize the board of directors and jointly on its behalf the Chairman and CEO, also acting through persons delegated for the purpose, to acquire the Company's ordinary and/or non-convertible savings shares pursuant to art. 2357, clause 2, Italian Civil Code, in one or more operations and at any time within a period of 12 months from the date of this resolution, provided that:
 - a) the maximum number of shares acquired or acquirable does not exceed, on the basis of the treasury shares held at the time of any such acquisition, the overall legal limit;
 - b) the purchase price of each ordinary and/or savings share is no more than 15% lower or higher than the average official stock market price over the three days prior to each purchase operation;
 - c) acquisitions are made in accordance with the combined provisions of art. 132, legislative decree 58 (24/02/1998) and art. 144 *bis*, Consob Resolution 11971/1999, and taking into account the specific exemption provided for in clause 3 of said art. 132, legislative decree 58/1998 and in any case following any other procedures contemplated by relevant laws and regulations;
 - d) acquisitions are made within the limits of distributable profits and available reserves as per the most recent financial statements duly approved (and actually existing at the time of the acquisitions), a tied reserve being set up, as required under art. 2357-ter, clause 3, Italian Civil Code, to cover the amount of the treasury shares acquired from time to time;
- 2) pursuant to art. 2357, clause 2, Italian Civil Code, to authorize the board of directors and jointly on its behalf the Chairman and CEO, also acting through persons delegated for the purpose, to dispose of Company shares, whether ordinary or non-convertible savings shares, already held or subsequently acquired under the terms of this resolution and even before completing all of the acquisitions authorized as above, in one or

⁷ Data will be announced during the Meeting. See previous note.

more operations and at any time within a period of 12 months from the date of this resolution and in any way deemed appropriate to furthering the ends pursued, provided that:

- a) own shares already held or any others subsequently bought back, even before all possible purchases have been made as authorized above, may be disposed of at the price or in any case at the conditions and according to the criteria adopted by the Board, taking into account the procedures involved, the trend in the share price in the period preceding the operation and the best interests of the Company;
 - b) the price limit in 2a) above will not apply if treasury shares are transferred to employees and/or directors and/or collaborators of the Company or its subsidiaries within the framework of stock option plans;
 - c) in the event of disposal of treasury shares, the reserve set up under art. 2357-ter, clause 3, Italian Civil Code, is written back to the funds and reserves from which it originated;
- 3) to invest the board of directors, and jointly on its behalf the Chairman and CEO, with full powers to provide that the relevant accounting records arising from acquisition or disposal operations be made in compliance with the provisions of the law and accounting standards from time to time applicable;
 - 4) to confer on the board of directors, and jointly on its behalf the Chairman and CEO, all the powers required to execute the foregoing resolutions, also by means of persons with power of attorney, being under obligation to comply with any requests from the competent authorities, the notary or the relevant companies register and to provide for modification of the text of the adopted resolutions in accordance with any requests from said authorities”.

Milan, 25th March 2010

For the Board of Directors

Andrea Merloni

(Vice-chairman)

Board of directors' report on the 5th item on the agenda
Resolution on the expense fund for safeguarding the interests of savings shareholders

Shareholders,

A special meeting of the savings shareholders has been called for 27th, 28th and 29th April 2010 to vote, pursuant to art. 146 TUIF, on the:

- appointment of a single representative of the savings shareholders for the three-year period 2010-2012 (ie. up to the meeting called to approve the financial statements at 31st December 2012);
- the fixing of the single representative's annual fees;
- the setting up of an expense fund (pursuant to art. 146, clause 1c, TUIF) to safeguard the interests of your shareholder category ("Fund").

On the basis of the resolution of the savings shareholders' meeting on 3rd May 2007, said Fund amounted annually to €20,000 p.a., including the fees (ten thousand euros) due to the single representative.

* * * * *

The board of directors reminds you that under the aforementioned article 146 TUIF, the Company may decide to assume partial or total liability for the Fund, as it has always done, up to a maximum of €20,000 p.a.

Lastly, we must render account of the expenses incurred by the Fund over the last three years. It was used exclusively for the purposes of:

- paying the annual fees due to the single representative, Adriano Gandola (who has reported that said fees were donated to charities working on social problems);
- paying the expenses of the relative triennial meeting of the savings shareholders.

The Board intends to put a proposal before the shareholders' meeting whereby the Fund shall again be charged to the Company, up to a total of €20,000, irrespective of the decisions of the savings shareholders' meeting.

The Board therefore invites you to approve the following resolution:

"Having heard and approved the board of directors' report, the shareholders' meeting
resolves

that the expense fund for the safeguarding of the common interests of savings shareholders, including the fees due to the single representative, be charged to the Company up to a maximum amount of €20,000 (twenty thousand) p.a. for 2010, 2011 and 2012 and in any case up to the shareholders' meeting called to approve the financial statements at 31st December 2012".

Milan, 25th March 2010
For the Board of Directors
Andrea Merloni
(Vice-chairman)

www.indesitcompany.com