

ORSERO S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

In accordance with Article 106 of Legislative Decree no. 18 of 17 March 2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/98. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

With reference to the **Ordinary Shareholders' Meeting of ORSERO S.p.A.**, to be held in Milan, Studio Notarile Marchetti, Via Agnello 18, **on single call, on 30th April 2020, at 4:30 p.m.**, as indicated in the notice of call of the Shareholders' Meeting published on the Company's website at www.orserogroup.it, in the section "Investors/Shareholder's Meeting" and in extract form in the newspaper "Il Sole 24Ore" on 21st March 2020, having read the Reports on the items on the Agenda made available by the Company(§)

with this form

I, the undersigned <i>(party signing the proxy)</i>	Name (*)	Surname (*)	
Born in (*)	on (*)	Tax identification code or other same document if foreign (*)	
resident in(*)	Address (*)		
Phone n° (*)	Email (**)		
Valid ID document (type) (*) <i>(to be enclosed as a copy)</i>	Issued by (*)	No (*)	
in quality of <i>(tick the box that interests you)</i>			
<input type="checkbox"/> delegate o attorney with sub-delegation powers <input type="checkbox"/> legal representative <u>(copy of the documentation of the powers of representation enclosed with the right to vote)</u> <input type="checkbox"/> party with the right to vote <input type="checkbox"/> pledgee <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify)			
Shareholder (if different)	Name Surname/name of the company: (*)		
	Born in (*)	on (*)	Tax identification code or other same document (if foreign) (*)
	Registered office /Residentin (*)		
related to			
No.	shares ORSERO S.p.A - ISIN _____	Registered in the securities account(1)	No. At the custodian ABI CAB
referred to the communication <i>(pursuant to Article 83-sexies of D.Lgs. 58/98)</i> (2) No.		supplied by the intermediary:	

Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("SPAFID"), with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the proxy/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

(Place and date)

(Signature of the delegating party)

By signing this proxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

(Place and date)

(Signature of the delegating party)

(§)The Company will process the personal data of the parties concerned in accordance with the information attached.

(*) Mandatory

(**) It is recommended to fill in order to better assist the delegating party.

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PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
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SPAFID declares that it has no personal interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, SPAFID expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions.

VOTING INSTRUCTIONS

(Section containing information intended for the Delegate only - Tick the relevant boxes)

The undersigned Signatory of the proxy **(3)** *(personal details)* _____
 hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary General Meeting of **ORSERO S.p.A.** to be held in Milan, Studio Notarile Marchetti, Via Agnello 18, on single call, on 30th April 2020, at 4:30 p.m.

Item 1 – Approval of the separate financial statements as at 31 December 2019, complete with the reports by the Board of Directors, the Board of Auditors and the Independent Auditing Firm. Presentation of the 2019 consolidated financial statements. Presentation of the 2019 Sustainability Report. Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016. Related and consequent resolutions

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

Item 2 – Resolutions on the allocation and distribution of profits through the assignment of own shares. Related and consequent resolutions

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

ORSERO S.p.A.
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Item 3 – Report on the Remuneration Policy and fees paid:

Item 3.1 – approval of the Remuneration Policy in accordance with Art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998; and

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

Item 3.2 – resolutions on the “Second Section” of the Report in accordance with Art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

Item 4 – Appointment of the Board of Directors:

Item 4.1 – determination of the number of members

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

ORSERO S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

Item 4.2 – determination of the term of office			
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____		<input type="checkbox"/> in favour	<input type="checkbox"/> Against
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

Item 4.3 – appointment of the members of the Board of Directors			
Indicate the number of the chosen list or Against /Abstain with reference to all lists		<input type="checkbox"/> List No.	<input type="checkbox"/> Against
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

Item 4.4 – Appointment of the Chairman of the Board of Directors			
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____		<input type="checkbox"/> in favour	<input type="checkbox"/> Against
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

ORSERO S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

Item 4.5 – determination of remuneration				
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____		<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings				
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain			
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain			

Item 5 – Appointment of the Board of Auditors for the three years 2020-2022:

Item 5.1 – appointment of the members of the Board of Auditors and of the Chairman				
Indicate the number of the chosen list or Against /Abstain with reference to all lists		<input type="checkbox"/> List No. _____	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings				
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain			
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain			

Item 5.2 – determination of remuneration				
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____		<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings				
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain			
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain			

ORSERO S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

Item 6 – Authorisation for the purchase and disposal of own shares, in accordance with the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Art. 132 of Italian Legislative Decree no. 58/1998 and related implementing provisions. Related and consequent resolutions			
Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

 (Place and date)

 (Signature of the delegating party)

DIRECTORS' LIABILITY ACTION		
In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the Italian civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:		
<input type="checkbox"/> in favour	<input type="checkbox"/> against	<input type="checkbox"/> abstain

 (Place and date)

 (Signature of the delegating party)

ORSERO S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

ANNEX 1
INSTRUCTIONS FOR THE FILLING AND SENDING
OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING

The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Article 83-sexies, Legislative Decree 58/1998)

1. The proxy must be dated and signed by the delegating party.
2. Representation may be conferred only for single meetings, with effect also for subsequent calls.
3. In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

1. Indicate the number of the securities custody account and the name of the custodian. The information can be obtained from the account statement provided by the custodian.
2. Indicate the Communication reference for the Shareholders' Meeting issued by the custodian upon request from the person entitled to vote.
3. Indicate the name and surname of the signatory of the proxy form and the voting instructions.

Instructions for sending

The ordinary proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

by one of the following alternative methods:

- (i) by courier, to the following address: Spafid S.p.A., Foro Buonaparte 10 – 20121 Milan, (Ref. "Ordinary Delegation - 2020 Orsero Shareholders' Meeting");
- (ii) electronically, to the certified address assemblee@pec.spafid.it , with delegation signed by qualified electronic or digital signature

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

For any clarification or information please contact Spafid S.p.A. by email to the following address confidential@spafid.it or by phone at the following telephone numbers (+39) 0280687331-02.80687.319 (during regular office hours, from 9:00 a.m. to 5:00 p.m.).

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PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
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PROTECTION OF PERSONAL DATA
INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

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PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
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PRIVACY STATEMENT
PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679 ("GDPR")

In accordance with Italian and European data protection regulations (Regulation (EU) 2016/679), the processing of information about the data subjects benefiting from the services offered by ORSERO SPA shall comply with the principles of lawfulness, fairness and transparency, safeguarding the confidentiality of the data and the data subjects' rights.

1. CONTROLLER

The Controller for the services offered is ORSERO SPA, VAT No. 09160710969 with its registered office in G. FANTOLI 6/15 20138 MILAN MI

2. PURPOSE OF THE PROCESSING AND LEGAL BASIS OF THE PROCESSING

The Controller collects and/or receives information about the data subject, such as: first name, surname, taxpayer ID or VAT number, place and date of birth, physical and electronic address, landline and/or mobile telephone number. They are used to fulfill the legal and regulatory obligations with which the Controller must comply in view of the activity exercised.

ORSERO SPA shall process the personal data and the information collected for specific purposes such as: 1. execution of the obligations pertaining to representation in the Shareholders' Meeting Providing the personal data requested by ORSERO SPA is necessary for attainment of the purposes indicated above.

3. LEGAL BASIS OF THE PROCESSING

ORSERO SPA processes its personal data lawfully whenever the processing:

- is necessary for execution of the mandate, of a contract whereof the data subject is a party
- Is necessary to fulfill a legal obligation of the Controller.

4. PROCESSING OF PERSONAL DATA

The personal data provided shall be:

- processed by the employees of ORSERO SPA, duly authorized,
- third party companies or other parties performing activities on behalf of ORSERO SPA

The names of the persons who perform activities on behalf of ORSERO SPA may be requested at any time. In any case, no personal data shall be disclosed.

5. DATA TRANSFER

The management and conservation of the personal data shall take place on servers located within the European Union. Currently, the servers used are situated in Italy. The data shall not be transferred outside the European Union.

6. PROCESSING MODES

The data subject's personal data shall be processed with automated and non-automated instruments, ensuring that adequate security and organizational measures are used and assuring the confidentiality of the data.

7. DATA STORAGE PERIOD

The collected data shall be stored throughout the duration of the required services and, even after cessation, to fulfil any legal obligations connected or deriving therefrom.

Therefore, the criteria used to determine the storage period are set by: • specific provisions of law that regulate the activity of ORSERO SPA Lastly, the personal data may also be stored for the time allowed by Italian law to protect the lawful interests of ORSERO SPA (Art. 2947, Par. 1 and 3 of the Italian Civil Code).

8. DATA SUBJECTS' RIGHTS

The data subject has the rights provided by the new European regulations on personal data processing, and specifically:

- accessing the data (including for the purpose of knowing the origin of the data, the purposes and modes of processing and the logic applied thereto, as well as the identifying data of controller, processor and categories of persons to whom the data can be communicated)
- updating and rectifying or erasing the data
- requesting restriction of processing or objecting to processing
- requesting the portability of his/her data and transmitting them to another controller
- withdrawing consent at any time. Any subsequent withdrawal of consent shall not affect the lawfulness of the data processing carried out in the period preceding withdrawal
- to submit a complaint to the Italian Data Protection Authority (for additional details on the procedures, we recommend visiting the Website www.garanteprivacy.it).

The aforesaid rights may be exercised by request addressed to ORSERO SPA, sending a letter with advice of receipt to the following address: ORSERO SPA G. FANTOLI 6/15 20138