

EXHIBIT 1

Form of Adherence Letter

**FAO The Tax Division
Association for Financial Markets in Europe
St. Michael's House
1 George Yard
London
EC3V 9DH
United Kingdom**

March 1st, 2013

Dear Sirs

AFME Italian Financial Transactions Tax Protocol – Adherence Letter

1. ADHERENCE

The purpose of this letter is to declare our adherence and that of each other party whose name is listed in paragraph 2 below (for whom we act as agent for the purposes of this Adherence Letter), to the AFME Italian Financial Transactions Tax Protocol (the *Protocol*).

By executing this letter, we make the representations set out in paragraph 5.1 of the Protocol and confirm our intention to be bound by the terms of the Protocol as amended from time to time. This letter constitutes an Adherence Letter as referred to in the Protocol.

The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter.

2. PARTIES TO WHOM THIS ADHERENCE LETTER APPLIES

Kepler Capital Markets, Paris - BIC code : JBBRFRPP
112 avenue Kléber
75784 Paris cedex 16 (France)
Banque de France registration number : 17453B
Euroclear account number: 22535

Kepler Capital Markets, Inc.(subsidiary) - SEC Number : 67194
600 Lexington Avenue
28th Floor
New York, NY 10022 (USA)

Kepler Capital Markets; UK branch – FSA Number: 401458
Providian House
16-18 Monument Street
EC3R 8AJ London (UK)

Each party listed above shall be a separate Adhering Party.

Branches of a person that are located in a State or territory which does not have an agreement with Italy for the purposes of the exchange of information and the assistance in the collection of tax credits (as set out in a specific decision of the Director of the *Agenzia delle Entrate* once such decision is available) shall not be covered by the Protocol and references to the Adhering Party will be construed as excluding such branches (***Excluded Branches***). Our Excluded Branches are set out below: **N/A**

3. APPOINTMENT AS ADMINISTRATOR AND RELEASE

We hereby appoint AFME as administrator for the limited purposes of the Protocol and accordingly we waive, and hereby release AFME from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by AFME.

4. CONTACT DETAILS¹

Our contact details for the purposes of the Protocol are:

Name: Roger da Rocha (Group Head of Compliance)
FAO: Kepler Capital Markets, Paris
Address: 112 avenue Kléber – 75784 Paris cedex 16 (France)
Telephone: + 33 (0)1 53 65 36 32
Fax: +33 (0)1 53 65 36 89
E-mail: roger.darocha@keplercm.com

Name: Christopher Lavagnino (Managing Director / Head of Compliance)
FAO: Kepler Capital Markets, Inc.
Address: 600 Lexington Avenue New York, NY 10022 (USA)
Telephone +1 212-710-7625
Fax: + 1 212-710-7665
E-mail: christopher.lavagnino@keplercm.com

¹ To the extent that each adhering entity does not share the same contact details, please provide the contact details for each adhering entity.

Name: Helen Feeney (Office Manager)
FAO: Kepler Capital Markets, UK Branch.
Address: Providian House - 16-18 Monument Street - EC3R 8AJ London (UK)
Telephone +44 (0) 203 350 5025
Fax: +44(0) 20 7868 5233
E-mail: helen.feeney@keplercm.com

We undertake to notify AFME of any changes to these details at any time throughout our adherence to the Protocol, by delivering to AFME by (i) certified or registered mail (or airmail, if overseas) or equivalent; (ii) courier; or (iii) personal delivery to AFME's address set out in this Adherence Letter, two copies of such notice: one a manually signed original and the other a conformed copy containing, in place of each signature, the printed or typewritten name of each signatory. In addition, we will send scanned pdf copies of the manually signed original and conformed copies of the notice of change of details to AFME at fttprotocol@afme.eu.

We agree to the publication by AFME of the conformed copy of any such notice.

We consent to the publication of the conformed copy of this letter by AFME and to the disclosure by AFME of the contents of this letter.

Yours faithfully

KEPLER CAPITAL MARKETS SA, PARIS
Signed by Francis CANARD
Title: Managing Director