

**AMENDMENT NUMBER ONE TO THE
STATE OF DELAWARE DEFERRED COMPENSATION PLAN**

The State of Delaware ("State") currently maintains the State of Delaware Deferred Compensation Plan ("Plan"), pursuant to Title 29, Chapter 60A of the Delaware Code, the Plan was originally adopted effective July 1, 1971, and subsequently amended, most recently by a restatement effective January 1, 2017.

The State reserves the right to amend the Plan pursuant to Section 10.1 of the Plan. The State now desires to amend the Plan

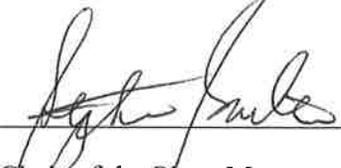
1. Section 4.6 of the Plan is amended to read as follows:

4.6 Rollover Contributions. At any time, an Employee who is entitled to receive an eligible rollover distribution, as defined under Code Section 402(c)(4) and Section 7.4 of this Plan, from another eligible retirement plan, as defined under Code Section 402(c)(8)(B) and Section 7.4 of this Plan, may contribute to the Plan in cash as a rollover contribution, a qualified rollover amount from a qualified plan under Code Section 401(a), an annuity plan under Code Section 403(a), an individual retirement account under Code Section 408(a) or individual retirement annuity under Code Section 408(b), an eligible governmental deferred compensation plan under Code Section 457(e)(1)(A), or a tax-sheltered annuity under Code Section 403(b). Any rollover contribution (i) shall be subject to the Administrator's determination, in its discretion, that the rollover contribution satisfies all applicable requirements of the Code and (ii) shall be made directly from such prior plan, or if such amount was distributed to the Employee, such rollover contribution shall be made within sixty (60) days after the Employee receives the rollover amount. Any such rollover shall constitute a part of the Employee's Account (although any contribution that is not received from an eligible governmental deferred compensation plan shall be accounted for separately as set forth in Section 5.1(c) of this Plan), and shall be fully vested at all times. For purposes of determining the Basic Limitation, the catch-up described in Section 4.2, or the special limitation described in Section 4.3, rollover contributions shall not be included.

2. In all other respects, the Plan shall remain unchanged.

IN WITNESS WHEREOF, the undersigned has executed this amendment to the Plan on behalf of the Plans Management Board this 24 day of October 2017.

STATE OF DELAWARE



Chair of the Plans Management Board