

/On the letterhead of the Ministry of Energy, Small and Medium-Sized Enterprises and Business Environment/

No. 103778/6 October 2015

To,

**Societatea DFEE ELECTRICA SA**

**Mr Victor CIONGA, President of the Board of Directors**

**Attention to: Mr Ioan ROSCA, General Manager**

The Ministry of Energy, Small and Medium-Sized Enterprises and Business Environment (MEIMMMA) on behalf of the Romanian State, acting as shareholder of Societatea DFEE Electrica S.A. holding 168,751,185 shares in the share capital of the said company accounting for 48.78% of the total share capital, taking into consideration the extraordinary general meeting of shareholders convened for 10/11 November 2015 and the ministry's address No. 103743/5 October 2015 whereby it requested the Board of Directors of Societatea DFEE Electrica S.A., under Article 117<sup>1</sup> of the Company Law No. 31/1990, republished, as further amended and supplemented, to supplement the agenda of the extraordinary general meeting of shareholders, by introducing two new items on the agenda,

we revert to your abovementioned address, amending item 1, Article 17(4) as follows:

Instead of: "**Art. 17(4)** is amended as follows: The Board meetings will be validly held in the presence of at least 4 (four) members out of whom two members will mandatorily be independent members.", we propose a new wording for Article 17(4) as follows: "**The Board meetings will be validly held in the presence of at least 5 (five) members out of whom two members will mandatorily be independent members.**"

The **decision draft** proposed for item 1, Article 17(4) on the agenda, is amended accordingly, in particular:

«(...) **Art. 17(4)** is amended as follows: "*The Board meetings will be validly held in the presence of at least 5 (five) members out of whom two members will mandatorily be independent members.*"»

Yours respectfully,

**ANDREI DOMINIC GERA,**

**MINISTRY OF ENERGY, SMALL AND MEDIUM-SIZED ENTERPRISES  
AND BUSINESS ENVIRONMENT**

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