

INCENTIVE PLAN FOR THE KEY MANAGERS OF THE INDESIT GROUP

PROSPECTUS

(pursuant to art. 114-bis of Decree No. 58 dated 24 February 1998 and para. 1 of art. 84-bis of the Regulation adopted by Consob decision no. 11971 dated 14 May 1999, and subsequent amendments and additions)

**ORDINARY MEETING OF THE SHAREHOLDERS OF INDESIT COMPANY S.P.A.
Fabriano, 6 and 7 May 2013**

INTRODUCTION

By incentivizing retention within the Group of certain Key Managers, the IIP Plan seeks to promote the creation of value for the Company's shareholders and achieve better economic and managerial results.

Since the IIP Plan envisages, *inter alia*, the granting of Shares to Beneficiaries, a proposal to adopt the IIP Plan approved by the Board on 21 March 2013, acting on a recommendation from the CC, will be presented to the Meeting called for 6 and 7 May 2013 (respectively in first and second calling), for the resolution required pursuant to art. 114-bis TUIF.

The IIP Plan is "particularly significant" pursuant to para. 3 of art. 114-bis TUIF and para. 2 of art. 84-bis of the Issuers' Regulations.

In order to provide the Company's shareholders and the market with information about the IIP Plan, as required by art. 84-bis of the Issuers' Regulations and, in particular, by Format 7 of Attachment 3A to the Issuers' Regulations, the Company has published this Prospectus which will be illustrated in a report to the 2013 Meeting.

At the time of preparing this Prospectus, the proposal to adopt the IIP Plan, already approved by the Board, has not yet been approved at the 2013 Meeting.

This Prospectus is available to the public at the registered offices of Indesit Company S.p.A., Viale Aristide Merloni 47, Fabriano (Ancona), at Borsa Italiana S.p.A. and on the Company's website www.indesitcompany.com.

Words starting with a capital letter have the meanings attributed to them in the Glossary, or in the body of this Prospectus.

Glossary

The terms used in this document are listed below together with their meanings. In particular:

- Directors: the members of the Board;
- Executive Director: each member of the Board granted individual powers for the executive management and representation of IndesitCo;
- Meeting: the ordinary shareholders' meeting of IndesitCo;
- 2013 Meeting: the Meeting called to approve the Financial Statements at 31 December 2012 on 6 and 7 May 2013, respectively in first and second calling;
- Shares: the ordinary shares of IndesitCo, nominal value € 0.90 each, listed by Borsa Italiana S.p.A.;
- Base Bonus: the base amount used to calculate the Incentive;
- Beneficiary: each recipient of the IIP Plan;
- Blocking Periods: periods during which it is not possible to carry out transactions in securities issued by the Company;
- Board: the Board of Directors of IndesitCo;
- CEO: the Chief Executive Officer and General Manager of IndesitCo;
- Corporate Governance Code: the Corporate Governance Code for companies listed by Borsa Italiana, as adopted from time to time by the Corporate Governance Committee;
- Code of conduct: the latest version of the Group's Code of conduct approved by the Board;
- Subsidiary: each company directly or indirectly controlled by IndesitCo, pursuant to art. 2359 of the Italian Civil Code;
- CC: Compensation Committee, being an HR&CC meeting comprising solely the independent directors and the Chairman of the Board of Statutory Auditors or another serving auditor;
- HR&CC: the Human Resources and Compensation Committee established by the Board pursuant to art. 7 of the Corporate Governance Code;
- Grant Date: the date each year on which the Shares are granted;
- Prospectus: this prospectus prepared pursuant and consequent to art. 114-bis TUF and para. 1 of art. 84-bis of the Issuers' Regulations;
- Executives with strategic responsibilities (or ESRs): those with direct or indirect powers and responsibilities for planning, directing and controlling the activities of the Company; for the purposes of this document: all Directors, serving statutory auditors and executives identified as such by the Board pursuant to art. 1.c)-c.2 of art. 152-sexies of the Issuers' Regulations (the last mentioned are referred to as Other ESRs) being, at the date of this document, the Chief Division

Officers, the Chief Financial Officer, the Chief Supply Chain & IT Officer, the Chief Commercial Officer and the Chief HR Officer;

- Accumulated Cash Fund: the cash amount set aside for each Beneficiary, as described further in paragraph 2.3;
- Share Fund: the number of Shares accumulated for each Beneficiary, as described further in paragraph 2.3;
- Grading: the system of weighting employment positions within the Group;
- Group: the Company and its Subsidiaries, taken together;
- Incentive: the annual recognition in cash and shares actually given to the Beneficiary in accordance with the IIP Plan, applying the terms and conditions described further in paragraph 2.3;
- IndesitCo or Company: Indesit Company S.p.A.;
- Key Managers: persons identified within the Group that are classed as "Grade A" under the Grading system and considered key to achievement of the Group's objectives;
- MBO: the variable annual component of remuneration, payable on achievement of the pre-determined corporate objectives established in the MBO Plan;
- Vesting Period: period of three years envisaged for each Beneficiary, after which the Beneficiary obtains the right to receive annual Incentive payments;
- L-TRI Plan: the Long-Term Retention Incentive Plan in force until 31 December 2012;
- IIP Plan or IIP: the Group's long-term incentive and retention plan, an integral part of which is the granting of Shares;
- MBO Plan: the annual (Management By Objectives) incentive plan applied within the Group, as described in paragraph 10 of the Compensation Policy;
- Reports to the Meeting: document containing all the reports on each item on the agenda for the 2013 Meeting and the related proposed resolutions approved by the Board, published pursuant to art. 125-ter, TUIF;
- Issuers' Regulations: the regulation implementing the TUIF adopted by Consob decision no. 11971 dated 14 May 1999, and subsequent amendments and additions, concerning the governance of issuers;
- RPT Regulations: the regulation adopted by Consob decision no. 17221 dated 12 May 2010, and subsequent amendments and additions, concerning transactions with related parties;
- TUIF: Decree No. 58 dated 24 February 1998, and subsequent amendments and additions;
- Window Periods: the periods in which it is advisable to carry out transactions in securities issued by the Company, pursuant to the Company's internal regulations.

1. RECIPIENTS

The IIP Plan is reserved for Key Managers, as identified by the CEO from among those persons classed as "Grade A" within the Grading system. Following a Board resolution, the IIP Plan may also be applied to each Executive Director.

1.1 Names of recipients who are members of the Board of Directors of IndesitCo

Since the mandate of the current Board expires at the 2013 Meeting, the new Board will identify any Beneficiaries of the IIP Plan from among the new Executive Directors.

Since the Beneficiaries of the IIP Plan will be identified after the 2013 Meeting, it is currently not possible to indicate if they will include members of the boards of directors of Subsidiaries, although this is a plausible possibility.

Accordingly, the names of the Beneficiaries, and the other information required by paragraph 1 of Format 7 of Attachment 3A of the Issuers' Regulations, will be provided when Shares are granted on the basis envisaged in para. 5.a) of art. 84-bis of the Issuers' Regulations.

1.2 Categories of employees or collaborators of the issuer of financial instruments and its parent companies and subsidiaries

Other than the Executive Directors, the Beneficiaries will be identified by the CEO from among those Grade A executives and managers identified as the Group's Key Managers.

The Beneficiaries may also be identified subsequent to the Initial Grant Date, as described in paragraph 2.3.

The names of the Beneficiaries, and the other information required by paragraph 1 of Format 7 of Attachment 3A of the Issuers' Regulations, will be provided when Shares are granted on the basis envisaged in para. 5.a) of art. 84-bis of the Issuers' Regulations.

1.3 Names of the beneficiaries of the plan who carry out executive functions pursuant to para. 1.c)-c.2 of art. 152-sexies of the Issuers' Regulations

The names of the Beneficiaries within the Company and its Subsidiaries who carry out executive functions pursuant to para. 1.c)-c.2 and c)-c.3 of art. 152-sexies of the Issuers' Regulations and those referred to in para. 2.d) of art. 84-bis of the Issuers' Regulations will be provided when Shares are granted on the basis envisaged in para. 5.a) of art. 84-bis of the Issuers' Regulations.

1.4 Description and number of executives who have proper access to privileged information and the power to take operational decisions that may affect the development and future prospects of the issuer, pursuant to para. 1.c)-c.2-c.3 of art. 152-sexies, and any other categories of employee or collaborator whose characteristics are differentiated in the plan (e.g. executives, managers, clerical staff, etc.)

Since the Beneficiaries of the IIP Plan will only be identified after approval of the plan at the 2013 Meeting, it is currently not possible to indicate if they will include Other ESRs identified as significant persons pursuant to para. 1.c)-c.2 of art. 152-sexies, although this is a plausible possibility. Currently there are 7 Other ESRs.

None of these are included in the category indicated in para. 1.c)-c.3 of art. 152-sexies of the Issuers' Regulations.

The IIP Plan does not include categories of employee or collaborator with differentiated characteristics. However, it is possible that certain employees may be included as Beneficiaries of the IIP Plan in future years, on a basis to be determined when implementing the IIP Plan.

Since the IIP Plan is deemed to be a continuation of the L-TRI Plan, account will be taken of the Vesting Period accumulated by those Beneficiaries who are already beneficiaries of the L-TRI Plan.

2. REASONS FOR ADOPTING THE PLAN

2.1 Objectives to be achieved by application of the plan

The purpose of the IIP Plan is to incentivize retention within the Group of Key Managers and, at the same time, to promote the creation of long-term value.

Accordingly, adoption of the Plan is intended to incentivize and retain, over the medium-long term, those Directors and Group employees who hold the most important positions and who, therefore, are most directly responsible for the Group's results.

In particular, the IIP Plan represents one of the tools for involving the Key Managers in the achievement of the Group's operating results, in order to enhance their loyalty while, at the same time, guaranteeing - via the granting of Shares - alignment with the interests of the shareholders, with a view to enhancing confidence in the increasing value of the Group.

The IIP Plan was discussed and approved by the CC at meetings held on 4 February 2013 and 18 March 2013, and approved by the Board of 21 March 2013.

Every year, Beneficiaries will be granted, *inter alia*, a number of Shares based on the level of annual fixed and variable remuneration received by each of them, in order to obtain an individual remuneration package that is consistent and balanced in terms of its component parts and the instruments (*cash/equity*) used, having regard for the role played by the person within the Group.

Each Beneficiary must wait for three years, the Vesting Period, from 1 January in the year of appointment as a beneficiary. If still a Key Manager following this initial period, every year the Beneficiary will earn the right to receive the Incentive. Such payment will be made after a period of three years has elapsed, at the end of the Vesting Period. This period is deemed appropriate in order to reward the Beneficiaries in the context of the retention objectives of the IIP Plan. In all cases, the IIP Plan may be extended following approval by the competent corporate bodies.

Since the IIP Plan is deemed to be a continuation of the L-TRI Plan, account will be taken of the time elapsed since inclusion in the L-TRI Plan by those Beneficiaries who are already beneficiaries of the L-TRI Plan.

2.2 Key variables and performance indicators

The possibility for each Beneficiary to receive an annual grant of Shares and, subsequently, to collect the Shares granted:

- depends on the retention objectives of the IIP Plan;
- is free;
- is linked to the MBO Plan's performance objectives, described further in paragraph 2.3.

2.3 Criteria for determining the grant of shares

The Board has fixed at 3,000,000 (three million) the maximum number of Shares servicing the IIP Plan.

The annual number of Shares to be granted to each Beneficiary will be determined each year by the Board, after consulting with the CC, on the basis described below.

The IIP Plan, which will take effect from 1 January 2013, comprises a series of annual plans. Each Plan starts on 1 January and ends on 31 December in the same year (each being a "Plan Year"). As a result, following approval by the competent bodies in accordance with the established timetable and procedures, the Company can modify the terms of the IIP Plan each year to take account of special circumstances (by mere way of example, changes in market conditions).

On joining the IIP Plan, each Beneficiary must wait for three years, the Vesting Period, from 1 January in the year of entry. Following this initial period, every year the Beneficiary will earn the right to receive the Incentive. No Incentives will be paid to the Beneficiary during the Vesting Period, except in the following specific circumstances: termination of the IIP Plan, non-renewal of individual participation in the IIP Plan, termination of the working relationship due to retirement, or the total and permanent invalidity or death of the Beneficiary.

At the end of each year, following approval of the consolidated financial statements, the Company will determine and allocate the annual quota (the "Quota") earned by each Beneficiary.

Each annual Quota will correspond to the gross amount, in euro or another currency, of the Base Bonus for the year concerned, multiplied by the percentage achievement of the corporate objectives, as established each year in the related MBO Plan.

The Quota will comprise:

- Cash Quota:
 - corresponding to 50% of the Quota;
- Shares Quota:
 - represented by Shares - the number to be granted to each Beneficiary is determined by dividing the remaining 50% of the Quota by the simple average of the official prices for the Shares reported by Borsa Italiana in the period 15 February - 14 March of the year in progress. In all cases, the time interval set above must precede by at least 5 working days the date of Board approval of the consolidated financial statements.

In particular:

- the Cash Quota earned each year is added to the Accumulated Cash Fund;
- the Shares Quota earned each year is added to the Shares Fund;
- the Accumulated Cash Fund and the Shares Fund are subsequently referred to together as the Funds;
- during the Vesting Period, the Beneficiaries will not enter into possession of or enjoy any rights over the Shares (including voting and dividend rights);
- the calculation of the number of Shares to be granted will be rounded down to the nearest whole number;
- in the event of continuous absence by the Beneficiary exceeding thirty working days (due to maternity, illness, accident, suspension or other events), the Quota will be earned on a time-apportioned basis with regard to the number of months actually worked in the reference year, in compliance with local regulations.

Beneficiaries are only entitled to receive the Incentive if, for the entire Vesting Period, they have been linked to the Group by an employment relationship or as an appointed director. The Company will make the annual Fund payments during the subsequent year and, in all cases, not prior to approval of the consolidated financial statements for the year in which the Vesting Period ended. These payments will be made on the basis indicated below. The process for making annual payments from the Accumulated Cash Fund is described in the Regulations for the IIP Plan. The annual payment to each Beneficiary from the Shares Fund is made in the following way:

- addition of the Shares Quota earned in the reference year to the Shares Fund;
- delivery to the Beneficiary, on the basis and timing notified in advance by the Company, of a number of Shares corresponding to 1/3rd (one third) of the Shares in the Shares Fund after

adding the Quota referred to in the previous point. The Shares will be deposited on a securities account opened at a leading bank by the Company in the name of the Beneficiary;

- the remaining, undelivered 2/3rds (two thirds) of the Shares Fund will continue to be held in the name of the Beneficiary.

The Grant Date will be set each year as the day on which the CC meets to establish the normal value of the Shares and determine the number of Shares to be granted (presumably 31 March of each year).

Since the size of the Quota is based on the incentive paid to each Beneficiary as a result of participation in the MBO Plan, and given that the MBO Plan objectives set for Key Managers are tied to the economic-financial results for the Group reflected in the budget approved by the Board, the elements used to determine the remuneration earned under the IIP Plan are deemed to be fully consistent with the Plan objectives.

2.4 Reasons for any decision to provide compensation plans based on financial instruments not issued by Indesit Company

Not applicable, since the shares element of the IIP Plan is based solely on the Shares.

2.5 Significant tax and accounting implications

The architecture of the IIP Plan was not influenced by significant tax or accounting considerations. All Beneficiaries of the IIP Plan are employees of the Group.

Upon payment, the amounts relating to the IIP Plan will be subjected to the fiscal, social security and/or accounting regulations applying at the time in each country in which the Beneficiaries are resident.

2.6 Support for the Plan from the Special fund for incentivizing worker participation, pursuant to para. 112 of art. 4 of Law no. 350 dated 24 December 2003

The Plan does not receive support from the Special fund for incentivizing worker participation, pursuant to para. 112 of art. 4 of Law no. 350 dated 24 December 2003.

3. PROCESS FOR APPROVING THE GRANT OF INSTRUMENTS AND RELATED TIMING

3.1 Powers and functions delegated to the Board at the Meeting in order to implement the Plan

On 21 March 2013, acting on a recommendation from the CC that met on 18 March 2013, the Board resolved to present this IIP Plan to the 2013 Meeting for approval, to the extent relevant to the shareholders.

The 2013 Meeting will be recommended, to the extent relevant, to grant the Board all necessary and appropriate powers to establish and implement the IIP Plan, with the right to delegate.

The proposed resolution is discussed in more detail in the related Directors' report contained in the Reports to the Meeting.

3.2 Persons appointed to administer the Plan

The Board is the body responsible for decisions relating to the IIP Plan, without prejudice to the rights reserved for the Meeting. The Board supervises implementation of the IIP Plan, determination of the Plan rules, and the operational management of the Plan, for which it will be granted all the powers indicated by way of example in the previous paragraph, with the right to delegate.

The IIP Plan envisages that the Board will be granted all powers for its implementation, including by way of example:

- the power to identify Beneficiaries, including from among the Executive Directors;
- the power to check compliance with the conditions for granting Shares;
- the power to modify and adjust the Plan, as described in paragraph 3.3 below.

The Board may delegate powers to the CC, the Executive Directors, the Group's Chief HR Officer and/or any other competent parties identified to implement the Regulations for the IIP Plan and any amendments, as well as to manage the Plan. In particular, the CC may:

- (i) without prejudice to the above and acting on a proposal from the CEO, identify other possible Beneficiaries;
- (ii) arrange for the granting of Shares.

3.3 Procedures for revising the Plan, including any changes to the underlying objectives

The Board approves the Plan, to the extent of its responsibilities, and presents it to the 2013 Meeting for the resolutions relevant to the shareholders covering the years 2013, 2014 and 2015. Extensions for subsequent years may be approved by the Board to the extent of its responsibilities and presented to the Meeting for approval, if necessary.

At the implementation stage, the Board will establish the Regulations for the IIP Plan, including any procedures for revising it.

In addition, over its life, the IIP Plan is subject to annual checks on the Beneficiaries and the method for calculating the Incentive. These checks are carried out on the basis and with the timing envisaged for approval of the Plan by the competent bodies. For this purpose, the IIP Plan comprises a series of Annual Plans, each commencing on 1 January and ending on 31 December of the same year.

No procedures are envisaged for revising the IIP Plan in the event of extraordinary transactions. However, the Board may make all changes it deems appropriate to the Regulations for the IIP Plan and, therefore, to the Annual Plans, in order to, by mere way of example, (i) take account of any legislative changes; or (ii) ensure that Beneficiaries can benefit, or continue to benefit, from favorable treatment under the law.

The Company also reserves the right, at its sole discretion, to terminate the IIP Plan (see paragraph 4.9).

3.4 Determination and granting of the financial instruments underlying the Plan

The Plan envisages the granting of Shares without charge.

The Shares will be made available by using those already issued, to be purchased pursuant to art. 2357 et seq. of the Italian Civil Code or already held by the Company. In this regard, the purchase and use of treasury shares to service the Plan will be authorized at the Meeting, which will determine the basis and timing for such activities in accordance with current regulations, in good time for the granting of Shares to the Beneficiaries. For this purpose, the Board will prepare reports to the Meeting containing the proposed purchases of treasury shares. These reports will be made available to the public in accordance with the applicable regulations.

Following the Vesting Period, the Beneficiaries may enter into possession of the Shares in the manner described in paragraph 2.3, on condition that they are still employees of the Group.

3.5 Role of each director in determining the characteristics of the Plan

The decision to promote the Plan, on the related terms and conditions, was taken by the Human Resources Department of IndesitCo, assisted by external consultants, and presented for examination by the CC on 4 February 2013 and 18 March 2013, in accordance with the recommendations of the Corporate Governance Code.

The proposal was then approved by the Board at the meeting held on 21 March 2013, acting on a recommendation from the CC, for presentation to the 2013 Meeting for approval.

The resolution with which the Board adopted the architecture of the IIP Plan and this Prospectus was adopted with the abstentions of the Executive Directors, as potential Beneficiaries of the Plan.

3.6 Date of the resolution adopted by the competent body for proposal of the Plan to the Meeting

Acting on a recommendation from the CC (which met for this purpose on 4 February 2013 and 18 March 2013), the Board resolved on 21 March 2013 to present the Plan to the 2013 Meeting for approval, to the extent relevant to the shareholders.

3.7 Date of the decision taken by the competent body about granting the instruments

Not applicable since, at the date of this Prospectus, the Plan has not yet been approved at the Meeting, to the extent relevant to the shareholders.

The Share Grant Dates will be communicated pursuant to para. 5.a) of art. 84-bis of the Issuers' Regulations.

3.8 Market price of the shares of Indesit Company at the dates of the decisions to propose the Plan and grant the shares

The official price of the Shares on the Electronic Exchange organized and managed by Borsa Italiana S.p.A. on 21 March 2013 was euro The official price on the date the shares are granted

by the Board (Share Grant Date) will be communicated each year pursuant to para. 5.a) of art. 84-bis of the Issuers' Regulations.

3.9 Basis and timing for granting financial instruments when the Grant Date coincides with the communication of information that is potentially price sensitive pursuant to para. 1 of art. 114 TUF

The Shares are likely to be granted by 31 March each year and, therefore, in a period in which this coincidence is not expected to arise.

Following the annual Board meeting to grant Shares to Beneficiaries, the Company will issue a press release pursuant to para. 1 of art. 114 TUF that also contains the information required by para. 5 of art. 84-bis of the Issuers' Regulations.

If other price-sensitive information arises pursuant to para. 1 of art. 114 TUF, the Company will notify the public in accordance with the applicable regulations.

4. CHARACTERISTICS OF THE INSTRUMENTS GRANTED

4.1 Description of the ways in which the compensation plans based on financial instruments are structured

The IIP Plan involves the granting of Shares without charge. The Shares are granted after the Vesting Period has elapsed, on the basis and timing indicated in paragraph 2.3.

4.2 Period of actual implementation of the plan, taking account of any different cycles envisaged

The initial identification of Beneficiaries and the related grant of Shares to them is expected to take place on approval of the 2013 consolidated financial statements. Given that the Plan covers a three-year time horizon (2013-2015), the Shares will be made available to the Beneficiaries from 2016, on the basis and timing described in paragraph 2.3, except in relation to those Beneficiaries who are also beneficiaries of the L-TRI Plan, who will receive 1/3rd of the Shares Fund relating to 2013 in April 2014.

4.3 Duration of the plan

The IIP Plan has a duration of three years, but effectively comprises Annual Plans (see paragraph 2.3), and envisages the payment of incentives for 2013, 2014 and 2015. Given this, the Company reserves the right to:

- terminate the IIP Plan at any time, for example if significant events arise of the type indicated in paragraph 4.9;
- extend the duration.

In the event of termination, the Funds not yet distributed, including the time-apportioned element of the Quota accrued in the year of termination, will be given to the Beneficiaries during the year following termination, on the basis indicated by the Company. In the event of extension, the Company may decide to transfer the Funds not yet distributed to a new long-term plan.

4.4 Maximum number of financial instruments granted in each financial year

Each Beneficiary will be granted a number of Shares each year, on the basis described in paragraph 2.3, depending on the level of individual remuneration received and the business objectives reached under the MBO Plan for each year.

Over the three-year time horizon of the Plan, the maximum number of Shares needed is estimated to be about 3 million.

4.5 Method of implementing the Plan and related clauses

See the description set out in paragraph 2.3.

4.6 Restriction on availability of the instruments

The Shares contributed to the Shares Fund for each Beneficiary are granted on a personal basis and may not be transferred by deeds between living persons for any reason, since they are offered by the Company *intuitu personae* to the Beneficiary. In all cases, the Shares may not be pledged or the subject of other forms of disposal, whether with or without charge, by the effect of legislation or otherwise; in addition, they may not be the target of enforcement or precautionary procedures

initiated by third parties, subject otherwise to immediate loss by the Beneficiary of all rights granted under the IIP Plan. Once delivered, the Shares will be freely negotiable.

4.7 Clauses for the termination of participation in the plans if recipients arrange hedges to neutralize the restrictions on the sale of the financial instruments granted

No termination clauses are envisaged if Beneficiaries arrange hedges to neutralize the restrictions on the sale of Shares granted but not yet delivered.

4.8 Description of the effects arising on termination of the employment relationship

The Funds will be paid to Beneficiaries or their heirs if the employment relationship between them and the Group ceases due to retirement or total or permanent invalidity (not allowing the employment relationship to continue) or death. If termination takes place prior to 31 December in the year concerned, the time-apportioned Quota accrued during the months actually worked in the reference year will be recognized.

If the employment relationship between the Beneficiary and the Group is terminated due to resignation for whatever reason, termination by mutual agreement or dismissal for just cause, or for any other reason not expressly mentioned above, the Beneficiary will lose any and all rights under the IIP Plan, including all rights to Funds not yet paid, from the date of communicating the resignation or other communication of termination or cessation of the employment relationship (even if subsequently revoked or not confirmed).

4.9 Indication of other possible reasons for cancellation of the plans

The Board reserves the right to revoke or suspend the Plan at any time, depending on special or exceptional events that might affect it (including legislative and/or regulatory changes), non-recurring transactions and/or events that are deemed particularly significant and not foreseen at the time of approving the Plan.

In addition, the Shares accumulated in the Shares Fund will only be delivered if, at the delivery date, the Shares are listed on the Electronic Exchange organized and managed by Borsa Italiana S.p.A.

4.10 Reasons for envisaging redemption of the financial instruments, if applicable

The Company has no right to redeem the Shares; however, the Company intends to retain a pre-emption right for the repurchase of the Shares should the Beneficiaries intend to sell them in the market.

4.11 Loans or other assistance for purchasing the Shares, if applicable

No loans or other assistance for purchasing the Shares are envisaged, since they will be given without charge.

4.12 Assessment of the cost to be borne by the company at the grant date

The cost to the Company cannot be quantified at present.

4.13 Any dilution of capital caused by the compensation plans including, in particular, the granting of shares

No dilution effect on share capital is expected, since the Shares involved in the Plan have already been issued and are held by the Company.

4.14 Any restrictions on the exercise of voting rights and the assignment of ownership rights

During the Vesting Period, Beneficiaries will not enter into possession of or enjoy any rights over the Shares (including voting and dividend rights). Subsequent to the Vesting Period, the Shares delivered in the manner described in paragraph 2.3 will carry standard enjoyment rights, being the same as those applying to the Company's other ordinary shares.

4.15 Information about shares not traded in regulated markets

Not applicable, since the Shares are listed on the Electronic Exchange organized and managed by Borsa Italiana S.p.A.

4.16 Number of financial instruments underlying each option

Not applicable.

4.17 Expiry of options

Not applicable.

4.18 Basis and timing of exercise and related clauses

Not applicable.

4.19 Exercise price of options or basis and criteria for determining this price, with particular reference to: a) the formula for calculating the exercise price in relation to a given market price (so-called fair market value) and b) the method of determining the market price considered when determining the exercise price

Not applicable.

4.20 Reasons if the exercise price is not equal to the market price determined in paragraph 4.19.b (fair market value)

Not applicable

4.21 Criteria for envisaging different exercise prices for different recipients or categories of recipient

Not applicable.

4.22 If the financial instruments underlying the options are not traded in regulated markets, indication of the value attributable to the underlying instruments or the criteria for determining such value

Not applicable.

4.23 Criteria for the adjustments made necessary as a result of special capital transactions and other operations that change the number of underlying instruments (capital increases, extraordinary dividends, stock consolidation and splits, conversions into other categories of share etc.)

Not applicable.

The Table attached to Format 7 of Attachment 3A of the Issuers' Regulations will be provided when the Shares are granted and then updated from time to time during the implementation of the Plan pursuant to para. 5.a) of art. 84-bis of the Issuers' Regulations.

Milan, 21 March 2013

for the Board of Directors

The Chairman