



Ordinary and extraordinary shareholders' meeting 6-7 May **2014**

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Notice of Ordinary and Extraordinary Shareholders' Meeting

Full notice

Those entitled to vote at the ordinary shareholders' meeting of Indesit Company SpA (the "Company") are hereby called to an ordinary and extraordinary meeting at the Company's registered offices in Fabriano, Viale Aristide Merloni 47, on 6 May 2014, at 11 am (1st call) and, if necessary, on 7 May 2014, same time and place (2nd call), to discuss and vote on the following

Agenda

Extraordinary session

- 1) Obligatory conversion of non-convertible savings shares into ordinary shares.
- 2) Amendments to the By-laws.

Ordinary session

- 1) Financial statements at 31 December 2013, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the independent auditors:
 - i. approval of the Separate financial statements;
 - ii. decision about the allocation of profit for the year.
- 2) Appointment of the Board of Statutory Auditors for the three-year period 2014-2016:
 - i. appointment of three Serving Auditors and three Alternate Auditors;
 - ii. appointment of the Chairman of the Board of Statutory Auditors;
 - iii. determination of the annual remuneration of the serving members of the Board of Statutory Auditors.
- 3) Appointment of a Director.
- 4) Proposal for a new authorization to purchase and dispose of treasury shares. Related and consequent resolutions.
- 5) Remuneration policy pursuant to art. 123-ter, Decree no. 58 dated 24 February 1998.

Information on the share capital

The share capital at 21/3/2014 is € 102,759,269.40, represented by 114,176,966 shares, par value € 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.

The Company holds 11,008,260 ordinary shares (9.68% of the ordinary share capital), the voting rights of which are suspended.

Information on the exercise of rights Method and deadlines for access to documentation

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 or fax number (+39) 0732637220.

This address may also be used to request:

- attendance at the Meeting pursuant to the Meeting regulations: this request must be received at least two working days prior to the meeting to be attended;
- further information from the Company about the Meeting.

All documentation for the Meeting including, in particular:

- the reports on the items on the agenda, together with the complete text of proposed resolutions (accompanied by instructions for the presentation of lists containing nominations to the Board of Statutory Auditors);

- the 2013 Financial Report together with the consolidated and draft separate financial statements at 31 December 2013, the reports of the independent auditors, the attestations pursuant to art. 81-ter of the Issuers' Regulations, and the report of the Board of Statutory Auditors prepared pursuant to art. 153 of Decree no. 58 dated 24 February 1998;
 - the Annual report on corporate governance and ownership structure;
 - the Remuneration Report prepared pursuant to art. 123-ter, Decree no. 58 dated 24 February 1998;
- will be made available to the public, within the timescale envisaged by law, at the registered offices, on the Company's website at the address www.indesitcompany.com/assemblea ("Website") and at Borsa Italiana SpA.

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 (24 April 2014). Subjects who become shareholders subsequent to said date shall not be entitled to participate in or vote at the shareholders' meeting. The notice from the broker must be received by the end of the third trading day prior to the date fixed for the Meeting in first calling and, therefore, by 30 March 2014. 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 indicated in the section on "Information for the exercise of rights".

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 from the Website. Notification of the proxy given may be carried out in the manner indicated in the section on "Information for the exercise of rights".

If representatives deliver or transmit a copy of the proxy to the Company, they must confirm, under their own responsibility, the conformity of the proxy with the original and the identity of the delegating party.

Note that the by-laws do not provide for voting by correspondence or electronic means.

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 SpA", designated for the purpose by the Company pursuant to art. 135-undecies, Decree no. 58 dated 24 February 1998, provided that said proxy reaches the Designated Representative by 2 May 2014 or, should the meeting be held in second calling, by 5 May 2014, 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 given by signing the proxy form available from the Website.

Additions to the agenda and presentation of new proposed resolutions

Shareholders who, together or alone, represent at least one-fortieth of the share capital may apply to the Company in writing, in the manner indicated in the section on "Information for the exercise of rights" and within ten days of publication of this notice of meeting, to add items to the agenda for discussion or present additional proposed resolutions about matters already included on the agenda. A report on the matters proposed for discussion or the reason for the additional proposed resolutions about matters already included on the agenda 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 "Information for the exercise of rights".

Notice of any additions allowed by the Board of Directors or of the presentation of additional proposed resolutions about matters already included on the agenda is given, at least fifteen 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

Even before the start of the meeting, those entitled to vote may submit written questions concerning matters on the agenda, in the manner described in the section on "Information for the exercise of rights", on condition that they are made at least three days prior to the date of the meeting in first calling (this deadline expires on 2 May 2014, since 3 May 2014 is considered to be a holiday). Together with these questions, questioners must present suitable documentation confirming their entitlement to exercise voting rights (see the section on "Entitlement to participate").

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 on the Website and, in any case, to give a single answer to a number of questions on the same subject.

Appointment of the Board of Statutory Auditors

Pursuant to the law and art. 22 of the By-laws, the Board of Statutory Auditors is appointed from lists of candidates filed at the registered offices of the Company by shareholders owning, together or alone, ordinary shares that, in total, represent not less than 2% of the voting capital at ordinary meetings (corresponding to 2,053,006 ordinary shares).

For the valid presentation of lists and the related documentation, shareholders must comply with the instructions contained in art. 22 of the by-laws, in this notice and in the Reports of the Board of directors on the items on the agenda, which will contain specific instructions in this regard.

The lists and supporting documentation must be filed by 11 April 2014, in the manner indicated in the section on "Information for the exercise of rights".

Each list comprises two sections: one for candidate Serving Auditors and the other for candidate Alternate Auditors. The lists presented must indicate at least one candidate Serving Auditor and one candidate Alternate Auditor.

At least one fifth of the candidates on lists containing three or more candidates must comprise candidates from the least represented gender. If, on applying the gender balance criterion, the least represented gender does not have an exact number of directors, that fraction is rounded up to the nearest whole number.

The percentage ownership must be confirmed by specific notices received by the Company from authorized intermediaries by 15 April 2014, if they are not available at the time of presenting the lists. Any entries added to the broker accounts of presenting shareholders subsequent to the date of presentation will be disregarded for the purpose to determining their voting rights.

Lists or individual candidates that do not comply with all the requirements of the by-laws will be ignored.

Right to withdraw

Should the proposed obligatory conversion of the savings shares into ordinary shares be approved at the Extraordinary Meeting of the ordinary shareholders and also at the Special Meeting of savings shareholders, the holders of savings shares that did not contribute to the adoption of the related resolutions may exercise their right to withdraw within fifteen days of the date of filing of the resolution that justifies such action pursuant to art. 2437-*bis* of the Italian Civil Code; this date will be communicated in a notice published in a national daily newspaper and on the Website. Such notice will also be posted at the registered offices of the Company and sent to Borsa Italiana SpA and to Consob.

In this regard, the unit selling price of the savings shares of Indesit Company SpA, in relation to which the right to withdraw may be exercised, will be calculated, in compliance with art. 2437-ter of the Italian Civil Code, with sole reference to the simple average of the closing prices struck during the six-month period prior to the date of publication of this notice and will be published in a national daily newspaper jointly extract of this notice.

Peterborough, 21 March 2014

For the Board of Directors

The Chairman

Marco Milani

