

Notice of extraordinary and ordinary Shareholders' Meeting

Subjects entitled to vote at the meeting of holders of in Indesit Company S.p.A. (hereafter the "Company") 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 3rd May 2012, at 3 pm (1st call) and if necessary on 4th May 2012, same time and place (2nd call), to discuss and vote on the following agenda:

Extraordinary Session

- 1) Modification of articles 3), 6), 7), 9), 10), 12), 14), 15), 20), 21), 21-*bis*), 22) and 25) of the by-laws. Relative resolutions.

Ordinary Session

- 1) Approval of the separate financial statements at 31st December 2011. 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 Independent Auditors for the period 2013-2021 and fixing of relative fees.
- 3) Proposal for a new authorization to trade in own shares. Relative resolutions.
- 4) Remuneration policy pursuant to art. 123-*ter*, D.lgs. 58/1998.

Information on the share capital

The share capital as of 21/3/2012 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 252,000 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 23/4/2012 (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 30/4/2012 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 thereof.

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.

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:

- the board of directors' reports on the items on the meeting's agenda, with the text of the proposed resolutions;
- the consolidated financial statements and draft separate financial statements at 31st December 2011, together with the annual report, the reports by the external audit firm, the certifications pursuant to art. 81-*ter*, Issuers' Reg., and the report drafted by the statutory auditors pursuant to art. 153, TUIF;
- the annual report on corporate governance and ownership structure;
- the Remuneration Report drawn up pursuant to art. 123-*ter*, TUIF.

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, 21st March 2012

For the Board of Directors
Andrea Merloni
(Chairman)