

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their brokers at the Company's offices at least two business days before the date fixed for each meeting and have not withdrawn them before the meeting takes place are entitled to attend the meeting.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