

**Procedure ex art. 152-  
octies, clause 8, Consob  
regulations for listed  
company adopted  
by the board of directors  
meeting on 23<sup>rd</sup> March 2006**

(hereafter “Procedure ex art. 152-octies, clause 8,  
RE” or “Procedure”).

## Introduction

Pursuant to art. 152-*octies*, clause 8, Consob Listed Companies Regulations 11971 as last amended by Resolution 15232, 29<sup>th</sup> November 2005 (hereafter “Listed Companies Regulations”), Indesit Company SpA (hereafter “IndesitCo” or “Company”) has adopted this procedure for the purpose of:

1. identifying those of its managers who are under obligation to make the communications provided for in art. 114, clause 7, decree law 58, 24<sup>th</sup> February 1998, (hereafter “TUIF”), defined in art. 1) hereunder as “Relevant Persons”;
2. informing Relevant Persons of their obligations under TUIF;
3. identifying the subject charged with receiving, managing and disclosing to the market the information indicated in art. 114, clause 7, TUIF.

As of the date of its coming into force, this Procedure annuls and replaces the “Internal Dealing Code” approved by resolution of the board of directors on 30<sup>th</sup> October 2002.

The Procedure applies to Relevant Persons identified in IndesitCo and Significant Subsidiaries (as defined in art. 1.3). The Company shall instruct the Significant Subsidiaries to make the Procedure binding upon the Relevant Persons with whom they have employment and/or collaboration relationships. The Company also undertakes to disseminate the Procedure and provide that Relevant Persons be suitably familiar with it. The provisions of the Procedure are binding on Relevant Persons. Infringement of the Procedure may constitute, depending on the degree of seriousness, breach of contract, misconduct or just cause of dismissal, as provided for in Section III (“Sanctions”) of the Listed Companies Regulations.

Full compliance with the obligations in the Procedure does not, however, preclude commission of the offences contemplated under Title I-*bis* (“Abuse of price-sensitive information and market abuse”) in Section V (“Sanctions”) of TUIF and, in particular, in the case of “Abuse of price-sensitive information” defined as an offence by art. 184 TUIF and subject to administrative sanction under art. 187-*bis* TUIF.

## Article 1. Relevant persons, connected persons and significant subsidiaries

- 1.1. For the purposes of this Code, “Relevant Person” or “Relevant Persons” in IndesitCo means:
  - a. IndesitCo’s directors and standing statutory auditors;
  - b. IndesitCo managers who have regular access to price-sensitive information as defined in art. 3 hereunder and are empowered to make management decisions that may influence the development and prospects of IndesitCo, viz. *Chief Commercial Officer, Chief Financial Officer, Chief Technical Officer and Supply Chain Manager*;
  - c. anyone holding at least 10% of IndesitCo’s voting share capital and any other subject that controls the Company;
  - d. directors, standing statutory auditors and subjects with management functions or who have regular access to price-sensitive information and are empowered to make management decisions that may influence the development and future prospects of all Significant Subsidiaries (as defined in art. 1.3);
  - e. anyone else defined a “Relevant Person” by the board of directors of IndesitCo or its chairman on its behalf.
- 1.2. “Connected Person” or “Connected Persons” in relation to a Relevant Person means:
  - a. a not legally separated spouse, dependant children, including those of a spouse, and if cohabiting for at least one year, parents, family and in-laws;

- b. corporations, partnerships and trusts in which a Relevant Person or a person indicated in 1.2 a) is on his or her own or jointly with another Relevant Person is a managing director;
  - c. corporations directly or indirectly controlled by a Relevant Person or by a person indicated in 1.2 a);
  - d. partnerships whose economic interests are substantially equivalent to those of a Relevant Person or a person indicated in 1.2 a);
  - e. trusts set up for the benefit of a Relevant Person or a person indicated in 1.2 a).
- 1.3.** “Subsidiary” means any company over which IndesitCo has control as defined by art. 2359 Civil Code. “Significant Subsidiary” means any subsidiary in which IndesitCo’s interest, by book value, is more than 50% of IndesitCo’s total assets as per the last approved statutory financial statements. As of the date of approval of the Procedure, no Subsidiary is a Significant Subsidiary.

## Article 2. Relevant operations

- 2.1.** “Relevant Operations” means: operations involving the acquisition, sale, subscription or exchange of shares issued by the Company (hereafter “Shares”) or other financial instruments linked thereto carried out for whatever reason. “Financial instruments linked thereto” means:
- a. financial instruments that make it possible to subscribe, purchase or sell Shares;
  - b. debt instruments that can be converted into or exchanged for Shares;
  - c. derivative financial instruments depending on the Shares;
  - d. financial instruments equivalent to shares representing the Shares;
  - e. listed shares issued by IndesitCo subsidiaries and any financial instruments indicated in a) to d) above linked thereto;
  - f. non-listed shares issued by Significant Subsidiaries and any financial instruments indicated in a) to d) above linked thereto.
- 2.2.** For the purposes of the preceding clause 2.1:
- a. operations by a Relevant Person or a Connected Person or by a go-between and/or trust company on his behalf are taken into account;
  - b. operations involving securities loans in which a Relevant Person or other persons indicated in a) above act as lenders and pledging shares or granting of life interest in them;
  - c. operations between a Relevant Person and a respective Connected Person, including those through a go-between or trust company, are not taken into account;
  - d. exercise of stock options or other rights of option over the Shares are taken into account.
- 2.3.** Operations by the Company or its subsidiaries are not Relevant Operations.

## Article 3. Price-sensitive information

“Price-sensitive information” means information of a precise nature and not in the public domain directly concerning IndesitCo and/or its Subsidiaries which could appreciably influence the prices of financial instruments issued by IndesitCo if made public.

## Article 4. Mandatory disclosures

- 4.1.** A Relevant Person must inform Consob and the Company promptly and in any case at least by the end of the fifth business day after the date of transaction of all Relevant Operations by such Relevant Person or Connected Person excepting those whose total amount does not reach five thousand euro by the end of the year. The amount of Euro

5,000 is calculated by summing the Relevant Operations carried out by or on behalf of a Relevant Person and those by or on behalf of any relevant Connected Person. In the case of derivative financial instruments, the amount of the operation is based on that of the underlying Shares.

- 4.2.** The obligation to disclose to Consob in 4.1 above is fulfilled by sending the form enclosed in Annex B by fax to (+39) 068477612, or by e-mail to <internaldealing@consob.it> or using the NIS system.
- 4.3.** The obligation to disclose to the Company mentioned in 4.1 above is fulfilled by sending the form enclosed in Annex B the Supervisor, as defined in art. 7 hereunder, by e-mail to <internal.dealing@indesitcompany.com> or fax to (+39) 0732662206, or to any other number provided by the Supervisor.
- 4.4.** A Relevant Person may, using the space reserved in Annex C, ask IndesitCo to make mandatory disclosures to Consob on his behalf. The Relevant Person shall be liable, however, in the case of failure to disclose or inexact disclosure.
- 4.5.** If the Company agrees to act under proxy as contemplated in 4.4. above, communication of Relevant Operations to the Company must be made within the third business day after such operations are carried out.
- 4.6.** The Relevant Persons indicated in art. 1.1c) disclose to Consob and publish the information indicated in 4.1 as required in art. 66, clauses 2 and 3, Listed Companies Regulations, by the fifteenth day of the month after the one in which the Relevant Operation was carried out.

## **Article 5. Disclosure obligations regarding connected persons**

A Relevant Person must inform all his Connected Persons of the disclosure obligations regarding all Relevant Operations carried by such Connected Persons so as to enable the Relevant Person to observe the disclosure deadlines indicated in art. 4 of the Procedure.

## **Article 6. Sanctions**

- 6.1.** Over and above the penal or administrative sanctions that Relevant Persons may incur in the case of misuse of price-sensitive information, market abuse or failure to disclose Relevant Operations, observance of the rules in this Procedure is to be held an essential aspect of a Relevant Person's contractual obligations of diligence and loyalty, also for the intents and purposes of art. 2104 and 2105 Civil Code.
- 6.2.** Failure on the part of a Relevant Person employed by the Company to observe the provisions of the Procedure may, depending on the seriousness of the infringement, entail application of the disciplinary measures indicated in art. 2106 and 2119 Civil Code and the relevant provisions in applicable national employment contracts (eg., in the case of managers, art. 22, CCNL Dirigenti Aziende Industriali [national industrial company managers contract]). Application of such measures shall be as required by the provisions of current law and regulations and in particular those in the relevant national employment agreement.
- 6.3.** In the case of serious infringement of the provisions of the Procedure by Relevant Persons not employed by the Company, the Company may interrupt their collaboration relationship, even without giving notice.
- 6.4.** It is understood that reference to national employment agreements does not preclude application of other rules applicable under the laws of the country in which an employee is hired and/or works.
- 6.5.** Without prejudice to the provisions in the preceding clauses, in the case of infringement of the provisions of the Procedure by a Relevant Person indicated in art 1.1a), the board of directors reserves the right to take any suitable measure, including that of asking the shareholders to revoke the Relevant Person's mandate.

**6.6.** Without prejudice to the provisions in the preceding clauses, failure to observe the Procedure on the part of a Relevant Person to whom stock option rights have been assigned may, depending on the seriousness of the infringement, entail forfeiture, in part or whole, of such rights.

#### **Article 7. Subject responsible for implementing the procedure**

- 7.1.** The subject responsible for receiving, processing and disclosing the information contemplated in the Procedure to the market is the Legal and Corporate Affairs Department (hereafter “Supervisor”), which performs said functions through the manager of the Company’s Securities Office.
- 7.2.** The Supervisor shall monitor application of the Procedure and develop systems for reporting thereon to the Company’s board of directors.
- 7.3.** The Supervisor may modify the application procedure in Annex A) in any way necessary to improve implementation of the procedure and must inform the board of directors of any such modification.
- 7.4.** The Supervisor shall keep the list of Relevant Persons up to date and obtain from such Persons explicit confirmation that they are aware of their obligations under the Procedure as provided for in art. 9 hereunder.
- 7.5.** Through the Supervisor and within the term fixed by the applicable regulations, the Company discloses to the market the Relevant Operations communicated to it by Relevant Persons and makes on their behalf the disclosures in the cases contemplated in art. 4.4, also by posting such communication on the Company’s website ([www.indesitcompany.com](http://www.indesitcompany.com)).

#### **Article 8. Treatment of personal data**

By compiling the form under Annex C, Relevant Persons acknowledge that treatment of their personal data will be in accordance with the Procedure and may also be carried out by 3<sup>rd</sup> parties for the sole purpose of complying with current law and of answering any requests from Consob. Such treatment may also entail the publishing of personal data, also in summary form, on the Company’s website ([www.indesitcompany.com](http://www.indesitcompany.com)) or in other official Company documents.

#### **Article 9. Acceptance**

Transmission to and examination of the Procedure by Relevant Persons is confirmed by signature of the form under Annex C hereto.

#### **Article 10. Coming into force**

The Procedure comes into force on 1<sup>st</sup> April 2006.