

ENERGOPROJEKT
HOLDING p.l.c.

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 41st meeting held on 13.05.2016 has convoked the 44th 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

TO ALL SHAREHOLDERS

on this day 16.05.2016 the following

**INVITATION TO ATTEND THE
44th ANNUAL GENERAL MEETING
OF ENERGOPROJEKT HOLDING PLC.**

**SCHEDULED FOR JUNE 15, 2016 AT 10:00 AM
IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING**

**OR, IN THE EVENT THE MEETING IS RESCHEDULED
DUE TO LACK OF QUORUM
ON JUNE 23, 2016
IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING
AT 10:00 AM**

WITH THE FOLLOWING

A G E N D A

- 1. APPROVAL OF ENERGOPROJEKT GROUP ANNUAL CONSOLIDATED STATEMENTS FOR 2015 (*Energoprojekt Group consolidated financial statements for 2015; Auditor's Report for 2015 and Annual Business Report*)**

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 2015 (*Energoprojekt Holding plc. financial statements for 2015; Auditor's Report for 2015 and Annual Business Report*)

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

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.

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

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. APPOINTMENT OF MEMBERS OF THE SUPERVISORY BOARD OF ENERGOPROJEKT HOLDING PLC.

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.

7. RESOLUTION ON:

7.1. FEES TO THE MEMBERS OF SUPERVISORY BOARD FOR THEIR ENGAGEMENT IN THIS 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.

7.2. PRIOR CONSENT FOR SIGNING OF AGREEMENT ON FEES TO THE MEMBERS OF SUPERVISORY BOARD OF ENERGOPROJEKT HOLDING PLC.

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.

8. DECISION ON ACQUISITION OF OWN SHARES OF ENERGOPROJEKT HOLDING PLC.

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 (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 44th Annual General Meeting from our website 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; as well as information that Shareholders are eligible to receive dividend and other payments if they were registered as shareholders of the company on 05.06.2016 (Dividend Day) in Central Securities, Depository and Clearing House;
3. Absentee Voting Form;
4. Manual on Shareholders' Power of Attorney issued in electronic form.

CHAIRMAN OF THE SUPERVISORY BOARD



Andjelko Kovacevic
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Andjelko Kovacevic, Dipl.Ing.