



DE' LONGHI S.P.A.

Registered office in Via Lodovico Seitz 47, Treviso

Share capital 224,250,000.00 euros fully paid up

Tax identification code and Registration number with the Company Register of Treviso 11570840154

NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING

Those persons entitled to vote at the Shareholders' Meeting of De' Longhi S.p.A. are called to the Ordinary Shareholders' Meeting to be held at 8:45am on 14 April 2015 at the Company's registered office in Via Lodovico Seitz 47, in a sole calling, to discuss the following

AGENDA

1. Presentation of the Annual Report including the draft Financial Statements as at 31 December 2014, the Statutory Auditors' Report and the Independent Auditors' Report. Related and consequent resolutions.
2. Presentation of the Annual Compensation Report of De' Longhi S.p.A. and advisory vote of the Shareholders' Meeting on the 2015 Compensation Policy (Section I of the Annual Compensation Report of De' Longhi S.p.A.) in accordance with Art. 123-ter of Legislative Decree no. 58/98.
3. Proposal to authorise the purchase and disposal of treasury shares following revocation of the resolution passed by the Shareholders' Meeting on 15 April 2014. Related and consequent resolutions.

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▪ RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to Art. 83-*sexies* of Legislative Decree no. 58/98 and related implementing provisions those persons on whose behalf authorised intermediaries have - within the legal deadline - provided a statement to the Company in compliance with intermediary accounting records, based on the evidence of the accounts at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. 1 April 2014, the so-called "*record date*") may attend and exercise their voting rights. In accordance with the legislation in force, those who hold shares only after this date will not be entitled to attend or vote at the Shareholders' Meeting. The intermediary's statement referred to above must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. by 9 April 2015). The right to attend and exercise voting rights shall remain, however, if the statement reaches the Company after said date, provided that it is received before the Shareholders' Meeting starts.

▪ ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSED RESOLUTIONS

Please note that, in accordance with Art. 126-*bis* of Legislative Decree no. 58/98, shareholders who, individually or jointly, represent at least one fortieth of the share capital may ask, within ten days of publication of the notice convening the Shareholders' Meeting (i.e. 26 March 2015), to add to the list of items on the agenda, specifying in the request the additional items they propose or presenting proposed resolutions on items already on the agenda. The requests, together with certificate attesting ownership of the share, are presented in writing by registered letter with proof of receipt sent to the Company's registered office (marked for the attention of the Head of Legal and Corporate Affairs) or sent electronically to the following certified email address: societariodelonghispa@legalmail.it and must be accompanied by a report giving the reason for the proposed resolutions on the new items proposed for discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. It is also specified that the agenda cannot be supplemented with items on which, in accordance with the law, the

Shareholders Meeting resolved on the proposal of the Directors or on the basis of a project or a report prepared by the same, other than those referred to in Art. 123-ter, paragraph 1, of Legislative Decree no. 58/98. Any additions to the agenda and/or additional proposed resolutions on items already on the agenda, together with the report prepared by the Shareholders and any evaluations of the Board of Directors, are made available to the public in the same ways as prescribed for publishing this notice, within the time limits laid down by the laws and regulations in force.

▪ REPRESENTATION IN THE SHAREHOLDERS' MEETING

Pursuant to Art. 7 of the Articles of Association and in compliance with the applicable regulations, the shareholders and other persons entitled to attend the Shareholders' Meeting may be represented by proxy by another person in the manner provided by the laws and regulations in force. The form for conferring proxy to attend the Shareholders' Meeting can be found on the Company's website ("*Investor Relations*" - "*Governance*" - "*Shareholders' Meetings*" - "*2015*"). Proxies can be notified to the Company by registered letter with proof of receipt sent to the Company's registered office (marked to the attention of the Head of Legal and Corporate Affairs) or sent to the following certified email address: societariodelonghispa@legalmail.it.

It is specified that the Company has not designated representatives that those persons with voting rights can appoint proxy with voting instructions.

▪ POSTAL VOTING

You are reminded that no procedures are envisaged for voting by post or electronically.

▪ RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA BEFORE THE SHAREHOLDERS' MEETING

Those persons with voting rights may ask questions on items on the agenda even before the Shareholders' Meeting, by sending such questions by registered letter with proof of receipt to the Company's registered office (marked to the attention of the Head of Legal and Corporate Affairs) or sent to the following certified email address: societariodelonghispa@legalmail.it, accompanied by appropriate documentation proving the right to exercise voting rights issued by the authorised intermediary. In order to facilitate the smooth running of the Shareholders' Meeting and its preparation, such questions must be received by 11 April 2015. Questions received by the Company before this time limit and in the manner described above will be answered during the Shareholders' Meeting itself at the latest. The Company may provide a single response to questions concerning the same subject. The response prepared in paper form and made available to each of the persons entitled to vote at the beginning of the Shareholders' Meeting shall be considered as given.

▪ SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital is 224, 250,000 euros divided into no. 149,500,000 ordinary shares with a par value of 1.50 euros, each giving the right to one vote in the Shareholders' Meeting. To date the Company does not hold any own shares.

▪ DOCUMENTATION

The documentation relating to the items on the agenda prescribed by the laws and regulations in force will be made available to the public, within the time limits laid down by law and regulations, at the Company's registered office and on its website www.delonghigroup.com ("*Investor Relations*" - "*Governance*" - "*Shareholders' Meetings*" - "*2015*"), and on the authorised storage mechanism called IINFO managed by Computershare S.p.A. and accessible on the website www.iinfo.it.

Shareholders and other persons entitled to attend the Shareholders' Meeting may obtain a copy by sending a request to the following certified email address: societariodelonghispa@legalmail.it.

In particular, the following will be made available to the public:

- today, the Report on the items on the agenda, including the proposed resolutions regarding items 2 and 3 of the agenda;

- by 23 March 2015, the Annual Report for the year 2014 (including the proposed resolution regarding item 1 on the agenda) with the other Reports referred to in Art. 154-ter of Legislative Decree no. 58/1998, the Compensation Report, referred to in Art. 123-ter of Legislative Decree no. 58/1998, and the Report on Corporate Governance and Ownership Structure for the year 2014.

Additional documentation required by the laws and regulations in force including the minutes of the Shareholders' Meeting will be published according to the procedures and time limits laid down by law and regulations.

It should be noted that information concerning the Shareholders' Meeting and attendance at the same, also with regard to the provisions of Art. 125-*quater* of Legislative Decree no. 58/1998, will in any case be published in the same section on the Company's website.

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Shareholders and other persons entitled to attend the Shareholders' Meeting are kindly invited to arrive well in advance of the time the Meeting starts in order to facilitate the registration procedure.

For the Board of Directors
The Chairman
Giuseppe de' Longhi

(Notice published on the Company's website on 13 March 2015 and, in excerpt form, in the "Italia Oggi" newspaper on 14 March 2014).