

OSCAR GRUSS & SON INCORPORATED

55 EAST 59TH STREET, 15TH FLOOR, NEW YORK, NY 10022

TEL: (212) 419-4000
FAX: (212) 317-5907

WWW.OSCARGRUSS.COM

December 15, 2014

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

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 French Financial 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

Oscar Gruss & Son Incorporated. BIC code OGSIOUS31, BD SEC # 8-22371, CRD # 2091.

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:

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 Details

Our contact details for the purposes of the Protocol are:

Danielle Landau

Chief Compliance Officer

Oscar Gruss & Son Incorporated

Address: 55 East 59th Street, 15th Floor, New York, NY 10022

Telephone: (212) 419-4000

Email: compliance@oscargruss.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 an electronic copy of the 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.

5. Agent for Service of Process

We have appointed Makor Securities LLP as our agent for service of process and any other documents in proceedings in England. We, Oscar Gruss & Son Incorporated, agree that we will at all times while we remain an Adhering Party to the Protocol maintain an agent for service of process and any other documents in proceedings in England. Any claim form, judgment or other notice of legal process will be sufficiently served on us if delivered to such agent at its address for the time being. We undertake not to revoke the authority of the above agent without giving prior notification to the AFME of a replacement agent.

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.

Sincerely,

Oscar Gruss & Son Incorporated

Signed by: Danielle Landau

Name: Danielle Landau

Title: Chief Financial Officer