



Extraordinary and ordinary meeting of ordinary shareholders 2nd-3rd May 2011

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: € 102,759,269.40, fully paid up
Court of Ancona Companies Register, tax and VAT code: 00693740425
www.indesitcompany.com

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Notice of extraordinary and ordinary Shareholders' Meeting

Subjects entitled to vote at the meeting of holders of Indesit Company SpA ordinary shares are hereby convened for a shareholders' meeting, in extraordinary and ordinary sessions, at the Company's registered offices in Fabriano, Viale Aristide Merloni n. 47, on 2nd May 2011, at 3 pm (1st call) and if necessary on 3rd May 2011, same time and place (2nd call), to discuss and vote on the following agenda:

Extraordinary Session

- 1) Modification of articles 2), 5), 6), 9) 14) and 22) of the by-laws. Relative resolutions.

Ordinary Session

- 1) Approval of the separate financial statements at 31st December 2010. Reports by the board of directors, the statutory auditors and external auditors. Allocation of profits for the year and distribution of a dividend. Relative resolutions.
- 2) Appointment of a statutory audit committee for the 2011-2013 three-year period.
 - i. Appointment of three standing auditors and two alternate auditors.
 - ii. Appointment of a chairman of the statutory audit committee.
 - iii. Fixing of the annual emoluments of the standing members of the statutory audit committee.
- 3) Proposal for modifications to the Shareholders' Meeting Rules. Relative resolutions.
- 4) Proposal for a new authorization to trade in own shares. Relative resolutions.

Information on the share capital

The share capital as of 22/3/2011 is euro 102,759,269.40, divided into 114,176,966 shares of par value euro 0.90 each, of which:

- 113,665,684 ordinary, each of which 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 as a result of the exercise of 269,500 options allocated to Group executives and managers conferring the right to subscribe to said 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.

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 favour of the subject entitled to vote. Said notices must be delivered to the Company in the manner indicated in the "Notices to the Company" section hereunder by 19/4/2011 (record date). Entitlement to participate and vote is not forfeited if notices reach the Company beyond the terms indicated in this clause provided they arrive before the start of the proceedings of each meeting. It should be remembered that notices to the Company are made by brokers on the initiative of the subjects entitled to vote. Subjects proving to be shareholders only subsequently to said date shall not be entitled to participate in or vote at the shareholders' meeting.

To facilitate verification of their entitlement, entitled subjects or their proxies are invited to present themselves 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 under provisions of law by signing 1) the proxy statement at the bottom of the copy of the broker's certificate or 2) a proxy form available at the web address indicated in the "Documents" section hereunder. Notification of the proxy conferred may be carried out in the manner indicated in the "Notices to the Company" section.

It should be noted that the by-laws do not provide for voting by correspondence or electronically.

If a representative delivers or transmits a copy of the proxy to the Company, he or she must vouch, under their own responsibility, for the conformity of the proxy to the original and for the identity of the delegator.

Designated Representative

Proxy may be conferred free of charge for the delegator (except for transmission expenses) for the purposes of this shareholders' meeting on "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 28/4/2011 by courier or registered letter with advice of receipt, at Foro Buonaparte n. 10 – 20121 Milano. Proxies are only valid for motions on which voting instructions have been given. Proxies and instructions may be revoked within the term indicated above.

Proxy is conferred by signing the proxy form available at the address indicated in the "Documents" section hereunder.

Additions to the agenda

Shareholders representing at least 2.5% of the share capital, whether singly or jointly, may apply to the Company in writing and in the manner indicated in the "Notices to the Company" section within ten days of publication of this notice of meeting to add items to the agenda of business to discuss. A report on the matters to be proposed for discussion must be presented, in the manner and within the terms indicated above, together with such application.

Additions to the agenda are not allowed for matters on which the Shareholders' Meeting votes, by law, on motions put by the directors or on the basis of a draft or report drawn up by them, or matters other than those indicated in the "Documents" section hereunder.

Notice of any additions admitted by the board of directors is given at least 15 days before the date fixed for the shareholders' meeting and in the same manner as is required by law for this notice of meeting. At the same time, the board of directors makes the above mentioned report/s filed with the Company available to the public, accompanied by any assessments it has made of it/them.

Right to ask questions

Shareholders may ask questions about the items on the agenda also before shareholders' meetings. Questions must be in writing and made in the manner indicated in the "Notices to the Company" section. Together with such pre-meeting questions, applicants must send the Company proof of their entitlement in the form of certification issued by their brokers or the notice required for taking part in the proceedings of the meeting.

Questions submitted before a shareholders' meeting must be answered during the meeting at the latest. The Company reserves the right to answer questions in the section of the Company's website indicated in "Documents" hereunder and in any case to give a single answer to a number of questions of the same tenor.

Appointment of statutory auditors

The statutory audit committee is appointed on the basis of lists submitted by shareholders with voting rights at ordinary shareholders' meetings who alone or together with other shareholders represent at least 2% of the share capital. Lists, accompanied by all the necessary documents, must be filed with the Company in the manner indicated in the "Notices to the Company" section no later than 5 pm on 7/4/2011. Brokers' certificates proving entitlement to exercise rights may be filed by 5 pm on 11/4/2011.

Full information on the procedure for appointment of the statutory audit committee and the filing of lists by shareholders is given in the board of directors' report to shareholders' meeting, which is published at the same time as this notice of meeting on the website, at the address indicated in "Documents" hereunder. Validly submitted lists will be published within the legal and regulatory terms at the same web address.

Shareholders intending to submit a list are invited to contact the Corporate Affairs Office in advance for all the necessary operating details or any other information or clarification required.

Documents

All the documentation relating to the Shareholders' Meeting is available at the Company's registered office, on its website (<http://www.indesitcompany.com/assemblea>) and at Borsa Italiana SpA.

The following documentation shall be made available to the public:

- on 23/3/2011, the board of directors' reports on the items on the meeting's agenda, with the text of the proposed resolutions;
- on 8/4/2011, the consolidated financial statements and the proposal of the separate financial statements at 31st December 2010, together with the annual report, the reports by the external audit firm, the certifications pursuant to art. 81-*ter*, Issuers' Reg., the report drafted by the statutory auditors pursuant to art. 153, TUIF, and the annual report on corporate governance and ownership structure.

Shareholders may obtain copies of such documents.

Notices to the Company

All the notices provided for in this notice of meeting must reach the Corporate Affairs Office at the following certified web address, affari.societari@pec.indesit.com, or by fax on (+39) 0732637220.

Said address may also be used to make requests to participate in the shareholders' meeting pursuant to the Shareholders' Meeting Rules. Requests must be received at least two business days before the meeting that subjects wish to participate in.

Milan, 22nd March 2011
For the Board of Directors
Andrea Merloni
(Chairman)

Extraordinary Session

Directors' report on the 1st item on the agenda

Modification of articles 2), 5), 6), 9) 14) and 22) of the by-laws. Relative resolutions.

Shareholders,

Legislative decrees 27 and 39, both dated 27th January 2010, introduced new legislation on, respectively, the rights of listed company shareholders and legal auditing of annual and consolidated accounts.

The shareholders' meeting on 29/4/2010 and the board of directors meeting on 29/10/October 2010 (availing themselves of the option allowed by the Company's by-laws and art. 2365, clause 2, Civil Code) have already adopted modifications to the by-laws enabling the Company to bring the by-laws in line with the new provisions introduced by the aforementioned decrees.

The modifications now under proposal refer to the opportunity offered by d.lgs 27/2010 to make further changes to the by-laws, of an optional nature, for the purpose of simplifying organizational and business functions and completing said process of change also with regard to the secondary level of regulations introduced (eg. with the proposed modifications to articles 14.2 and 22.3).

The following proposed modifications to the by-laws, in particular, are for purposes of simplification:

- introduction of an option for the board of directors to call shareholders' meetings on a single date, thus simplifying notices to shareholders and streamlining shareholders' meeting procedure;
- simplification of the provision allowing extension to 180 days after the close of the year of the deadline for calling the annual general meeting of the shareholders, pursuant to art. 2369 cc.

The Board also sees fit to propose a number of small terminological modifications to bring the by-laws closer in line with the terminology used in the new provisions of law (see, for example, the proposed modifications indicated for articles 6.4, 9.1 and 9.5) and the elimination of the secondary headquarters in Rome because of the inadvisability of indicating secondary headquarters in by-laws.

Lastly, the board of directors does not hold that the proposed modifications to the by-laws would entitle shareholders to exercise their right of withdrawal under current law.

In light of the foregoing, we submit to your approval the modifications to the by-laws summarized in the table under annex "A", which lays out for comparison the current text of the by-laws, the proposed modifications and the reasons underlying them.

This said, if you are in agreement with the Board's motion, we invite you to adopt the following resolution:

"This extraordinary general meeting of the shareholders of Indesit Company S.p.A., having heard and approved the board of directors' report, resolves to:

1. approve the modifications to the by-laws proposed by the board of directors as illustrated in the report made available to the public;
2. confer on the board of directors, and on the chairman and CEO on its behalf, also acting separately, all the powers required to:
 - a) carry out the legal formalities, including those of official publication, in connection with the implementation of the aforesaid modifications to the by-laws;
 - b) if necessary, renumber the articles and clauses in the by-laws and re-organize same to ensure the necessary coherence;
 - c) introduce in the text of the resolutions adopted, and in that of the Shareholders' Meeting Rules, any modifications of a formal and non-substantial nature required by the relevant authorities, the notary or the relevant Companies Register or that are deemed advisable in terms of compliance with applicable law.

All such action being henceforth endorsed by the shareholders".

Milan, 22 March 2011

For the Board of Directors

Andrea Merloni

(Chairman)

Annex A

| CURRENT TEXT OF BY-LAWS | PROPOSED TEXT OF BY-LAWS | Reasons |
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| TITLE I: Establishment- Denomination - Registered office - Purpose - Duration | | |
| Article two | | |
| 2.1 The company's registered office is situated in Fabriano, Viale Aristide Merloni 47, with a secondary headquarters in Roma. The Company can establish and suppress offices, branches, agencies, secondary divisions and other operating units however denominated, both in Italy and abroad | The company's registered office is situated in Fabriano, Viale Aristide Merloni 47 with a secondary headquarters in Roma . The Company can establish and suppress offices, branches, agencies, secondary divisions and other operating units however denominated, both in Italy and abroad. | It is deemed inadvisable to indicate secondary headquarters. |
| TITLE II: Share capital - Shares - Bonds | | |
| Article five | | |
| 5.1 The subscribed and paid up share capital amounts to Euro 102,759,269.40 divided into 114,176,966 shares of nominal value Euro 0.90 each, of which 113,665,684 ordinary shares and 511,282 non-convertible savings shares. | UNCHANGED | |
| 5.2 The Extraordinary Shareholders' Meeting held on 16 September 1998, resolved to increase the share capital pursuant to art.2441, paragraph 8 of the c.c., by a maximum amount of Euro 2,700,0000, issuing maximum 3,000,000 ordinary shares with nominal value of Euro 0.9, reserved for the exercise of subscription options which will be assigned to management employees or to employees qualified as "quadri" of group companies, in accordance with the requirements of the Shareholders' Meeting resolutions dated 16 September 1998 and 5 May 2000. | 5.2 The Extraordinary Shareholders' Meetings held on 16 September 1998 and 23rd October 2001 , resolved to increase the share capital pursuant to art.2441, paragraph 8 of the c.c., by an overall maximum amount of Euro 2,700,0000 5,400,0000, issuing an overall maximum of 3,000,000 6,000,000 ordinary shares with nominal value of Euro 0.9, reserved for the exercise of subscription options which will be assigned to management employees or to employees qualified as "quadri" of group companies, in accordance with the requirements of the aforsaid resolutions of the Shareholders' Meeting and subsequent amendments and additions dated 16 September 1998 and 5 May 2000. | This summarizes the content of two substantially equivalent clauses and entails the abrogation of clause 5.3 hereunder. |
| 5.3 The Extraordinary Shareholders' Meeting held on 23 October 2001, resolved to increase the share capital pursuant to art.2441, paragraph 8 of the c.c., by additional maximum Euro 2,700,000, issuing additional maximum 3,000,000 ordinary shares, with the same characteristics as shares already outstanding, reversed for the exercise of subscription options which will be assigned to management employees or to employees qualified as "quadri" of group companies, in accordance with the requirements of the Shareholders' Meeting resolution. | TO BE ABROGATED | See comment on previous clause. |
| 5.4 As a result of the resolutions detailed above, the voted share capital stands at Euro 105,672,569.40 divided into 117,413,966 registered shares, par value Euro 0.90 each, of which 116.902.684 ordinary and 511.282 non-convertible saving shares. | TO BE RENUMBERED | Renumbering made necessary by the modifications proposed for the two previous clauses. |
| Article six | | |
| 6.1 Share capital can also be increased through shares issues to be paid through | UNCHANGED | |

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| contributions in kind. The new shares can also be preference savings shares or other classes of shares and have different rights compared with already issued shares. | | |
| 6.2 The Extraordinary Shareholders' meeting resolves the share capital increase: the Extraordinary Shareholders' meeting can delegate the share capital increase to the board of directors within the limits established by art.2443 of the c.c.. | UNCHANGED | |
| 6.3 Resolutions regarding the issue of new shares other than ordinary shares, both through share capital increase and through the conversion of other classes of shares, do not require the approval of special Shareholders' meetings of the other classes of shares | UNCHANGED | |
| 6.4 In the event of share capital increase, the new shares will be offered in conformity with law rules. Though the other cases of exclusion from or limitation of pre-emption rights provided for in art. 2441, clause 4, Civil Code continue to apply, it will however be possible to exclude pre-emption rights in favour of any type of shares also in the case of new rights issues of less than ten percent of the share capital at the date of the resolution approving the capital increase, provided the issue price is in line with the equity's market value as specifically confirmed by the Board of Directors in its capital increase proposal and further endorsed by a report by the Company's independent auditors. | 6.4 In the event of share capital increase, the new shares will be offered in conformity with law rules. Though the other cases of exclusion from or limitation of pre-emption rights provided for in art. 2441, clause 4, Civil Code continue to apply, it will however be possible to exclude pre-emption rights in favour of any type of shares also in the case of new rights issues of less than ten percent of the share capital at the date of the resolution approving the capital increase, provided the issue price is in line with the equity's market value as specifically confirmed by the Board of Directors in its capital increase proposal and further endorsed by a report by the Company's independent auditors. | For terminological accordance with art. 37, D. Lgs. 39/2010. |
| 6.5 Shareholders' payments for the benefit of the company, both on capital account and on other accounts, do not bear interest, except as otherwise established by the Shareholders' Meeting. | UNCHANGED | |
| 6.6 The Company can underwrite loans from the Shareholders with obligation of reimbursement. | 6.6. The Company can underwrite loans from the Shareholders with obligation of reimbursement. 6.7 Such source of financing does not represent a savings collection from the public, and will thus have to comply with limits and criteria set forth in art.11, paragraph 3, d.lgs. 385/1993. | Clauses joined for ease of consultation. |
| 6.7 Such source of financing does not represent a savings collection from the public, and will thus have to comply with limits and criteria set forth in art.11, paragraph 3 of Law Decree No.385 dated 01/09/1993. | | |
| 6.8 In addition, the Ordinary Shareholders' Annual Meeting resolution will establish from time to time any other possible requirement able to resolve such loans. | TO BE RENUMBERED | Renumbering made necessary by the modifications proposed for the two previous clauses. |
| TITLE III: Shareholders' Meetings | | |
| Article nine | | |
| 9.1 The Shareholders' Meeting, both ordinary and extraordinary, is called by a notice published on the company's web site as well as with the other forms provided by Consob regulation pursuant to article 113-ter, paragraph 3 of Law Decree 58/1998 | 9.1 The Shareholders' Meeting, both ordinary and extraordinary, is called may also be called outside the registered office, provided it is held in Italy , by posting a notice within the legal terms on the Company's website or using the other forms provided for by Consob regulation | This condenses the content of clauses 9.1 and 9.4 in a single clause. |

Board of directors' reports

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| | pursuant to article 113 ter, paragraph 3 of Law Decree 58/1998 applicable law. | |
| 9.2 The notice of call must contain the indication of the day, the time and the place of the meeting together with the agenda and the other information required by provisions of law and regulations in force. | UNCHANGED | |
| 9.3 An ordinary Shareholders' Meeting must be called at least once a year within 120 days of the closing of the financial year. The notice must indicate the date of a second call to meeting and may also indicate, at the most, the date of a third call. Meetings may also be called within 180 days of the close of the financial year if the relevant legal conditions hold. | 9.3 An ordinary Shareholders' Meeting must be called at least once a year within 120 180 days of the closing of the financial year. The notice must indicate the date of a second call to meeting and may also indicate, at the most, the date of a third call. Meetings may also be called within 180 days of the close of the financial year if the relevant legal conditions hold. Meetings may also be called whenever the board of directors deem fit and in the circumstances in which required by law. | This makes the clause clearer in relation to the provisions of art. 2364, Civil code. The introduction of the longer 180 day term is supported by the amendment to art. 154-ter, TUIF, which in referring to the obligation to publish the draft financial statements approved by the board of directors (and no longer the statements approved by the shareholders) enables listed companies once again to extend the term for calling meetings and fix the date of meetings to approve financial statements with greater flexibility. Regarding meetings subsequent to the 1 st call meeting, we propose to modify the text and move it to the next clause. |
| | 9.4 The notice of meeting may indicate a single meeting or alternatively a 1 st , a 2 nd and, for extraordinary shareholders' meetings only, a 3 rd call. | To simplify organizational and operating procedure, the board of directors would be able, whenever it sees fit, to exclude calls successive to the 1 st . In this case, that of a single meeting, the majorities provided for in art. 2369, Civil Code, would apply. |
| 9.4 The meeting, both ordinary and extraordinary, can take place also outside the Company's registered office, provided it is in Italy, in the place indicated in the notice of meeting. | TO BE ABROGATED | See comment to clause 9.1. |
| 9.5 Shareholders that, also jointly, represent at least one fortieth of the corporate capital may ask for the integration of the agenda contained into the notice of call according to the forms and modalities provided by law. Such request must be submitted together with a report on the topics of which the shareholders propose the discussion and must be delivered to the Board of Directors within the last term provided for the submission of the integration request. | 9.5 Shareholders that, also jointly, represent at least one fortieth of the corporate the percentage of share capital indicated in current law may ask for the integration of the agenda contained in the notice of call according to the forms and modalities provided by law. Such request must be delivered to the Board of Directors within the last term provided for the submission of the integration request. be submitted together with a report on the topics the shareholders propose to discuss. | This renders the legal basis more explicit. |
| TITLE 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, 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. | UNCHANGED | |
| 14.2 Appointment of the Board is by voting on lists presented by the shareholders in which candidates are numbered progressively. Only | 14.2 Appointment of the Board is by voting on lists presented by the shareholders in which candidates are numbered progressively. Only | This renders the legal basis more explicit. |

Board of directors' reports

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| <p>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 twenty five days before the date fixed for the 1st call meeting. The company will publish the lists on its web site and with the other modalities provided by Consob regulation pursuant to article 147-ter, paragraph 1-bis Law Decree 58/1998 at least twenty one days before the meeting.</p> | <p>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 twenty five days before the date fixed for the 1st call meeting within the legal term. The company will publish the lists on its web site and with the other modalities provided for by Consob regulation pursuant to article 147-ter, paragraph 1-bis Law Decree 58/1998 at least twenty one days before the meeting within the legal term.</p> | |
| <p>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</p> | <p>UNCHANGED</p> | |
| <p>14.4 The following documents must be filed with the registered office along with each list:</p> <ul style="list-style-type: none"> 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. | <p>UNCHANGED</p> | |
| <p>14.5 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 reach 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>UNCHANGED</p> | |
| <p>14.6 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</p> | <p>14.6 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,</p> | <p>To eliminate because already in 14.9.</p> |

Board of directors' reports

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| <p>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 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>14.7 A list which does not comply with the provisions illustrated above is considered as not having been presented.</p> | <p>UNCHANGED</p> | |
| <p>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 that obtained most votes, in the progressive order in which they are listed.</p> | <p>UNCHANGED</p> | |
| <p>14.9 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 a minimum percentage of votes at least equal to the half of that required for the presentation of lists of candidates are not counted. A shareholder may only vote one list.</p> | <p>UNCHANGED</p> | |
| <p>14.10 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.</p> | <p>UNCHANGED</p> | |
| <p>14.11 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.</p> | <p>UNCHANGED</p> | |
| <p>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</p> | <p>UNCHANGED</p> | |

Board of directors' reports

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| Board's term of office increase such number within the upper limit indicated in the first clause, voting by legal majority. | | |
| TITLE V: Statutory audit committee | | |
| Article twenty-two | | |
| 22.1 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 the appointment of a Standing Member and of an Alternate Member. | 22.1 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 the appointment of a Standing Member and of an Alternate Member. | Voting by show of hands is already provided for by the law. Eliminating the parenthesis would enable the Meeting to vote with the other methods provided for the Shareholders' Meeting Rules as well. |
| 22.2 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 | UNCHANGED | |
| 22.3 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 | 22.3 Only Shareholders who together hold shares amounting to at least 2% of the share capital with voting rights at ordinary meetings or, or any lower percentage fixed by Consob for Board members, are entitled to present lists | Consob regulations now refer to the appointment of administration and control bodies. |
| 22.4 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. | UNCHANGED | |
| 22.5 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. | UNCHANGED | |
| 22.6 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. | UNCHANGED | |
| 22.7 The lists presented for the appointment of the Statutory Auditors' Committee will be deposited at the Company's registered office at least twenty five days before the date established for the meeting, and will be published with the modalities set forth by law provisions and regulations in force at least twenty one days before the meeting. | UNCHANGED | |

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| <p>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>22.8 The statements whereby the individual candidates accept candidature are deposited with each list within the term indicated above and state, under their individual responsibility, the non existence of reasons for ineligibility or inconsistency, as well as the existence of the regulatory and statutory requirements regarding the relevant appointments. They must also adequately illustrate their professional and personal characteristics and list any other posts held in the administration and control of other companies</p> | <p>UNCHANGED</p> | |
| <p>22.9 A list which does not comply with the provisions illustrated above is considered as having not been presented</p> | <p>UNCHANGED</p> | |
| <p>22.10 If only one list is presented in the fifteen days before the date of the 1st call meeting, the provisions of the current law apply.</p> | <p>22.10 If only one list is presented in the fifteen days before the date of the 1st call or single meeting, the provisions of the current law apply.</p> | <p>Modification arising from the change to art. 9.4.</p> |
| <p>22.11 The following procedure applies for the appointment of statutory auditors:</p> <ol style="list-style-type: none"> 1. two standing members and an alternate member are drawn from the list which at the meeting has won the majority of votes, based on the sequential order where they are indicated in the sections of the list; 2. the remaining standing member and the other alternate member are drawn from the list which won the second most votes at the meeting, and is not connected, even indirectly, with the list in 1) above, based on the sequential order where they are indicated in the sections of the list. | <p>UNCHANGED</p> | |
| <p>22.12 The standing auditor elected from the list which obtained the second most votes in the shareholders' meeting is entitled to become the Chairman of the Board of Statutory Auditors</p> | <p>UNCHANGED</p> | |
| <p>22.13 When the regulation and statutory requirements no longer apply, the statutory auditor falls from office. In the event of replacement of a statutory auditor, the alternate member part of the same list as the replaced statutory auditor succeeds.</p> | <p>UNCHANGED</p> | |

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| <p>22.14 The provisions illustrated above do not apply at meetings which provide in accordance with legislation for the appointment of standing and/or alternate statutory auditors and of the Chairman, necessary to integrate the Board of Statutory Auditors as a result of termination or fall from office. Should this be the case, the Shareholders' meeting resolves by relative majority, except for the reservation expressed in paragraph one of this article.</p> | <p>22.14 The provisions illustrated above do not apply at meetings which provide in accordance with legislation for appointments as a result of termination or fall from office. Should this be the case, the Shareholders' meeting resolves by relative majority, except for the reservation expressed in paragraph one of this article.</p> | <p>This remedies an error in the Italian text.</p> |
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Ordinary Session

Directors' report the 1st item on the agenda

Approval of the separate financial statements at 31st December 2010. the reports of the board of directors, statutory audit committee and external auditors. Allocation of profits for the year and distribution of a dividend. Relative resolutions.

Shareholders,

This report will illustrate certain issues that will help you to evaluate our proposals to a) approve the Company's separate financial statements for the year closing 31st December 2010, and b) allocate profits for 2010 and payment of dividends.

a) Separate financial statements at 31st December 2010

More detailed information on accounting data and events in 2010 can be found in the draft separate financial statements and consolidated financial statements, in the annual report of Indesit Company at 31st December 2010 and in the reports to the meeting by the firm of accountants and the statutory auditors, which are filed at Company headquarters within the legal terms.

b) Proposed allocation of profits

Your Company's separate financial statements closing 31st December 2010 show profits of € 55,875,482.44.

The board of directors therefore proposes paying each ordinary share in circulation a dividend of € 0,271 and each savings share in circulation a dividend of € 0.289.

As of the date of this report, the share capital amounts to euro 102,759,269.40, divided into 114,176,966 shares of par value euro 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.

It should be noted that the number of ordinary shares could change ahead of the Meeting due to the exercise of 269,500 stock options allotted to Group executives and managers giving entitlement to subscribe said number of ordinary shares

To date, the Company holds 11,039,750 ordinary shares (9.71% of the ordinary share capital), the voting rights of which are therefore suspended. 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 shares, the non-convertible savings shares in circulation and the maximum number of exercisable stock options, thus raising the dividend per ordinary and non-convertible savings in circulation share by € 0.029¹.

The Board thus proposes payment of a total dividend of €0.30 for each ordinary share in circulation (other than treasury shares) and of €0.318 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 26/5/2011, ex-date 23/5/2011.

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 proposes to put to the vote the directors' Report and the separate financial statements as of 31st December 2010, which close with profits of € 55,875,482.44, and invites you to approve the following proposed modifications:

"This ordinary meeting of the shareholders of Indesit Company S.p.A.,

- having taken note of the separate financial statements as of 31st December 2010, the directors' annual report as presented and filed with the Company, the directors' reports on the items on the agenda at this meeting, the statutory audit committee's report and those of the external auditors;
- and having considered the proposal to distribute the dividend due to the Company's treasury shares and thereby increase the dividend due to ordinary shares in circulation (other than treasury shares) and to the savings shares

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 € 55,875,482.44 profits as follows:

¹ The additional amount was obtained by rounding the amount produced by this allocation.

- a) € 0.30 (euro zero point three zero) as a dividend on each of the² ordinary shares in circulation;
- b) € 0.318 (euro zero point three one eight) as a dividend on each of the 511,282 non-convertible savings shares in circulation;
- 3) allocate the residual profits of €.....³ remaining after distribution of the dividends in 2) above to the extraordinary reserve.”

Milan, 22nd March 2011
For the Board of Directors
Andrea Merloni
(Chairman)

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 The residual amount of profits will be announced at the meeting, as it may vary as a result of the number of new ordinary shares issued as of the date of the meeting.

Directors' report on the 2nd item on the agenda

Appointment of a statutory audit committee for the 2011-2013 three-year period

- i) Appointment of three standing auditors and two alternate auditors.**
- ii) Appointment of a chairman of the statutory audit committee.**
- iii) Fixing of annual emoluments for the standing auditors.**

Shareholders,

This meeting to approve the separate financial statements at 31st December 2010 marks the end of the current statutory audit committee's term of office. It is therefore necessary to proceed to appoint a new statutory audit committee for the 2011-2013 three-year period.

Under article 22 of the by-laws, the shareholders' meeting appoints a statutory audit committee comprising three standing statutory auditors and two alternate auditors, and fixes their remuneration. The chairman of the statutory audit committee and one of the alternate auditors must be elected from a minority list.

i) Appointment of three standing auditors and two alternate auditors.

Regarding the appointment of statutory auditors, the board of directors limits itself to reminding shareholders of the rules laid down by current law and the Company's by-laws.

The statutory audit committee is appointed by the shareholders' meeting on the basis of lists presented by shareholders in which candidates are listed with progressive numbers. The lists are in two sections, one for standing auditor candidates and the other for alternate auditor candidates. Lists must indicate at least one standing auditor candidate and one alternate auditor candidate.

Lists may only be submitted by shareholders who singly or together represent at least 2%⁴ of the share capital with voting rights at ordinary shareholders' meetings⁵.

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. For the purposes of art. 1, clause 3, Ministry of Justice Decree 162, dated 30/3/2000, the following should be considered as strictly connected with the Company's operations: research and/or development and/or production and/or marketing of goods and services in the energy, light engineering and electronics sectors and associated materials.

Outgoing statutory auditors, having all the statutory or legal requisites to hold office, may be re-elected.

Lists must be deposited at the Company's registered office at least twenty-five days before the date established for the 1st call meeting (7/4/2011)⁶. 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 applicable law.

Statements whereby individual candidates accept candidature are deposited with each list within the term indicated above and must warrant, under their individual responsibility, that there are no grounds for ineligibility or incompatibility and that they have the regulatory and statutory requisites for the appointments. They must also adequately illustrate their professional and personal characteristics and list any other posts held in the administration and control of other companies.

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

Lists duly submitted shall be made available to the public at the Company's registered office and at Borsa Italiana S.p.A., as well as being posted on the website www.indesitcompany.com by 11/4/2011.

No shareholder may present or vote for more than one list, not even through an intermediary of trust company. Shareholders belonging to the same grouping and shareholders which have entered shareholder agreements regarding this issuer's stock may not submit or vote for more than one list, not even through an intermediary of trust company.

The following procedure applies for the appointment of statutory auditors:

- 1 two standing auditors and one alternate auditor are drawn from the list which at the meeting has won the majority of votes, based on the progressive order in which they are indicated in the sections of the list;

⁴ In a resolution dated 26/1/2011, on the basis of the provisions of art. 147-ter, D. Lgs. 58/1998 and arts. 144-ter and 144-quater, Issuers' Reg., Consob announced the minimum percentage shareholdings for submission of lists of candidates for election to offices of administration and control whose financial year closed on 31st December 2010, and fixed for Indesit Company S.p.A. a minimum of 2% of the ordinary share capital. Said percentage corresponds to the minimum indicated in the by-laws.

⁵ Percentage interests are calculated on the basis of shares with voting rights at ordinary shareholders' meetings (including treasury shares).

⁶ If only one list has been submitted by the deadline or if lists have only been submitted by shareholders which, on the basis of art. 22, clause 4, of the Company's by-laws, are related for the intents and purposes of art. 144-quinquies, Issuers' Regulations, further lists may be submitted up to the third day after said deadline (ie. 10/4/2011). In this case, the threshold indicated by the by-laws is halved (to 1%).

2 the remaining standing member (who is elected chairman of the Committee) and the other alternate member are drawn from the list which won the second most votes at the meeting, and is not connected, even indirectly, with the list in 1) above, based on the progressive order in which they are indicated in the sections of the list.

Annex 1 to this report provides a summary of all the information entitled subjects need for the purposes of submitting lists. Shareholders intending to present a list are in any case invited to contact the Corporate Affairs Office of Indesit Company S.p.A. in advance for all the necessary operating details or any information or clarification required.

ii) Appointment of a chairman of the statutory audit committee.

The chairman of the statutory audit committee is chosen in the manner indicated in the previous paragraph.

iii) Fixing of annual emoluments for the standing auditors.

Regarding the fixing of emoluments for the statutory audit committee, the board of directors propose to:

- renew for the 2011-2013 period the annual insurance cover already in place for the board of directors and the statutory audit committee, thus holding the Company harmless against financial damages caused to it by its directors or statutory auditors as subjects liable for 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 as defined by the law, regulations, the by-laws and/or resolutions of the shareholders and the board of directors (wrongful conduct). The policy does not cover penal or administrative sanctions inflicted by supervision authorities under current law. The current policy is annual, with an annual maximum cost of € 100,000, net of fiscal charges, and a maximum coverage per claim and aggregate annual limit of no less than € 25 million;
- authorize the head of Finance&Administration, also acting through special attorneys, to negotiate the insurance premium and the best terms within the cost limits indicated above and annually sign the aforementioned contract, all such action being henceforth endorsed by the shareholders.

Regarding the emoluments of the individual members of the statutory audit committee, the Board invites the shareholders to make proposals, keeping in mind that:

- for the 2008-2010 three-year period the shareholders meeting fixed an annual fee of euro 60,000 for the chairman and euro 40,000 for the other standing auditors;
- standing auditors are entitled to reimbursement of documented expenses.

This said, if you are in agreement with the Board's motion, we invite you to adopt the following resolution:

"This ordinary general meeting of the shareholders of Indesit Company S.p.A., having heard and approved the report of the board of directors,

resolves to:

charge the head of Finance&Administration, also acting through special attorneys, to sign an insurance policy, also of annual duration, for 2011, 2012 and 2013 to hold the Company harmless against financial damages caused to it by its directors or statutory auditors as subjects liable for 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 as defined by the law, regulations, the by-laws and/or resolutions of the shareholders and the board of directors (wrongful conduct) excepting penal or administrative sanctions inflicted by supervision authorities under current law, and to negotiate the premium and best terms within a cost limit of €100,000.00 (one hundred thousand) and a maximal coverage per claim and aggregate annual limit of no less than € 25 million (twenty-five million). All such action being henceforth endorsed by the shareholders."

Milan, 22nd March 2011
For the Board of Directors
Andrea Merloni
(Chairman)

Annex 1) Detailed information on submission of lists

The statutory audit committee is appointed on the basis of lists submitted by shareholders who singly or together represent at least 2% of the share capital with voting rights at ordinary shareholders' meetings. No shareholder may individually or collectively present more than one list and no candidate may run in more than one list, on pain of forfeiture.

Lists must be filed with the Corporate Affairs Office at the following address:

INDESIT COMPANY S.p.A.
Segreteria Societaria
Viale A. Merloni n. 47
60044 Fabriano (AN) – ITALIA

or

at the following certified e-mail address: affari.societari@pec.indesit.com
no later than 5 pm on 7th April 2011.

Lists submitted by shareholders must:

- be in two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor;
- indicate at least one candidate for standing auditor and one candidate for alternate auditor;
- not contain more candidates than the number of standing and alternate auditors to be elected;
- number the candidates in each section progressively.

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.

By said date, shareholders intending to submit a list must file the following along with their list:

- shareholders presenting a "minority list": a statement, under their own responsibility, to the effect that there are none of the "connections, even indirect, indicated in art. 147-ter, clause 3, TUIF or in art. 144-quinquies, Issuers' Regulations, with shareholders that singly or jointly hold a controlling interest or relative majority identifiable on the basis of notices of the relevant equity investments as per art. 120, TUIF, or of publication of shareholder agreements pursuant to art. 122, said Decree"⁷, and specifying any existing relations with said shareholders with a controlling interest or relative majority (Consob Notice 9017893, 26/2/2009);
- information on the identity of the shareholders that submitted the list, including the overall percentage interest held;
- certification issued by a broker proving entitlement to exercise rights (the latter must be filed by 5 pm on 11/4/2011); credit or debit entries made after the date of submission of a list in the account of the shareholder submitting such list are not taken into consideration for the purposes of entitlement to exercise rights;
- a CV and information on personal and professional characteristics of each candidate);
- acceptance of candidacy by each candidate;
- statutory declaration by each candidate that he or she possesses the requisites indicated by current law;
- declaration by each candidate that he or she possesses the independence requisites for the office.

Any changes to data already communicated before the actual holding of the shareholders' meeting must be promptly communicated to the Company.

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

⁷ Relationships of affiliation under art. 144-quinquies, Issuers' Reg.:

1. The material relationships of affiliation pursuant to art. 148, subsection 2, of the Consolidated Law between one or more reference shareholders and one or more minority shareholders shall be deemed to exist in at least the following cases:

a) family relationships;
b) membership of the same group;
c) control relationships between a company and those who jointly control it;
d) relationships of affiliation pursuant to art. 2359, subsection 3 of the c.c., including with persons belonging to the same group;
e) the performance, by a shareholder, of management or executive functions, with the assumption of strategic responsibilities, within a group that another shareholder belongs to;
f) participation in the same shareholders' agreement provided for in art. 122 of the Consolidated Law involving shares of the issuer, of its parent company or one of its subsidiaries.

For further details on the terms used in this note, see art. 144-ter, Issuers' Reg.

Directors' report on the 3rd item on the agenda

Proposal for new authorization to trade in own shares

(Directors' report drawn up pursuant to art. 73, Issuers' Reg.)

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., c.c., art. 132, TUIF, and art. 144 *bis*, Issuers' Reg.

As you already know, the Board was authorized by a shareholders' resolution dated 29/4/2010 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 expires on 29/4/2011. No trading in own shares was actually done under said authorization.

On calling an ordinary meeting to approve the financial statements at 31st December 2010, the Board thus decided to apply to the shareholders 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

The share capital as of 22/3/2011 is euro 102,759,269.40, divided into 114,176,966 shares of par value euro 0.90 each, of which:

- 113,665,684 ordinary, each of which 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 as a result of the exercise of 269,500 options allocated to Group executives and managers conferring the right to subscribe to said 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.

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, c.c., 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, c.c., 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 non-convertible 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 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. The shorter period of authorization is designed to tie in with the annual general meeting to approve the financial statements. Such authorization will therefore be automatically revoked in the event of a new authorization voted by the shareholders' meeting prior to the annual term. 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 shall 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, TUIF, and art. 144 *bis*, Issuers' Reg., and taking into account the specific exemption provided for in clause 3 of said art. 132, TUIF, and in any case following any other procedures contemplated by relevant laws and regulations.

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 in this report and in any form of disposal allowed under current law on this matter.

Clause 4.7 of Annex 3A to Issuers' Reg. 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 shares⁸);

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, c.c., 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 non-convertible 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, d.lgs 58/1998) and art. 144 *bis*, Consob Resolution 11971/1999, and taking into account the specific exemption provided for in clause 3 of said art. 132, d.lgs 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, c.c., to cover the amount of the treasury shares acquired from time to time;
- 2) pursuant to art. 2357, clause 2, c.c., 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 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;

⁸ The actual figures will be announced in the Meeting.

- c) in the event of disposal of treasury shares, the reserve set up under art. 2357-ter, clause 3, c.c., 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, 22nd March 2011
For the Board of Directors
Andrea Merloni
(Chairman)

Directors' report on the 4th item on the agenda

Proposed modifications to the Shareholders' Meeting Rules. Relative resolutions.

Shareholders,

Regarding the 4th item on the agenda of the ordinary shareholders' meeting, you are called upon to discuss and vote on a proposal to modify certain provisions in the rules for meetings of shareholders of Indesit Company S.p.A. to bring them in line with the provisions of d.lgs. 27/2010, which assimilates Directive 2007/36/CE, 11th July 2007 on shareholders' rights. In particular, said legislative decree introduces the record date mechanism and provides that shareholders may also ask questions about the items on the agenda before the meeting. The Company must answer said questions during the meeting itself at the latest.

The reforms introduced by d.lgs. 27/2010 also entail the need to modify all the articles of the Rules, if only to use a terminology more in line with the new legislation.

Lastly, the Board wishes to take this opportunity to make certain limited modifications to the Rules to more effectively codify organizational aspects such as the procedures for i) requests to participate in the meeting by subjects not entitled to participate or vote and ii) access to the room where the meeting takes place.

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 and resolves to:

- 1) approve the modifications to the Shareholders' Meeting Rules proposed by the board of directors as illustrated in the report thereon made available to the public;
- 2) confer on the board of directors, and on the chairman and CEO on its behalf, also acting separately, all the powers required to:
 - a) carry out the legal formalities, including those of official publication, in connection with the implementation of the aforesaid modifications;
 - b) if necessary, renumber the articles and clauses in the Rules and re-organize same to ensure the necessary coherence;
 - c) introduce in the text of the resolutions adopted, and in that of the Shareholders' Meeting Rules, any modifications of a formal and non-substantial nature connected with or consequent upon this resolution.

All such action being henceforth endorsed by the shareholders".

Milan, 22nd March 2011
For the Board of Directors
Andrea Merloni
(Chairman)

Annex A

| Rules of procedure for Indesit Company s.p.a. shareholders' meetings | |
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| <i>Current text</i> | <i>Proposed text</i> |
| Article 1 | |
| Scope of application | |
| 1.1 These Rules discipline the proceedings of ordinary and extraordinary meetings of the shareholders of Indesit Company s.p.a., whose headquarters are in Fabriano, Viale A. Merloni 47 and secondary office in Rome. | 1.1 These Rules discipline the proceedings of ordinary and extraordinary meetings of the shareholders of Indesit Company s.p.a., whose headquarters are in Fabriano, Viale A. Merloni 47 and secondary office in Rome (hereafter "Indesit" or "Company"). |
| 1.2 These Rules, as approved by the ordinary shareholders' meeting on 7th May 2001 (as modify by the resolution of the 4th of September 2004), are available to shareholders at the Company's registered office and in the places in which shareholders' meetings are held and on the website of the company www.indesitcompany.com . | 1.2 These Rules, as approved by the ordinary shareholders' meeting on 7th May 2001 (as modify by the resolution of the 4th of September 2004), are available to shareholders and other subjects authorized to participate and exercise voting rights at the Company's registered office, in the places in which shareholders' meetings are held and on the Company's website, www.indesitcompany.com (hereafter the "Website"). |
| Article 2 | |
| Participation in meetings | |
| 2.1 Under art. 10 of the Company's bylaws, shareholders wishing to participate in shareholders' meetings must, in accordance with current law, deposit their certificate given by the broker at least two days before the date fixed for the single Meeting and have not withdrawn them before the Meeting takes place are entitled to take part in the Meeting. | 2.1 Under art. 10 of the Company's bylaws, shareholders wishing to participate in shareholders' meetings must, in accordance with current law, deposit their certificate given by the broker at least two days before the date fixed for the single Meeting and have not withdrawn them before the Meeting takes place are entitled to take part in the Meeting. Only subjects with voting rights under current law may speak at shareholders' meetings. Rules disciplining participation in shareholders' meetings are set forth in the relevant provisions of law and the by-laws and are outlined in the notice of meeting. |
| 2.2 Experts, financial analysts, journalists and representatives of external audit may attend meetings with the chairman of the meeting's consent provided they have previously submitted a request to the Securities Office of Indesit Company's legal and corporate affairs department (hereafter "Securities Office") if and in the manner indicated in the notice of meeting. | 2.2 Meetings may be attended with the chairman of the meeting's consent (hereafter the "chairman") by experts, financial analysts and and representatives of external audit accredited journalists who must to such end submit an application to participate in the manner indicated in the notice of meeting to to the Securities Office of Indesit Company's Indesit's legal and corporate affairs department at least two days before the meeting. |
| 2.3 Meetings may be attended by employees of the Company or Group companies or other subjects such as external consultants whose presence is deemed useful by the chairman of the meeting in relation to the business on the agenda or to assist with the proceedings. The chairman may authorize the subjects indicated in this clause to answer questions put by shareholders on specific matters. | 2.3 Meetings may also be attended by representatives of external auditors , employees of the Company or Group companies or other subjects such as external consultants whose presence is deemed useful by the Chairman of the meeting in relation to the business on the agenda or to assist with the proceedings. The chairman may authorize the subjects indicated in this clause to answer questions put by shareholders on specific matters. |
| Article 3 | |
| Verification of credentials | |
| 3.1 Verification of personal identity and eligibility to attend a meeting takes place in the meeting's venue one hour before the programmed start of the meeting. | 3.1 Verification of personal identity and eligibility to attend a meeting takes place in the meeting's venue one hour two hours before the programmed start of the meeting. |
| 3.2 To expedite verification of proxies, persons taking part in meetings as legal representatives of shareholders or in any case of other power of attorney, may submit documentation proving such powers to the Securities Office of Indesit Company's Securities Office in the manner indicated in the notice of meeting. | 3.2 To expedite verification of proxies, persons taking part in meetings as legal representatives of shareholders or in any case of other power of attorney, may submit documentation proving such powers to the Securities Office of Indesit Company's Securities Office in the manner indicated in the notice of meeting, verification of their entitlement, subjects holding rights to participate and/or vote are invited to show a copy of the notice that their brokers are legally bound to issue to the Company and make available to them in the manner indicated in the notice of meeting or the invitation to participate received from the Company. All subjects entitled to take part and/or vote may be represented by proxy conferred in writing within the legal terms by signing 1) the proxy statement at the foot of the copy of the aforementioned broker's notice or 2) the proxy form |

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| | available on line or at the Company's registered office. Proxies may be notified electronically in the manner and within the terms indicated in the notice of meeting. |
| Article 4 | |
| Access to premises in which meetings are held | |
| 4.1 Access to shareholder meeting premises is granted against personal identification and verification of eligibility to participate. Upon identification, shareholders or their proxies are issued with a badge which they must keep for the duration of their attendance of the meeting. | 4.1 Access to shareholder meeting premises is granted against personal identification and verification of eligibility to participate. Upon identification, shareholders subjects entitled to take part and/or vote , their proxies and the persons mentioned in art. 2 above are given a badge to keep for the duration of the proceedings of the shareholders meeting. |
| 4.2 Shareholders or their proxies who for any reason leave the place of the meeting must inform the auxiliary personnel of the fact. | 4.2 Shareholders Subjects entitled to take part and/or vote or their proxies who for any reason leave the place of the meeting must inform the auxiliary personnel of the fact. |
| 4.3 Unless otherwise decided by the chairman of the meeting, and subject to art. 5 hereunder, no audio or video recording equipment of any kind may be used on the premises in which a shareholder meeting is being held. | 4.3 Unless otherwise expressly decided by the Chairman of the meeting , and subject to art. 5 hereunder, no audio or video recording equipment of any kind may be used on the premises in which a shareholder meeting is being held. |
| | 4.4 For the purposes of security in the premises where shareholders' meetings are held, the Chairman may engage external personnel provided with identification badges. |
| Article 5 | |
| Constitution of a quorum and opening of proceedings | |
| 5.1 The chairman of the meeting is assisted in the drawing up of minutes by a secretary, who need not be a shareholder. If the drawing up of the minutes is done by a notary, that notary shall act as secretary to the meeting. The secretary or notary charged with drawing up the minutes is appointed by the meeting upon a motion by the chairman. The secretary and notary may avail themselves of the assistance of a person of trust and use recording equipment. | 5.1 The Chairman of the meeting is assisted in the drawing up of minutes by a secretary, who need not be a shareholder. If the drawing up of the minutes is done by a notary, that notary shall act as secretary to the meeting; otherwise the secretary or notary charged with drawing up the minutes is appointed by the meeting upon a motion by the Chairman. The secretary or notary may be assisted by persons of trust and use recording equipment. |
| 5.2 The chairman of the meeting may appoint one or more scrutineers, who need not be shareholders, and form a Chair Committee. | 5.2 The Chairman of the meeting may appoint one or more scrutineers, who need not be shareholders and who form the Chair Committee together with the Chairman and secretary. |
| 5.3 The chairman of the meeting engages personnel for the purpose of providing public order and such personnel shall wear appropriate identification. | TO BE ABROGATED |
| 5.4 The chairman of the meeting is responsible for and may be assisted by scrutineers in ascertaining the validity of proxies and in general the eligibility of persons wishing to attend the meeting. | 5.3 The Chairman of the meeting is responsible for and may be assisted by scrutineers the Chair Committee in ascertaining the validity of proxies and in general the eligibility of persons wishing to attend the meeting. |
| 5.5 In the absence of a quorum lasting more than one hour from the programmed start of the meeting, the chairman of the meeting informs those present of the fact and adjourns discussion of the agenda to the next call. | 5.4 In the absence of a quorum lasting more than one hour from the programmed start of the meeting, the Chairman of the meeting informs those present of the fact and adjourns discussion of the agenda to the next call. |
| 5.6 Having ascertained that the meeting is duly constituted, the chairman of the meeting declares the proceedings open. | 5.5 Having ascertained that the meeting is duly constituted, the Chairman of the meeting declares the proceedings open. |
| Article 6 | |
| Suspension and postponement of meetings | |
| 6.1 The proceedings of a shareholders' meeting are normally conducted in a single sitting. The chairman of the meeting may interrupt proceedings, subject to the provisions of art. 7, clause 4 hereunder, for intervals not exceeding two hours if he deems fit and if the meeting does not object. | 6.1 The proceedings of a shareholders' meeting are normally conducted in a single sitting. The chairman of the meeting may interrupt proceedings, subject to the provisions of art. 7, clause 4 hereunder, for intervals not exceeding two hours if he deems fit and if the meeting does not object. During a meeting and subject to the provisions of art. 7, clause 4 hereunder, the Chairman may suspend the proceedings for a brief period whenever he deems fit and must explain the reasons for so doing. |
| 6.2 Subject to the provisions of art. 2374, Civil Code, a shareholders' meeting may vote, by a majority of the capital stock represented, to adjourn the proceedings to a place and a date and time within a term appropriate to the reasons for such adjournment but in any case within thirty days. | UNCHANGED |
| Article 7 | |
| Discussion | |

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| 7.1 The chairman of the meeting illustrates the items on the agenda or may invite directors, statutory auditors or employees of the Company or its subsidiaries to do so. The agenda as announced in the notice of meeting may be modified by a vote of approval by a majority of the capital stock represented. | 7.1 The Chairman of the meeting illustrates the items on the agenda personally and/or may invite other directors, statutory auditors or employees of the Company or its subsidiaries to do so. The agenda as announced in the notice of meeting may be modified by a vote of approval by a majority of the capital stock represented. |
| 7.2 It is the task of the chairman of the meeting to direct the proceedings and ensure the propriety of the discussion and rights to speak. To such end the chairman fixes a maximum duration for each intervention, usually no longer than 10 minutes, taking into account the importance and complexity of the subjects under discussion and the number of people requesting to speak and any other circumstance he deems relevant. The chairman of the meeting may invite speakers to conclude if they exceed the time limit or digress from the matters on the agenda, and may also act to prevent excesses by silencing a speaker or even, in extreme cases, ordering the speaker's removal from the place of meeting for the entire duration of the discussion. | 7.2 It is the task of the Chairman of the meeting to direct the proceedings and ensure the propriety of the discussion and rights to speak. To such end the chairman fixes a maximum duration for each intervention, usually no longer than 10 minutes, taking into account the importance and complexity of the subjects under discussion and the number of people requesting to speak and any other circumstance he deems relevant. The Chairman of the meeting may invite speakers to conclude if they exceed the time limit or digress from the matters on the agenda, and may also act to prevent excesses by silencing a speaker or even, in extreme cases, ordering the speaker's removal from the place of meeting for the entire duration of the discussion. |
| 7.3 Requests to speak on individual items on the agenda may be submitted to the Chair Committee from the time the meeting is constituted to when the chairman of the meeting declares the close of discussion on the item of interest to the party wishing to speak, unless the chairman decides to apply other procedures and terms for submission of requests to speak. In according the right to speak, the chairman normally follows the order of requests to speak. A shareholder may usually speak only once on each item on the agenda, unless the chairman establishes otherwise and guarantees parity of treatment if requested. | 7.3 Requests to speak on individual items on the agenda may be submitted to the Chair Committee from the time the meeting is constituted to when the chairman declares the close of discussion on the item of interest to the party wishing to speak, unless the chairman decides to apply other procedures and terms for submission of requests to speak. In according the right to speak, the Chairman of the meeting normally follows the order of requests to speak. A shareholder Subjects entitled to participate and/or vote may usually speak only once on each item on the agenda, unless the Chairman establishes otherwise and guarantees parity of treatment for everyone if requested. |
| 7.4 The chairman of the meeting, or at his invitation the directors, statutory auditors and employees of the Company or its subsidiaries, normally answers at the end of all the interventions on each matter of business, unless other answering procedures are deemed more appropriate by the chairman. The chairman may suspend the meeting for up to two hours for preparation of answers to points raised. | 7.4 The Chairman of the meeting , or at his invitation the directors, statutory auditors and employees of the Company or its subsidiaries, normally answers at the end of all the interventions on each matter of business, unless other answering procedures are deemed more appropriate by the chairman. The chairman of the meeting may suspend the meeting for up to two hours for preparation of answers to points raised. |
| | 7.5 The Chairman or other directors, statutory auditors or employees of the Company or its subsidiaries on his behalf also answer questions submitted prior to the meeting (in the manner indicated in the notice of meeting) which have not already been answered by the Company or if the information requested is not already on the Website. Answers may also be made en bloc within the terms of current law. |
| 7.5 Answers having been heard, the chairman of the meeting declares the discussion closed. Unless authorized by the chairman, replies to answers are not allowed. After the closing of a discussion only brief voting declarations are allowed. | 7.6 Answers having been heard, the Chairman of the meeting declares the discussion closed. Unless authorized by the chairman, replies to answers are not allowed. After the closing of a discussion only brief voting declarations are allowed. |
| Article 8 | |
| Voting | |
| 8.1 The chairman of the meeting may order that voting on each item of business take place after the closing of discussion of each item or of a number of items. When circumstances require it or when he deems fit, the chairman may read out the motion put to the vote or cause it to be read out by the secretary or notary. | TO BE ABROGATED |
| 8.2 Before commencing the voting procedure, the chairman of the meeting re-admits to the meeting any shareholders who were obliged to leave during the discussion. | 8.2 1 Before commencing the voting procedure, the Chairman re-admits to the meeting any shareholders who were obliged to leave during the discussion. |
| 8.3 The meeting transacts its business by open vote. | TO BE ABROGATED |
| 8.4 The chairman of the meeting determines the manner of casting and counting of votes and may fix a time limit for the casting of votes. When votes have been cast and then counted, the chairman, or secretary or notary at his request, announces | 8.2 The Chairman of the meeting determines the manner of casting, collecting and counting of votes and may fix a time limit for the casting of votes. When votes have been cast and then counted, the Chairman of the meeting and/or secretary or |

Board of directors' reports

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| the results of the voting to the meeting. | notary announces the results of the voting to the meeting. The Chairman may decide on electronic casting of votes and in this case may call on external operators to implement the relevant procedures. |
| 8.5 Votes cast in a manner different from that indicated by the chairman of the meeting are null. | 8.5 3 Votes cast in a manner different from that indicated by the Chairman are null. |
| 8.6 Shareholders who vote against or abstain must supply their names to the staff charged for such purpose. All the business on the agenda having been transacted, the chairman declares the meeting closed. | 8.6 4 Shareholders-Entitled subjects who vote against or abstain on one or more motions put to the vote must supply their names to the staff charged for such purpose. All the business on the agenda having been transacted, the chairman declares the meeting closed. |
| Article 9 | |
| Other provisions | Closing of meeting |
| | All the business on the agenda having been transacted, the Chairman declares the meeting closed. The minutes to the meeting drawn up by the secretary and completed after the closing of the meeting are signed by the Chairman and the secretary. |
| Article 9 | Article 910 |
| Other provisions | |
| In all matters not provided for in these Rules, the provisions of the Civil Code or of relevant laws or the Company's bylaws shall apply. | UNCHANGED |

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