

## Indesit Company S.p.A.

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

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### **Notice calling the Special Shareholders' Meeting**

Shareholders holding savings shares are hereby convened for a special shareholders' meeting at the Company's registered offices in Fabriano, Viale Aristide Merloni 47, on 3 May 2013, at 6 pm (1st call) and if necessary on 6 and 7 May 2013, same time and place (2nd and 3rd call), to discuss and vote on the following agenda:

- 1) Appointment of the common representative of the savings shareholders and resolving on the fee to be paid for the three-year period 2013-2015 pursuant to art. 146, clause 1, letter a), Legislative Decree 58/1998;
- 2) Resolutions relating and consequent to the establishment of an expense fund pursuant to art. 146, clause 1, letter c) of Legislative Decree 58/1998.

#### **Information on the share capital**

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

- 113,665,684 ordinary, each entitling the holder to one vote at the Ordinary shareholders' meeting;
- 511,282 non-convertible savings shares each entitling the holder to one vote at the Saving shareholders' meeting.

#### **Entitlement to participate**

Entitlement to participate in shareholders' meetings and exercise voting rights is certified by a notice to the Company issued by a broker, on the basis of its accounting records, in favor of the subject entitled to vote at the *record date* (23/4/2013). Subjects who become shareholders subsequent to said date shall not be entitled to participate in or vote at the shareholders' meeting. The notice of the broker must be received by the end of the third trading day preceding the date fixed for the meeting on first call, and then, by 29/4/2013. Entitlement to participate and vote is not forfeited if notices reach the Company after the deadlines indicated in this clause, provided they arrive before the start of business at each calling. It should be remembered that notices to the Company are made by brokers at the request of the subjects entitled to vote in the manner described in the section "Documents".

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

#### **Proxy voting**

All subjects entitled to participate may be represented by written proxy as allowed by law by signing 1) the proxy statement at the bottom of the copy of the broker's certificate or 2) a proxy form available 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 electronic means.

If a representative delivers or transmits a copy of the proxy to the Company, he or she must confirm, under their own responsibility, the conformity of the proxy with the original and the identity of the delegating party.

#### **Designated Representative**

For the purposes of this shareholders' meeting, proxies may be granted without charges for the delegating party (except for transmission expenses) to "Società per Amministrazioni Fiduciarie - SPAFID S.p.A.", designated for the purpose by the Company pursuant to art. 135-*undecies*, ),

Legislative Decree 58/1998 ("TUIF"), provided that said proxy reaches the Designated Representative by 30/4/2013, or if the meeting should be held in second or third call respectively by 2/5/2013 and 3/5/2013, by courier or registered letter with advice of receipt, at Foro Buonaparte 10 – 20121 Milan. Proxies are only valid for motions on which voting instructions have been given. Proxies and instructions may be revoked within the term indicated above.

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

#### **Additions to the agenda**

Pursuant to art. 126 bis, TUIF, Savings Shareholders who, together or alone, represent at least one-fortieth of the savings share capital 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 for discussion. A report on the matters proposed for discussion must be presented, in the manner and by the deadline indicated above, together with such application.

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

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

#### **Right to ask questions**

Shareholders may submit written questions concerning matters on the agenda, in the manner described in the section on "Notices to the Company", on condition that they are made not more than three days prior to the date of the meeting in first calling (i.e. by 30/4/2013). Together with such pre-meeting questions, applicants must send the Company proof of their entitlement, either in the form of the certification issued by their brokers or the notice required for participation in the meeting.

Questions submitted before a shareholders' meeting must be answered during the meeting, at the latest. The Company reserves the right to answer the questions received 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 on the same subject.

#### **Documents**

All documents for the Shareholders' meeting, especially the reports on matters placed on the agenda, will be made available to the public together with the full text of proposed resolutions, within the legal deadline, at the Company's registered offices, on the Company's website (<http://www.indesitcompany.com/assemblea>) and at Borsa Italiana S.p.A.

#### **Notices to the Company**

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

Milan, 21 March 2013

For the Board of Directors

The Chairman

Andrea Merloni