

ELICA S.p.A.

Registered office in Fabriano (AN), Via Dante No. 288

Share capital Euro 12,664,560.00 fully paid-in

Registered at the Ancona Company's Registration Office

Fiscal and VAT No. 00096570429

**REPORT OF THE BOARD OF STATUTORY
AUDITORS TO THE SHAREHOLDERS' AGM
(pursuant to article 153 of Legislative Decree No. 58/1998
and article 2429 of the Civil Code)**

Dear Shareholders,

during the year ended December 31, 2009, we performed the supervisory activities required by law, in accordance with the "Conduct principles for the Board of Statutory Auditors" and recommended by the Italian Accounting Profession (Consigli Nazionale dei Dottori Commercialisti e degli Esperti Contabili).

In particular, also in accordance with the instructions issued by Consob in the communication of April 6, 2001, we performed the following:

- we verified compliance with law, the By-Laws and Regulations;
- we met 10 times and we attended 1 Ordinary Shareholders' Meeting, 9 Board of Directors' meetings, 2 Remuneration Committee meetings and 3 Internal Control Committee meetings, which were carried out in accordance with the legislative, statutory and regulatory norms which govern their functioning. The resolutions passed were in compliance with law and the company by-laws and were not

imprudent, reckless or such as to compromise the integrity of the company's assets;

- Periodically, we received information from the Directors on the general performance and on the outlook, as well as on the most significant operations, in terms of size or nature, carried out by the Company.

In relation to such, we can reasonably assure that the actions taken are in conformity with law and the by-laws of the company and were not imprudent, risk related, in potential conflict of interest or contrary to the deliberations taken by the Shareholders' Meetings, or such as to compromise the integrity of the company assets;

The most important economic, financial and equity operations carried out in 2009 were as follows:

- the merger by incorporation of the company FIME SpA into ELICA SpA on December 14, 2009;
- the transfer of financial receivables of approx. Euro 14 million of ELICA SpA from the subsidiary Elica International Sarl into Share Capital for an amount of Euro 1 and to the Share Premium reserve for the remaining part;
- within the reorganisation of the Group the merger of the company Exklusiv-Hauben Gutmann GmbH into Elica Germany GmbH with the changing of the name to that of the incorporated company;
- The signing on 15/6/2009 of the second modifying agreement between Whirlpool Europe Srl and ELICA SpA which extended until 31/12/2009 the option for the purchase of shares in the Company on the market up to a maximum of 1,899,684 shares, representing 3% of the share capital;

- the following assignments were awarded to the Audit Firm and its network:

Type of service	Party providing the service	Company	Remuneration (Euro thousands)
Audit	Deloitte & Touche SpA	Elica SpA	237
Audit	Deloitte & Touche SpA	FIME SpA	46
Audit	Deloitte & Touche SpA	Air Force SpA	27
Audit	Deloitte & Touche S.C.	ELICAMEX S.A. de C.V.	19
Audit	Deloitte & Touche Sp.z.o.o.	Elica Group Polska S.p.z.o.o.	25
Audit	Deloitte & Touche S.A.	Elica International S.à.r.l.	8
Audit	Deloitte & Touche GmbH	Exklusiv Hauben Gutmann GmbH	32
Other services	Deloitte Network	Elica SpA	27
Audit	FGS	Elica Finance Limited	4
Total			425

- we constantly monitored the independence of the Independent Audit Company, noting the absence of any critical aspects;
- we held meetings with the head of the accounting department, in accordance with article 150, paragraph 2 of Legislative Decree 58/1998, and with the Boards of the subsidiaries. During the meetings no significant information warranting disclosure became evident;
- we reviewed the adequacy of the organisational structure of the company, also through the information received from departmental managers and in relation to this there are no matters to report upon;

- we assessed the adequacy of the internal control system and the administration and accounting system and on its reliability to correctly represent operations, through the obtaining of information from managers and the review of company documents. In relation to this there are no matters to report upon;
- we did not note the existence of atypical or unusual transactions with Group companies, related parties or with third parties;

We note the following significant non-recurring events:

- a) the write-down of the investment in the subsidiary Elicamex S.a.d.C.V. following an impairment test, for an amount of approx. Euro 1.8 million;
 - b) the industrial reorganisation programme contained in the Strategic Plan 2008-2010, incurring restructuring charges for 2009 of Euro 0.9 million, gross of the tax effect;
 - c) revenue of approx. Euro 0.46 million of a fee paid by Whirlpool of Euro 0.50 on each share purchased during the extension period contained in the Modifying Agreement signed on December 3, 2008. Between the date of the Agreement and March 31, 2009, Whirlpool purchased 1,266,456 ordinary shares of Elica SpA, corresponding to 2% of the Share Capital;
- in relation to inter-group and related party transactions of an ordinary nature, these were adequately described in the Notes to the financial statements to which reference should be made. These transactions are appropriate and are in line with the corporate objectives of the Company;
 - no petitions were received pursuant to art. 2308 of the Civil Code;
 - we reviewed the adequacy of the instructions given by the Parent Company to its subsidiaries in order that they could provide all

necessary information to comply with the obligations required by law;

- the company adhered to the Self-Governance Code of the Corporate Governance Committee for listed companies of the Italian Stock Exchange, as reported in the Board of Directors' supplementary report of 30/03/2010;
- we verified, in accordance with point 3.C.5 of the Self-Governance Code, the correct application of the assessment criteria and procedures adopted by the Board to evaluate the independence of its members; in our verifications we did not note anomalies;
- on our appointment at the Shareholders' AGM of 27/4/2009 we evaluated our independence in accordance with point 10.C.2 of the Self-Governance Code of listed Companies without recording anomalies;
- we examined the declarations of the Chief Executive Officer and the Executive Responsible for the preparation of the corporate accounting documents, pursuant to article 154-bis of the Consolidated Finance Act;
- we examined and obtained from the Supervisory Board, appointed in accordance with Legislative Decree 231/2001, information on the organisational structures and procedures in place.

We inform you to having expressed to the Board of Directors our wish to relinquish the provisions as per article 2429 of the Civil Code.

In relation to the separate financial statements, we confirm that:

- they were prepared in accordance with International Accounting Standards (IAS/IFRS), as presented by the Board of Directors in the notes to the financial statements. In particular, in the directors' report and in the notes, the Directors have complied with that recommended

in the joint Bank of Italy/Consob/Isvap document No.4 of 3/3/2010 in relation to information to be disclosed in the financial reports;

- the presentation is in accordance with that required by IAS 1 Revised “Presentation of the financial statements”;
- from the application of the Impairment Test in accordance with IAS 36 the Company has not carried out a write-down of the goodwill account in the parent company financial statements, in that the valuation carried out did not result in a loss in value; while for the Group the application of the Impairment Test on the Motors CGU incurred at 31/12/2009 a loss in value of goodwill of approx. Euro 2.7 million;
- the notes to the financial statements, in addition to being in compliance with the norms for the preparation of the separate financial statements, also provide all information considered appropriate to represent the balance sheet, financial position and result of the Company;

In particular, the Directors set out in a complete and exhaustive manner the information required by IFRS 7, amended by the update issued in March 2009 by the IASB, relating to the financial risks which the Company is exposed to and the manner in which the same are managed, in addition to the information to be provided with the establishment of the so-called “Hierarchy of fair value” and the evaluation concerning the “going concern” requirement;

- the information provided in the directors’ report is complete and exhaustive.

Specifically, the Directors dedicated a section to describe the actions planned for 2010 in order to develop the business and strengthen the competitive position.

The Independent Audit Firm reported to us upon the parent company and consolidated financial statements without any exceptions or matters to be noted.

In the course of the supervisory activity carried out and based on the information obtained, no significant omissions and/or significant matters or irregularities that would require reporting to the Supervisory Authority or mention in the present report were noted.

In conclusion and taking into account the above matters, in relation to our responsibility, and not having proposals to present to the Shareholders' AGM pursuant to article 153, paragraph 2 of Legislative Decree 58/1998, we have no reason to oppose the approval of the financial statements for the year ended December 31, 2009 and the proposal for covering of the loss for the year as presented by the Board of Directors.

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In relation to the Group consolidated financial statements, we have reviewed them and have no further comments to make.

Fabriano, 2/4/2010

THE BOARD OF STATUTORY AUDITORS

MARIOTTI CORRADO - Chairman
MARASCA STEFANO - Standing Member
CASALI GILBERTO - Standing Member