

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. to be held on 09.06.2014 in the projection room at the Energoprojekt building at 9:00 AM, or, in the event the meeting is rescheduled due to lack of quorum, on 17.06.2014 in the projection room at the Energoprojekt building at 9:00 AM.

As the 42nd Annual General Meeting of Energoprojekt Holding plc. scheduled for 09.06.2014 did not take place due to lack of quorum, based on Art. 335 of the Law on Business Companies and Art. 40 of the Articles of Association of Energoprojekt Holding plc., and based on 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 09.06.2014 the following

INVITATION TO ATTEND THE

42nd REPEAT ANNUAL GENERAL MEETING

OF ENERGOPROJEKT HOLDING PLC.

SCHEDULED FOR 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. 65 of the Articles of Association of Energoprojekt Holding plc. and Art. 354 of the Law on Business Companies, this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated, the minimum required number of votes being one-fourth of all shareholders with right to vote upon the agenda item 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. 65 of the Articles of Association of Energoprojekt Holding plc. and Art. 354 of the Law on Business Companies, this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated, the minimum required number of votes being one-fourth of all shareholders with right to vote upon the agenda item 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. 65 of the Articles of Association of Energoprojekt Holding plc. and Art. 354 of the Law on Business Companies, this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated, the minimum required number of votes being one-fourth of all shareholders with right to vote upon the agenda item 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. 65 of the Articles of Association of Energoprojekt Holding plc. and Art. 354 of the Law on Business Companies, this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated, the minimum required number of votes being one-fourth of all shareholders with right to vote upon the agenda item being deliberated.

5. RESOLUTION ON THE APPOINTMENT 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. 65 of the Articles of Association of Energoprojekt Holding plc. and Art. 354 of the Law on Business Companies, this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated, the minimum

required number of votes being one-fourth of all shareholders with right to vote upon the agenda item 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. 65 of the Articles of Association of Energoprojekt Holding plc. and Art. 354 of the Law on Business Companies, this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated, the minimum required number of votes being one-fourth of all shareholders with right to vote upon the agenda item being deliberated.

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. 65 of the Articles of Association of Energoprojekt Holding plc. and Art. 354 of the Law on Business Companies, this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated, the minimum required number of votes being one-fourth of all shareholders with right to vote upon the agenda item being deliberated.

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

NOTE II: Based on Art. 64 Par. 1 of the Articles of Association of Energoprojekt Holding plc. the minimum required quorum for the meeting is one-third of the total number of shareholders with right to vote upon the matter being deliberated.

NOTE III: Based on Art. 63 Par. 5 of the Articles of Association of Energoprojekt Holding plc., the same Shareholder Day that applied to the cancelled meeting on 30.05.2014 shall also apply to the repeat general meeting.

NOTE IV: 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.

NOTE V: A voting power of attorney is only valid for the 42nd general meeting (including any repeat general meeting).

NOTE VI: A shareholder who votes in absentia is considered to have been present at the general meeting at the time the vote upon the agenda item in question was cast.

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 were made available to the shareholders on 09.05.2014 through the company website **www.energoprojekt.rs (Investor Relations page, General Meeting submenu).**

This invitation to shareholders is published on the company website **www.energoprojekt.rs Investor Relations page, General Meeting submenu.**

CHAIRMAN OF THE SUPERVISORY BOARD

Dragan Aleksić, BScEcon