

**FORM FOR THE ASSIGNMENT OF PROXY TO THE DESIGNATED REPRESENTATIVE
in accordance with Art. 135 – undecies of Legislative Decree 58/98 (1)**

Parte 1 di 2

Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., with registered office in Milan, Via Filodrammatici no.10, share capital € 100,000.00 registered with the Register of Companies of Milan, registration number, tax code and VAT number 00717010151 belonging to Mediobanca Group Register of banking groups, trust company authorized by D.M. 24/11/1941 to exercise of the fiduciary activity in accordance with Law 23.11.1939 n. 1966 and subsequent amendments, hereinafter “Spafid” or “Fiduciaria” in his capacity as “Designated Representative by Indesit Company S.p.A (hereinafter, the “Company”) in accordance with Article 135-undecies of Legislative Decree 58/1998, by its employee or co-worker with a specific, proceeds with the collection of the voting proxies relative to the Extraordinary and Ordinary Shareholders’ Meeting called for 6th May 2014 (1st call) and 7th May 2014 (2nd call) , with the methods and under the terms and conditions provided in the notice of convocation published on the website of the Company the 25 March 2013 and, as extract, in the newspaper “il Sole 24 Ore” on 26 March 2013.

The proxy and voting instruction can be conferred by the end of the second stock exchange working day preceding the date established for the meeting (by 2nd May 2014 – 1st call – and by 5th May 2014 – 2nd call), with the following methods:

transmission by courier or postal charges to Spafid at Foro Buonaparte no. 10 (20121) Milan of the original form of proxy and voting instruction, together with a copy of ID of Delegator with current validity or, if the Delegator is a legal entity, the legal representative or other person with appropriate powers.

The proxy and the voting instructions can be revoked by the end of the second stock exchange working day preceding the date established for the meeting (by 2nd May 2014 – 1st call – and by 5th May 2014 – 2nd call) with the same aforementioned methods.

The assignment of the proxy and the voting instructions by signing this form does not entail any expense for the delegator.

Declaration of Representative

Spafid, in his capacity as “Designated Representative, declares that there do not exist any conflict of interest against proposed resolutions put to vote. However, taking into account the contractual relationship between the Company and Spafid relating, in particular, technical assistance at the meeting and ancillary services, in order to avoid futures disputes related to the supposed presence of circumstances likely to determine conflict of interest as defined under Article 135-decies, paragraph 2, lett. F), of Legislative Decree no. 58/98, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Spafid does not intend to vote in a manner incompatible with the instructions received.

PROXY FORM

(Section to be notified to the company through the Designated Representative – Fill in the requested information)

The undersigned
(name/personal information of the person who has the right to vote)
born in on,
resident in (city)
Via (address)
tax code.

Information to be completed at the delegator's discretion
- communication no. (reference to the communication provided by the broker)
- possible identification codes

DELEGATES the Designated Representative Spafid S.p.A., who can be replaced by its employee or co-worker with a specific task, to participate and vote in the above general meeting as per instructions given with reference to no. shares registered in the Securities Account no.at(custodian broker)
ABI..... CAB.....

DECLARES to be aware of the possibility that the proxy to the Designated Representative may contain voting instructions even on only some of the deliberation item on the agenda and that, in this hypothesis, the vote will be exercised only for the proposal relative to which voting instructions have been granted.

DECLARES that Spafid is entitled to the processing of personal data for the purposes and under the conditions and terms set out in the attached information note.

The undersigned (name/personal information if the form is signed by someone other than the holder of the shares)
..... signs this proxy in the capacity of (check the appropriate box):
 secured creditor broker usufructuary custodian manager
 legal representative or representative with power of sub-proxy
 other (to specify)

DATE

SIGNATURE

VOTING INSTRUCTION
Part 2 of 2

(Section containing information only intended for the Designated Representative – Check the selected boxes)

The undersigned **(2)**..... (name/personal information) delegate the Designated Representative to vote according to the following voting instruction at the Extraordinary and Ordinary Shareholders' Meeting of Indesit Company S.p.A. convened for 6th May 2014, 1st call, and 7th May 2014, 2nd call.

A) Deliberations submitted for vote (3)

Extraordinary Session

1) Mandatory conversion of non convertible savings shares in ordinary shares

IN FAVOUR OPPOSED ABSTAINED

to the Board of Directors' proposal.

2) Modification of the by-laws

IN FAVOUR OPPOSED ABSTAINED

to the Board of Directors' proposal.

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;

IN FAVOUR OPPOSED ABSTAINED

to the Board of Directors' proposal.

ii. decision about the allocation of profit for the year.

IN FAVOUR OPPOSED ABSTAINED

to the Board of Directors' proposal.

2) Appointment of the Board of statutory auditors for the 2014-2016 three year period:

i. appointment of three standing auditors and two alternate auditors;

IN FAVOUR:

to the proposal submitted by majority shareholder/LIST No.....

to the proposal submitted by another shareholder/LIST No.

OPPOSED ABSTAINED

ii. appointment of a Chairman of the Board of statutory auditors;

N/A

iii. fixing of the annual emoluments of the standing members of the Board of statutory auditors;

IN FAVOUR OPPOSED ABSTAINED

to the Board of Directors' proposal.

3) Appointment of a Board of directors' member

IN FAVOUR OPPOSED ABSTAINED

to the Board of Directors' proposal.

4) Proposal for a new authorization to purchase and dispose of treasury shares. Related and consequent resolutions

IN FAVOUR OPPOSED ABSTAINED

to the Board of Directors' proposal.

5) Remuneration policy pursuant to art. 123-ter, Legislative Decree 58/1998

IN FAVOUR OPPOSED ABSTAINED

to the Board of Directors' proposal.

B) In case of **unknown circumstances** at the time the proxy was issued **(4)** the undersigned, with reference to

Extraordinary Session

1) Mandatory conversion of non convertible savings shares in ordinary shares

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**
- MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
- AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

2) Modification of the by-laws

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**
- MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
- AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

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;

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**
- MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
- AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

ii. decision about the allocation of profit for the year.

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**
- MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
- AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

2) Appointment of the Board of statutory auditors for the 2014-2016 three year period:

i. appointment of three standing auditors and two alternate auditors;

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**
- MODIFY THE INSTRUCTIONS:
- IN FAVOUR of the list presented by/LIST N.
- OPPOSED to all the lists
- ABSTAINED to all the lists
- AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

ii. appointment of a Chairman of the Board of statutory auditors;

N/A

iii. fixing of the annual emoluments of the standing members of the Boards of statutory auditors;

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**
- MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
- AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

3) Appointment of a Board of directors' member.

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**
- MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
- AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

4) Proposal for a new authorization to purchase and dispose of treasury shares. Related and consequent resolutions.

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**
- MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
- AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

5) Remuneration policy pursuant to art. 123-ter, Legislative Decree 58/1998.

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS **(3)**

MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED

AUTHORIZE THE Designated Representative to vote differently than the instruction given **(4.1)**

C) In case of vote on modifications or integrations (5) of the deliberations submitted to shareholders' meeting in reference to

Extraordinary Session

1) Mandatory conversion of non convertible savings shares in ordinary shares

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

2) Modification of the by-laws

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

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;

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

ii. decision about the allocation of profit for the year.

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

2) Appointment of the Board of statutory auditors for the 2014-2016 three year period:

i. appointment of three standing auditors and two alternate auditors;

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS:
 IN FAVOUR of the list presented by/LIST N.
 OPPOSED to all the lists
 ABSTAINED to all the lists
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

ii. appointment of a Chairman of the Boards of statutory auditors;

N/A

iii. fixing of the annual emoluments of the standing members of the Boards of statutory auditors;

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

3) Appointment of a Board of directors' member.

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

4) Proposal for a new authorization to purchase and dispose of treasury shares. Related and consequent resolutions.

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

5) Remuneration policy pursuant to art. 123-ter, Legislative Decree 58/1998.

- CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS (3)
MODIFY THE INSTRUCTIONS: IN FAVOUR OPPOSED ABSTAINED
 AUTHORIZE THE Designated Representative to vote differently than the instruction given (5.1)

In case of vote on the liability action proposed in accordance with Article 2392, paragraph 2 of the It. Civil Code by shareholders during the approval of the financial statement, the undersigned delegates the Designated representative to vote as follows:

- IN FAVOUR OPPOSED ABSTAINED

Instruction for filling in and submitting the form

1. *The **Proxy form**, to be notified to the Company through the Designated Representative with the voting instruction reserved to him, must be received in original by 2nd May 2014 or, if the meeting will be held in 2nd call, by 3rd May 2014, to trust company Spafid SpA, Foro Buonaparte no. 10, 20121 Milan with the following methods: transmission of document by courier or postal charges, together with a copy of ID of Delegator with current validity or, if the if Delegator is a legal entity, the legal representative or other person with appropriate powers.*
2. *Provide name and surname of the signatory of the proxy form and the voting instructions.*
3. *Pursuant to Article 135 – undecies, paragraph 3, Legislative Decree no. 58/98 “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.”*
4. *In case of unknown circumstances at the time the proxy was issued, which cannot be communicated to the delegator, it is possible to choice between: a) confirm the voting instruction already expressed; b) modify the voting instruction already expressed; c) revoke the voting instruction already expressed.*
- 4.1 *If it has not made any choice, voting instructions under A) will be considered confirmed.
It should be noted that even where authorized by check the appropriate box, Spafid does not intend to vote in a manner incompatible with the instructions receive due to what is reported in the “Declaration of Representative” in the proxy form.*
5. *In case of vote on modifications or integrations of the deliberations submitted to shareholders’ meeting, it is possible to choice between: a) confirm the voting instruction already expressed; b) modify the voting instruction already expressed or grant the proxy c) revoke the voting instruction already expressed.
If it has not made any choice, voting instructions under A) will be considered confirmed*
- 5.1 *It should be noted that even where authorized by check the appropriate box, Spafid does not intend to vote in a manner incompatible with the instructions receive due to what is reported in the “Declaration of Representative” in the proxy form.*

Legislative Decree n. 58/1998

Article 135 *decies* (Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135 *undecies* (Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

Civil Code

Article 2393 (Directors' liability action)

The liability action against the directors is filed following resolution of the meeting, even if the company is in liquidation. The resolution concerning the liability of the directors can be adopted at the time of the discussion of the financial statements, even if it is not included in the list of subjects to be dealt with, when it concerns events pertinent to the financial year to which the financial statements refer. The liability action can be exercised within five years from the expiry of the director's term of office. The resolution regarding the liability action involves the revocation from office of the directors against whom it is filed, provided it is taken with the favourable vote of at least one fifth of the share capital. In this case, the meeting takes care of replacing the directors. The company can waive the exercise of the liability action and reach an agreement, provided the waiver and the agreement are approved with express resolution of the meeting, and provided there is not opposing vote of a minority of shareholders who represent at least one fifth of the share capital or, in the companies who use the risk capital market, at least on twentieth of the share capital, or the extent provided for in the Article of Association for the exercise of the directors' liability action in accordance with the first and second paragraphs of Article 2393-bis.

Legislative Decree 196 of 30.06.2003 Protection of persons and other subject regarding the processing of personal data Information according to Article 13

We remember, in accordance with Article 13 of Legislative Decree 196/2003, that the data contained in the proxy form will be processed by the Company – the processor – to manage the operations of the meeting, in accordance with local regulations regarding the protection of personal data.

The same data can be known by the employees of the Company specifically authorized to process, as managers or persons in charge for the achievement of the objectives listed above: this data may be disseminated or disclosed to specific parties in compliance with legal obligation, European rule or regulation, or according to the instruction given by authorities to do so by law or by supervisory board; without data the Company will not allow the delegate to attend the Meeting.

You have the right to know, at any time, what are the data maintained by the Company, its origin and how it is used; you have the right to ask for its update, amend, integrate or delete, and request blocking and object to its processing by contacting the Responsible pursuant Article 7 Legislative Decree 196/2003 (Spafid S.p.A., Foro Buonaparte no. 10, 20121 Milan – phone 02-806871; fax 02-80687330).