

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

GENERAL DIRECTORATE FOR COMPANIES

No. 102335/8 June 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 on behalf of the Romanian State, in its capacity as shareholder in Societatea DFEE Electrica SA holding 168,751,185 shares in the said company, representing 48.78% of its total share capital, taking into consideration the general meeting of shareholders convened for 09/10 July 2015, requests the Board of Directors of Societatea DFEE Electrica SA, based on Article 117<sup>1</sup> of the Law No. 31/1990 on companies, republished, as further amended and supplemented, supplementing the agenda of the OGMS, after item 1 – approving the discharge of liability of the Board of Directors members for the financial year 2014, by introducing two new items on the agenda which will read as follows:

1. Approval of the amendments, by way of an Addendum of the services agreements concluded with the non-executive directors of the company, by introducing in Article III – Scope of the services agreement the following paragraph:

*In view of performing the scope of this Services Agreement concluded with the non-executive directors, the director will fulfil all actions required for the management of the Company's assets in its interest in order to perform its business object and will perform the duties established in its care by the Legal Framework, Articles of Association, Regulation of the Board of Directors and this Services Agreement in view of attaining the performance targets and criteria required for fulfilling/achieving the items of the Strategic Plan of the Board of Directors of Electrica SA for the period 2015-2018, along with the other members of the Board of Directors.*

For this item on the agenda we would like to propose the following draft resolution:

“The amendment of the services agreements concluded with non-executive directors, by way of an Addendum, is hereby approved, by introducing in Article III - Scope of the services agreement of the following paragraph:

In view of performing the scope of this Services Agreement concluded with the non-executive directors of the company, the director will fulfil all actions required for the management of the Company's assets in its interest in order to perform its business object and will perform the duties established in its care by the Legal Framework, Articles of Association, Regulation of the Board of Directors and this Services Agreement in view of attaining the performance targets and criteria required for fulfilling/achieving the items of the Strategic Plan of the Board of Directors of Electrica SA for the period 2015-2018, along with the other members of the Board of Directors.”

2. Approval of empowering a representative of the shareholders to sign the Addendums to the services agreements, as per item 1 above.

For this item on the agenda we would like to propose the following draft resolution:

“The representative of the Ministry of Energy, Small and Medium-sized Enterprises and Business Environment being empowered to sign on behalf of the shareholders the Addendums to the services agreements concluded with the company’s non-executive directors, is hereby approved, as per the proposal approved by item 1”.

Yours respectfully,

**ANDREI DOMINIC GEREA**

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

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