

**MINUTES OF THE ORDINARY MEETING OF SHAREHOLDERS OF**  
**CASSA DEPOSITI E PRESTITI S.P.A.**  
**OF 17 APRIL 2013**

On 17 April 2013 at 2:45 p.m. at the company headquarters in Rome, via Goito no. 4, the Ordinary Shareholders' Meeting of Cassa depositi e prestiti società per azioni - CDP S.p.A. with registered office in Rome, via Goito no. 4, share capital of €3,500,000,000.00 (threebillionfivehundredmillion/00) entirely paid up, tax ID and Rome Company Register no. 80199230584, was held to resolve the following

**agenda**

1. Approval of the separate financial statements at 31 December 2012. Presentation of the consolidated financial statements at 31 December 2012. Reports of the Board of Directors, the Board of Auditors and the audit firm.
2. Allocation of net income for the year.
3. Determination of the term of office of the Board of Directors and appointment of directors.
4. Appointment of the Chairman of the Board of Directors.
5. Determination of the remuneration of the directors.
6. Appointment of the Board of Auditors.
7. Appointment of Chairman of the Board of Auditors.
8. Determination of the remuneration of the standing members of the Board of Auditors.
9. Adjustment of the fees of the audit firm.

Pursuant to the provisions of Article 14 of the articles of association, the Meeting is chaired by Franco Bassanini, Chairman of the Board of Directors, who moves that the Meeting appoint Roberta Melfa as Secretary to take the minutes.

The Meeting unanimously approves the motion by show of hands.

The Chairman ascertains and notes:

- that the Shareholders' Meeting had been duly convened pursuant to Article 12, paragraph 1, of the articles of association by way of a notice sent on 3 April 2013 via electronic mail and registered post with proof of receipt at least eight days prior to the Meeting;
- that the identity and entitlement to participate of those present had been established;
- that the Company – following the withdrawal of two foundations as shareholders, the resolution of the Shareholders' Meeting of 20 March 2013 and the automatic conversion of CDP preference shares into ordinary shares – holds 4,451,160 ordinary CDP shares, representing approximately

- 1.501% of share capital; those shares are therefore "treasury shares";
- that the voting rights attaching to those treasury shares have been suspended, but such shares shall be counted for the purpose of calculating the majorities required for the establishment of this meeting and for approving the related resolutions, pursuant to Article 2357 ter, paragraph 2, of the Italian Civil Code;
  - that shareholders bearing, both directly and by way of proxies deemed valid and registered in the company books, a total of 296,450,000 shares are present, representing 100% of the share capital of €3,500,000,000, of which 4,451,160 ordinary shares with no voting rights, as reported in Annex “A”;
  - that the rules governing participation in the Meeting have been complied with;
  - that attending for the Board of Directors are:
    - Franco Bassanini, Chairman – Ordinary Account;
    - Giovanni Gorno Tempini, Chief Executive Officer – Ordinary Account;
    - Nunzio Guglielmino, director – Ordinary Account, until 3:05 p.m.;
    - Mario Nuzzo, director – Ordinary Account;
    - Giovanni De Simone, director – Separate Account;
    - Maria Cannata, director - Separate Account;
    - Guido Podestà, director – Separate Account;
  - that attending for the Board of Auditors are:
    - Gerhard Brandstätter, standing auditor;
    - Piergiuseppe Dolcini, standing auditor;
    - Biagio Mazzotta, standing auditor;
    - Giuseppe Suppa, standing auditor
  - that Mauro Orefice, Deputy Magistrate of the State Audit Court, delegate for control activities pursuant to Article 5, paragraph 17, of Decree Law 269/03, is present;
  - that Roberta Melfa, Davide Colaccino and Maria Daniela Dalla Rosa, CDP employees, are present.

The attendance sheet signed by the shareholders participating in the Meeting is attached below in Annex “B”.

The Chairman announces that the Meeting has been duly convened and could resolve the above agenda.

The Shareholders' Meeting then addresses the items on the agenda.

**1) Approval of the separate financial statements at 31 December 2012. Presentation of the consolidated financial statements at 31 December 2012. Reports of the Board of Directors, the Board of Auditors and the audit firm**

The Chairman notes that on 20 March 2013 the Board of Directors unanimously approved the draft separate financial statements at 31 December 2012 and that the related publication, including the reports of the Board of Directors, the Board of Auditors and the audit firm engaged to perform the statutory audit of the accounts, as well as the certification of the Chief Executive Officer and the Manager responsible for preparing corporate financial reports, had been made available to the public by the statutory deadline at the company's registered office and on the corporate website.

In addition, the Chairman noted that, as a result of the de facto control exercised over Terna S.p.A. and the statutory control exercised over CDP Investimenti SGR S.p.A., Fondo Strategico Italiano S.p.A., CDP GAS S.r.l., CDP Reti S.r.l., Sace S.p.A., Simest S.p.A. and Fintecna S.p.A., CDP was required to prepare consolidated financial statements in addition to the separate financial statements, using the formats envisaged for bank financial statements in Bank of Italy Circular no. 262 of 22 December 2005 as amended, consolidating the assets, liabilities, costs and revenues of the subsidiaries on a line-by-line basis.

The consolidated financial statements of the CDP Group were approved by the Board of Directors at the same meeting on 20 March 2013 and are presented to today's Meeting. In view of the increasing importance and number of companies subject to management and coordination (CDPI SGR, FSI, GAS CDP, CDP RETI, FINTECNA and SACE), it was decided, in accordance with best market practice, to prepare a single annual financial report comprising the directors' report on operations, the financial statements and the consolidated financial statements, as permitted under Article 40, paragraph 2 bis, of Legislative Decree 127/1991.

The Chairman then moves to dispense with the reading of the financial statements and the accompanying reports, including those of the Board of Auditors and the statutory audit firm, deeming them as having been read and understood.

As no objections are raised, Chairman Bassanini asks the Meeting to proceed with the approval of the separate financial statements of CDP S.p.A. at 31 December 2012, as made available at the company's registered office and on the corporate website and contained in the publication attached to these minutes, of which it forms an integral part, under letter "C".

The shareholders, having heard the remarks of the Chairman and noting the reports on the Board of Directors on operations, the Board of Auditors and the audit firm engaged to perform the statutory audit of the accounts, the certification of the Chief Executive Officer and the Manager responsible for

preparing the corporate financial reports, as well as the consolidated financial statements, by show of hands, unanimously

**resolve**

- to approve the separate financial statements of Cassa depositi e prestiti S.p.A. at 31 December 2012.

**2) Allocation of net income for the year**

Chairman Bassanini announces that, accordance with the provisions of Article 30 of the articles of association, in the Board of Directors has proposed that net income for the year, equal to €2,852,617,356, be allocated in the amount of €4,433,036 to the legal reserve (which would thereby reach the threshold of one-fifth of share capital required under the Civil Code); in the amount of €98,636,032.80 to be distributed as a dividend; and in the amount of €1,759,548,287 to retained earnings.

He also notes that following the recent automatic conversion of preference shares into ordinary shares, the share capital of CDP consists of 296,450,000 ordinary shares, of which 4,451,160 held by the Company as treasury shares and therefore with no rights to profits, in accordance with the provisions of Article 2357 *ter* of the Civil Code.

Taking into account the treasury shares, the Board of Directors therefore proposes to distribute a dividend of €3.42 per ordinary share entitled to profits, to be paid by the fourth business day following today's date, corresponding to 23 April 2013.

Olga Cuccurullo, representative of the Ministry for the economy and finance, endorses the allocation of net income proposed by the Board of Directors as reported below:

- €4,433,036 to the legal reserve;
- €98,636,033 distributed as a dividend to shareholders, equal to a dividend of €3.42 per share, excluding the treasury shares;
- €1,759,548,287 carried forward as retained earnings.

At the invitation of the Chairman, the standing auditor Mr. Mazzotta, on behalf of the Board of Auditors, confirms that they had no comments. Coming to the end of his term of office, Mr. Mazzotta expresses his warm thanks to the Board of Directors, the Board of Auditors, the representative of the State Audit Court and all CDP personnel.

As no objections are raised, the Chairman asks the Meeting to proceed with the approval of the allocation of net income proposed by the Board of Directors and shared with the shareholders.

The shareholders, having heard the remarks of the Chairman and accepting the allocation of net income proposed by the Board of Directors, by show of hands, unanimously

**resolve**

- to approve the following allocation of net income for the year in the amount of €2,852,617,356:
  - €4,433,036 to the legal reserve;
  - €98,636,033 distributed as a dividend to shareholders, equal to a dividend of €3.42 per share, excluding the treasury shares;
  - €1,759,548,287 carried forward as retained earnings;

to approve the proposal to proceed with the distribution of dividends by the fourth business day following today's date, corresponding to 23 April 2013.

The Ministry for the economy and finance, on its own behalf and on behalf of the bank foundations holding shares in CDP, declares its intention to insert, as soon as possible, a clause in the articles of association of the following tenor: *"1. The conviction of a director with a judgment at first instance for a serious offence provided for: a) in laws governing the activities of banking, finance, securities investment or insurance, and laws governing markets, securities and payment instruments; b) by Title XI of Book V of the Civil Code and Royal Decree 267 of 16 March 1942; c) by laws establishing offences against the public administration, against the public faith, against property, against public order, against the public economy or tax offenses; d) by Legislative Decree 159 of 6 September 2011, and by Articles 73 and 74 of Presidential Decree 309 of 9 October 1990, shall constitute grounds for ineligibility or disqualification for cause from the office of director, with no entitlement to damages. 2. Other grounds for ineligibility shall be the issue of an order for committal for trial or a court summons for the offenses referred to in paragraph 1, letters. a, b, c and d or a judgment issued by a court of final appeal convicting the defendant for intentionally causing a financial loss for the State. 3. Directors who during their term should receive an order for committal for trial or a court summons for the offenses referred to in paragraph 1, letters. a, b, c and d or judgment issued by a court of final appeal convicting the defendant for intentionally causing a financial loss for the State shall immediately notify the Board of Directors, with the obligation to maintain confidentiality. At the first possible meeting and in any event within ten days of becoming aware of the issue of the measures referred to in the previous paragraph, the Board of Directors shall ascertain whether the circumstances envisaged therein obtain and, within 15 days, shall call a Shareholders' Meeting to resolve whether the director may remain in office, formulating a reasoned proposal that takes due account of any possible preeminent interest of the Company in retaining the director. If the Meeting does not resolve to retain the director, the latter shall automatically be removed from office, with no entitlement to damages. 4. Without prejudice to the provisions of the preceding paragraphs, the*

*automatic removal for cause, with no entitlement to damages, from the office of director shall also apply to directors with executive functions in respect of whom a precautionary order has been issued that renders the exercise of those functions impossible."*

Pending the shareholders' resolution to amend the articles of association of CDP, the Ministry for the economy and finance and the bank foundations, as shareholders, ask the directors who will shortly be appointed to expressly undertake, at the time of acceptance of office, to abide by the substance of the above provisions and to accept immediately the language of the clause once it has been approved by the shareholders. The shareholders also ask the directors to ensure that identical language is inserted in the articles of association of the subsidiaries prior to the approval of the shareholders' resolutions appointing those companies' boards of directors.

The Meeting takes cognizance of these requests.

### **3) Determination of the term of office of the Board of Directors and appointment of directors**

The Chairman notes that, pursuant to Article 15 of the articles of association, CDP is governed by a Board of Directors consisting of nine members appointed by the Shareholders' Meeting, who hold office for a term (which shall not exceed three years) determined by the shareholders at the time of appointment and may be reappointed. He also notes that the Board of Directors is appointed on the basis of slates presented by the shareholders.

The Chairman informs the Meeting that on 12 April 2013 a slate of candidates for appointment as director was submitted at the registered office by the Ministry for the economy and finance and the bank foundations in their capacity as shareholders of CDP, accompanied by the required documentation.

The above slate is composed in the following order:

- 1) Franco Bassanini (Chairman), nominated by the bank foundations;
- 2) Giovanni Gorno Tempini (CEO), nominated by the Ministry for the economy and finance;
- 3) Maria Cannata, nominated by the Ministry for the economy and finance;
- 4) Olga Cuccurullo, nominated by the Ministry for the economy and finance;
- 5) Marco Giovannini, nominated by the bank foundations;
- 6) Mario Nuzzo, nominated by the bank foundations;
- 7) Francesco Parlato, nominated by the Ministry for the economy and finance;
- 8) Antimo Prosperi, nominated by the Ministry for the economy and finance;
- 9) Alessandro Rivera, nominated by the Ministry for the economy and finance.

The Chairman confirms that the slate was filed in compliance with the provisions of Article 15 of the articles of association and the notice of meeting today's Meeting, together with the declarations in which the candidates accepted their nomination, certifying, under their personal responsibility, the absence of any grounds making them ineligible or incompatible for such office and that they satisfy the requirements established under law and the articles of association to hold their offices.

Mr. Guglielmino salutes the Meeting and offers the participants his best wishes for the remainder of the proceedings. The Chairman returns the sentiment and warmly thanks the director for his valuable contribution.

**At 3:05 p.m. Mr. Guglielmino leaves the Meeting.**

As no one else wishes to take the floor, the President invites the Shareholders' Meeting to set the term of office of the Board of Directors and to vote on the slate.

The shareholders, by show of hands, unanimously

**resolve**

- to set the term of office of the Board of Directors at three years and, thus, until the date of the Shareholders' Meeting to be called to approve the financial statements for the year ended 31 December 2015;
- to appoint as members of the Board of Directors of Cassa depositi e prestiti S.p.A.:
  - 1) Franco Bassanini, born in Milan on 9 May 1940, tax ID number BSSFNC40E09F205P;
  - 2) Giovanni Gorno Tempini, born in Brescia on 18 February 1962, tax ID number GRNGNN62B18B157V;
  - 3) Maria Cannata, born in Turin on 2 January 1954, tax ID number CNNMRA54A42L219T;
  - 4) Olga Cuccurullo, born in Rome on 17 November 1972, tax ID number CCCLGO72S57H501V;
  - 5) Marco Giovannini, born in Rome on 16 April 1956, tax ID number GVMNRC56D16H501K;
  - 6) Mario Nuzzo, born in Rome on 23 July 1942, tax ID number NZZMRA42L23H501C;
  - 7) Francesco Parlato, born in Rome on 17 April 1961, tax ID number PRLFNC61D17H501I;
  - 8) Antimo Prosperi, born in Atri (TE) on 11 May 1957, tax ID number PRSNTM57E11A488H;
  - 9) Alessandro Rivera, born in Rome on 25 November 1970, tax ID number RVRLSN70S25H501H.

Olga Cuccurullo, the representative of the Ministry for the economy and finance, on behalf of the majority shareholder, thanks the outgoing Board of Directors for their work.

#### **4) Appointment of Chairman of the Board of Directors**

The Chairman announces that the Shareholders' Meeting must appoint the Chairman of the Board of Directors from among the newly appointed directors and invites the shareholders to submit a nomination.

Mr. Melley asks to take the floor and, on behalf of the bank foundations, the minority shareholders, and on behalf of the Ministry for the economy and finance, the majority shareholder, nominates Franco Bassanini as Chairman of the Board of Directors.

As not one else wishes to take the floor, the Chairman invites the Shareholders' Meeting to vote on the nomination.

The shareholders, by show of hands, unanimously

#### **resolve**

- to appoint Franco Bassanini, born in Milan on 9 May 1940, tax ID number BSSFNC40E09F205P, as the Chairman of the Board of Directors.

#### **5) Determination of the remuneration of the directors**

The Chairman calls on the Shareholders' Meeting to formulate a motion to determine the remuneration of the Directors.

Olga Cuccurullo, the representative of the majority shareholder, moves to maintain the remuneration approved for the members of the outgoing Board of Directors and, accordingly, that the directors shall receive, pursuant to and for the purposes of Articles 2364 and 2389, first paragraph, of the Civil Code, the following remuneration, plus reimbursement of expenses:

- the Chairman of the Board of Directors, gross annual remuneration of €70,000.00 (seventy thousand/00);
- each of the directors, gross annual remuneration €35,000.00 (thirty-five thousand/00);

As no one else wishes to take the floor, the Chairman invited shareholders to vote on the motion.

The shareholders, by show of hands, unanimously

#### **resolve**

- to set the gross annual remuneration of the Chairman of the Board of Directors at €70,000.00 (seventy thousand /00) and the gross annual remuneration of each director at €35,000.00 (thirty-five thousand/00).

#### **6) Appointment of the Board of Auditors**



The Chairman reminds the participants, pursuant to Article 27 of the articles of association, the Board of Auditors of CDP consists of five standing auditors and two alternate auditors appointed by the shareholders, who hold office for three years and may be reappointed. He also notes that the Board of Auditors is appointed on the basis of slates presented by the shareholders.

The Chairman announces that, on 12 April 2013, a slate of candidates for appointment as members of the Board of Auditors was submitted at the registered office by the Ministry for the economy and finance and the bank foundations in their capacity as shareholders of CDP, accompanied by the required documentation.

The above slate is composed in the following order:

- 1) Angelo Provasoli (Chairman), nominated by the Ministry for the economy and finance;
  - 2) Gerhard Brandstätter, standing auditor, nominated by the bank foundations;
  - 3) Piergiuseppe Dolcini, standing auditor, nominated by the bank foundations;
  - 4) Luciana Patrizi, standing auditor, nominated by the Ministry for the economy and finance;
  - 5) Giuseppe Vincenzo Suppa, standing auditor, nominated by the Ministry for the economy and finance;
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- 1) Andrea Landi, alternate auditor, nominated by the bank foundations;
  - 2) Angela Salvini, alternate auditor, nominated by the Ministry for the economy and finance;

The Chairman confirms that the slate was filed in compliance with the provisions of Article 27 of the articles of association and the notice of meeting today's Meeting, together with the declarations in which the candidates accepted their nomination, certifying, under their personal responsibility, the absence of any grounds making them ineligible or incompatible for such office and that they satisfy the requirements established under law and the articles of association to hold their offices. The candidates for auditor further specified any other positions held with other companies in accordance with Article 2400, paragraph 4, of the Civil Code.

Olga Cuccurullo, representative of the Ministry for the economy and finance, acting also on behalf of the bank foundations, moves to replace Luciana Patrizi with the nomination of Ines Russo as standing auditor, for whom she presents the declaration with which she accepts the nomination, certifying under her personal responsibility the absence of any grounds making her ineligible or incompatible for such office and that she satisfies the requirements established under law and the articles of association to hold the office. The candidate further specified any other positions she holds with other companies in accordance with Article 2400, paragraph 4, of the Civil Code.

As no one else wishes to take the floor, the Chairman invites the Shareholders' Meeting to appoint the members of the Board of Auditors.

The shareholders, by show of hands, unanimously

**resolve**

- to appoint to the Board of Auditors of Cassa depositi e prestiti S.p.A.:
  - 1) Angelo Provasoli, born in Milan on 7 June 1942, tax ID number PRVNGL42H07F205H, certified auditor no. 47662, Ministerial Decree of 12 April 1995 – *Gazzetta Ufficiale* of 21 April 1995 no. 31 bis, as standing auditor;
  - 2) Gerhard Brandstätter, born in Sarentino (BZ) on 22 January 1953, tax ID number BRNGHR53A22I431R, certified auditor no. 8026, Ministerial Decree of 12 April 1995 - *Gazzetta Ufficiale* of 21 April 1995 no. 31 bis, as standing auditor;
  - 3) Piergiuseppe Dolcini, born in Mendola (FC) on 12 January 1941, tax ID number DLCPGS41A12F097Q, as standing auditor;
  - 4) Ines Russo, born in Caserta on 7 August 1953, tax ID number RSSNSI53M47B963F, certified auditor no. 51586, Ministerial Decree of 12 April 1995 - *Gazzetta Ufficiale* of 21 April 1995 no. 31 bis, as standing auditor;
  - 5) Giuseppe Vincenzo Suppa, born in Vibo Valentia on 1 January 1950, tax ID number SPPGPP50A01F537C, certified no. 56560, Ministerial Decree of 12 April 1995 - *Gazzetta Ufficiale* of 21 April 1995 no. 31 bis, as standing auditor;
  - 1) Andrea Landi, born in Bologna on 12 February 1955, tax ID number LNDNDR55B12A944P as alternate auditor;
  - 2) Angela Salvini, born in Rome on 10 June 1964, tax ID number SLVNGL64H50H501E, certified auditor no. 68600, Ministerial Decree of 26 March 1996 - *Gazzetta Ufficiale* of 5 April 1996, no. 28 bis, as alternate auditor.

**7) Appointment of Chairman of the Board of Auditors**

The Chairman announces that the Shareholders' Meeting must appoint the Chairman of the Board of Auditors from among the newly appointed members and invites the shareholders to submit a nomination.

Olga Cuccurullo, representative of the Ministry for the economy and finance, asks to take the floor and, acting also on behalf of the bank foundations, nominates Angelo Provasoli as Chairman of the Board of Auditors.

As no one else wishes to take the floor, the Chairman invites the Shareholders' Meeting to vote on the nomination.

The shareholders, by show of hands, unanimously

**resolve**

- to appoint as the Chairman of the Board of Auditors Angelo Provasoli born in Milan on 7 June 1942, tax ID number PRVNGI42H07F205H.

**8) Determination of the remuneration of the auditors**

The Chairman calls on the Shareholders' Meeting to formulate a motion to determine the remuneration of the members of the Board of Auditors.

Olga Cuccurullo, representative of the Ministry for the economy and finance, asks to take the floor and moves to maintain the remuneration approved for the members of the outgoing Board of Auditors and, accordingly, that the members shall receive, pursuant to and for the purposes of Articles 2364 and 2402 of the Civil Code, the following remuneration, plus reimbursement of expenses:

- the Chairman of the Board of Auditors, gross annual remuneration of €27,000.00 (twenty-seven thousand/00);
- each of the standing auditors gross annual remuneration of €20,000.00 (twenty thousand/00);

As no one else wishes to take the floor, the Chairman invites the Shareholders' Meeting to vote on the motion.

The shareholders, by show of hands, unanimously

**resolve**

- to set the gross annual remuneration of the Chairman of the Board of Auditors at €27,000.00 (twenty-seven thousand/00) and the gross annual remuneration of each standing auditor in €20,000.00 (twenty thousand/00).

**9) Adjustment of the fees of the audit firm**

The Chairman announces that the shareholders are asked to pass a resolution regarding an increase in the fees paid to the independent audit firm, PricewaterhouseCoopers S.p.A., as approved by the shareholders at their meeting of 25 May 2011 when the initial engagement was granted and subsequently amended at their meeting of 30 May 2012.

In particular, the audit firm has noted that, following CDP's acquisition of controlling stakes in the Fintecna Group, the Sace Group and Simest S.p.A., as well as the acquisition of the stake in SNAM S.p.A., the scope of consolidation of the CDP Group has expanded significantly compared with the situation when the original statutory audit engagement was negotiated on the basis of the proposal presented on 21 January 2011 and formalized on 25 May 2011.

PWC notes that these developments have required an adjustment of the audit plan, rendering necessary checks and verification activities involving the consolidated financial statements of the CDP Group, with additional audit procedures not included in the audit plan set out in the initial bid.

PWC has quantified the supplementary commitment required to perform the additional audit procedures in 50 person/days for the 2012 consolidated financial statements and the supplementary commitment for the consolidated financial statements from 2013 to 2019 in 30 person/days per year, with a total cost of €234,000 plus VAT.

Under applicable regulations, the Board of Auditors of CDP is required to present the Shareholders' Meeting with a reasoned proposal for the adjustment of audit fees on the basis of which the Shareholders' Meeting shall resolve.

The Chairman opens the floor to Mr Suppa, member of the Board of Auditors, asking him to present the proposal for the adjustment of audit fees, attached below under Annex "D" of these minutes, to the Shareholders' Meeting.

Mr. Suppa discusses the proposal and the reasons offered therein and asks if any clarifications or additional information were required.

As no one asks to take the floor, Mr Suppa make a motion that the Shareholders' Meeting, on the basis of the above discussion, approve the adjustment of the fees due to PricewaterhouseCoopers S.p.A. with registered office in Milan, via Monte Rosa no. 91, tax ID and Company Register no. 12979880155, audit partner Lorenzo Pini Prato, in the total amount of €234,000.00 plus VAT.

Taking note of the proposal of the Board of Auditors and the related reasons for adjustment, the shareholders, by show of hands, unanimously

**resolve**

- to approve the proposed adjustment of fees due to PricewaterhouseCoopers S.p.A. in accordance with the terms and conditions proposed by the Board of Auditors.

Chairman Franco Bassanini thanks the members of the Board of Directors and the Board of Auditors for their work in the three years of the term just ending.

As there is no other business to resolve and no one else asks to address the Meeting, the Chairman declares the Shareholders' Meeting closed at 3:20 p.m.

***The Chairman del Board of Directors***

***Franco Bassanini***

***The Secretary***

***Roberta Melfa***