

In accordance with the powers granted under Art. 92 Par. 1 Line 6 of the Articles of Association of Energoprojekt Holding plc., the Supervisory Board of Energoprojekt Holding through its resolution issued at the 25th meeting held on 09.05.2014 has convoked the 42nd Annual General Meeting of Energoprojekt Holding plc.

Based on Art. 335 of the Law on Business Companies and Art. 40 of the Articles of Association of Energoprojekt Holding plc., as well as Art. 352 Par. 3 of the Law on Business Companies and Art. 63 Par. 3 of the Articles of Association of Energoprojekt Holding plc., the Supervisory Board of Energoprojekt Holding presents

**T O A L L S H A R E H O L D E R S**

**on this day 09.05.2014 the following**

**INVITATION TO ATTEND THE**

**42nd ANNUAL GENERAL MEETING**

**OF ENERGOPROJEKT HOLDING PLC.**

**SCHEDULED FOR JUNE 9, 2014 AT 09:00 AM**

**IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING**

**OR, IN THE EVENT THE MEETING IS RESCHEDULED**

**DUE TO LACK OF QUORUM**

**ON JUNE 17, 2014**

**IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING**

**AT 09:00 AM**

**WITH THE FOLLOWING**

**A G E N D A**

- 1. APPROVAL OF ENERGOPROJEKT GROUP ANNUAL CONSOLIDATED STATEMENTS FOR 2013** (*Energoprojekt Group consolidated financial statements for 2013; Auditor's Report for 2013 and Annual Business Report*)  
(*as presented by: Holding Supervisory Board*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

**2. APPROVAL OF ENERGOPROJEKT HOLDING PLC. ANNUAL BUSINESS REPORT FOR 2013** (*Energoprojekt Holding plc. financial statements for 2013; Auditor's Report for 2013 and Annual Business Report*)  
(*as presented by: Holding Supervisory Board*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

**3. RESOLUTION ON DISTRIBUTION OF UNDISTRIBUTED PROFITS**  
(*as presented by: Holding Supervisory Board*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

**4. APPROVAL OF REPORT BY THE SUPERVISORY BOARD OF ENERGOPROJEKT HOLDING PLC.**  
(*as presented by: Holding Supervisory Board*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

**5. RESOLUTION ON APPOINTMENT OF THE COMPANY AUDITOR AND APPROVAL OF THE AUDITOR'S SERVICE FEE**  
(*as presented by: Holding Supervisory Board*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

**6. RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION OF ENERGOPROJEKT HOLDING PLC.**  
(*as presented by: Holding Supervisory Board*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

Based on Art. 247 of the Law on Business Companies this resolution is adopted by a simple majority of all shareholders present with right to vote.

## **7. APPOINTMENT OF MEMBERS OF THE SUPERVISORY BOARD OF ENERGOPROJEKT HOLDING PLC.**

*(as presented by: Holding Supervisory Board)*

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

Based on Art. 86 Par. 3 of the Articles of Association of Energoprojekt Holding plc., members of the Supervisory Board are appointed from candidates who received the most votes at the General Meeting. If two candidates receive an equal number of votes, a repeat vote shall be held between the two candidates.

## **8. RESOLUTION ON REPURCHASE OF ENERGOPROJEKT HOLDING PLC. SHARES**

*(as presented by: Holding Supervisory Board)*

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

**NOTE: The meeting may only deliberate upon items contained on the Agenda.**

### **Instructions for obtaining documents for the meeting;**

Based on Art. 76 Par. 1 of the Articles of Association of Energoprojekt Holding plc. all relevant documents for the meeting are made available to the shareholders, together with this notice, through the company website [www.energoprojekt.rs](http://www.energoprojekt.rs) (**Investor Relations page, General Meeting submenu**), where they can be downloaded in full.

### **Legal note to shareholders on participation in the meeting**

Based on Art. 33 Par. 3 and 4 of the Articles of Association of Energoprojekt Holding plc., in order to personally take part in the meeting a shareholder must have at least 9000 shares; however, shareholders who individually do not possess the requisite number of shares may participate in the meeting through a joint proxy, or vote in absentia in accordance with the Articles of Association of Energoprojekt Holding plc.

Also, please be informed that you can download all required documents for the 42nd Annual General Meeting from our website [www.energoprojekt.rs](http://www.energoprojekt.rs) (**Investor Relations page, General Meeting submenu**), including:

#### **1. Power of Attorney Form;**

- 2. Notice of Shareholders Day with an explanation that on this day only shareholders of Energoprojekt Holding plc. may participate in the meeting;**
- 3. Absentee Voting Form;**
- 4. Shareholders are eligible to receive dividend and other payments if they were registered as shareholders of the Company on 30.05.2014 (Dividend Day, as specified by the Supervisory Board at its 25th meeting held on 09.05.2014).**

**CHAIRMAN OF THE SUPERVISORY BOARD**

**Dragan Veljić, LL.M.**