

DE' LONGHI S.p.A.
Via Ludovico Seitz, 47
31100 Treviso
Share capital € 448,500,000
Tax ID no. 11570840154
VAT no. 03162730265

**NOTICE OF CALL
ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The shareholders are hereby convened to an Ordinary and Extraordinary Shareholders' Meeting to be held in the company's registered office in Treviso, via Ludovico Seitz 47, in first call at 9.00 CET on 21 April 2010 and, if necessary, in second call on 22 April 2010, same place and time, to discuss and resolve on the following:

AGENDA

Ordinary session

1. Approval of the financial statements at 31 December 2009, the Directors' Report on Operations, report by the Board of Statutory Auditors pursuant to Art. 153 of Legislative Decree. n.58/98, report by the External Auditors pursuant to Art. 153 of Legislative Decree. n.58/98; related and consequent resolutions;
2. Appointment of the Board of Directors upon determination of the number of members; directors' remuneration for the year 2010; related and consequent resolutions;
3. Appointment of the Board of Statutory Auditors given the expiration of the current mandate; related and consequent resolutions;
4. Granting of the assignment to the external auditors; related and consequent resolutions;
5. Proposed authorization for the buy-back and/or disposal of treasury shares subject to cancellation of the current plan approved by the Shareholders' Meeting on 21 April 2009; related and consequent resolutions.

Extraordinary session

Proposed amendments to Articles 7, 9 and 14 of the Articles of Association in compliance with the Italian interpretation of Directive 2007/36/EC; related and consequent resolutions.

The Shareholders' Meeting may be attended by those shareholders holding the necessary certification issued by an authorized intermediary, as per Art. 85 of Legislative Decree. n. 58/98 and relative framework provisions.

The documents related to the items listed in the agenda above, as per current norms and regulations, will be made available at the company's registered office and at the Italian Stock Exchange (BORSA ITALIANA S.p.A.) within the time period required by law and will be published on the corporate website www.delonghi.com. Shareholders are entitled to obtain copies of the documentation filed.

We remind that in accordance with Art. 9 of the Articles of Association, the members of the Board of Directors may be appointed on the basis of a voting list, once the number of board members has been determined.

Those shareholders who, singly or together with others, represent at least 2.5% of the ordinary shares are entitled to present said lists indicating, in numerical order, up to a total of thirteen candidates. At least two candidates, holding the second or seventh place on each list, must meet the requirements for independent directors pursuant to Art. 147 *ter* of Legislative Decree n. 58/98.

The lists must be filed, under penalty of invalidity, at the company's registered office at least 15 days prior to the date of the Shareholders' Meeting in first call. Attached to each list, filed within the period indicated at the registered office, there must be: (i) the certificate issued by the authorized intermediary pursuant to the law confirming that the shareholder holds the number of shares entitling him/her to file the lists; (ii) a *curriculum vitae* of the candidates listed with a complete description of their personal characteristics and professional qualifications; (iii) declarations signed by the candidates in which they accept the nomination, assume the responsibility for any misrepresentations under penalty of being excluded from the list, or lack of eligibility or compatibility, and confirm that they possess the necessary requisites as provided for by law or the Articles of Association, as well as (iv) any indications regarding compliance with the requirements for independent directors pursuant to Art. 147 *ter* of Legislative Decree n. 58/98 and Art. 3 of the Corporate Governance Code for Listed Companies.

The appointment of Standing and Alternate Statutory Auditors will also be done on the basis of a voting list, in accordance with Art. 14 of the Articles of Incorporation. Those shareholders who, singly or together with others, represent at least 2.5% of the ordinary shares are entitled to present said lists indicating, in numerical order, up to the number of members to be appointed. The lists must be filed, under penalty of invalidity, at the company's registered office at least 15 days prior to date of the Shareholders' Meeting in first call. Each list must be presented along with the information required by law and current regulations including the identity of the shareholders presenting the lists, the percentage of shares held and relative certification, declarations of shareholders presenting any minority lists stating that they are not a related party as per the law and current regulations, as well as a *curriculum vitae* of the candidates listed with a complete description of their personal characteristics and professional qualifications and declarations signed by the candidates in which they accept the nomination, assume the responsibility for any misrepresentations under penalty of being excluded from the list or lack of eligibility or compatibility, and confirm that they possess the necessary requisites provided for by law or the Articles of Association.

Pursuant to Art. 2400, last paragraph of the Italian Civil Code, upon nomination and before acceptance of the appointment, the shareholders must be informed as to the positions held by the statutory auditors in other companies and, therefore, it is requested that said information, updated through the day in which the candidate was nominated by the shareholders, be attached to the *curricula* filed at the company's registered office.

In the event the majority lists are not filed by the above mentioned deadline, Art. 144 *sexies*, paragraph 5, of Consob Regulation n. 11971/99 will be applied.

Pursuant to Art. 84, 2nd paragraph of Consob Regulation n. 11971/99 ("Regulations for Issuers") please note that the:

- the company's current share capital is divided into 149,500,000.00 (one hundred forty-nine million five hundred thousand) ordinary shares with a par value of €3 (three) each;

- each ordinary share entitles the holder to one vote at the Shareholders' Meeting;
- to date the Company does not own any treasury shares;
- each shareholder may be represented by another person, including a non shareholder, on the basis of a written proxy submitted in accordance with the terms and conditions provided for by law; the authorized intermediaries may provide the proxy form granting the right to attend the Shareholders' Meeting once the relative shares have been deposited.

Please note that pursuant to Art. 126 *bis* of Legislative Decree n. 58/98 the shareholders who singly or together hold at least one fortieth of the share capital may request, up to five days prior to the publication of the notice of call, that the proposed agenda be amended to include additional items indicating the additional topics proposed. Please note, furthermore, that the items included in the agenda upon which the Shareholders' Meeting must resolve, pursuant to the law, as proposed by the directors or based on a dossier or report prepared by them, may not be amended. The amended agenda will be published in the same manner as this notice.

Shareholders are kindly requested to arrive at the Shareholders' Meeting before the meeting is scheduled to begin in order to complete the registration formalities.

Treviso, 12 March 2010

On behalf of the Board of Directors
The Chairman
Giuseppe De'Longhi