

Rules of procedure for Indesit Company S.p.A. shareholders' meetings

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.
- 1.2 These Rules, as approved by the ordinary shareholders' meeting on 7th May 2001 (as modified 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.

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their certificate given by the broker at least two days before the date fixed for the single Meeting and have not withdrawn them before the Meeting takes place are entitled to take part in the Meeting.
- 2.2 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.
- 2.3 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. The Chairman can authorize some of them to answer on specific topics to the shareholders.

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.
- 3.2 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.

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.
- 4.2 Shareholders 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.

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.
- 5.2 The chairman of the meeting may appoint one or more scrutineers, who need not be shareholders, and form a chair committee.
- 5.3 The chairman of the meeting engages personnel for the purpose of providing public order and such personnel shall wear appropriate identification.
- 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.
- 5.5 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.
- 5.6 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.
- 6.2 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.

Article 7. Discussion

- 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.
- 7.2 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.

- 7.4 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.

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.
- 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.
- 8.3 The meeting transacts its business by open vote.
- 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 the results of the voting to the meeting.
- 8.5 Votes cast in a manner different from that indicated by the chairman of the meeting 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.

Article 9. 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.