

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 6th meeting held on 22.05.2012 has convoked the XXXIX 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 22.05.2012 the following

INVITATION TO ATTEND THE

XXXIX ANNUAL GENERAL MEETING

OF ENERGOPROJEKT HOLDING PLC.

SCHEDULED FOR JUNE 21, 2012 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 29, 2012

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 2011** (*Energoprojekt Group consolidated financial statements for 2011; Auditor's Report for 2011 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 9.467.810.

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 2011 (*Energoprojekt Holding plc. financial statements for 2011; Auditor's Report for 2011 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 9.467.810.

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 PROFITS IN ENERGOPROJEKT HOLDING PLC. FOR 2011
(*as presented by: Holding Supervisory Board*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 9.467.810.

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. 10th ISSUE OF ORDINARY SHARES WITHOUT A PUBLIC OFFERING FOR THE CONVERSION OF UNDISTRIBUTED PROFIT INTO SHARE CAPITAL
(*as presented by: Holding Supervisory Board*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 9.467.810.

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. 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 9.467.810.

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 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 9.467.810.

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. NOTICE OF REGISTRATION OF NEW EP HOLDING PLC. COMPANY DATA WITH THE BUSINESS REGISTERS AGENCY IN THE PROCESS OF ENSURING COMPLIANCE WITH THE LAW ON BUSINESS COMPANIES
(as presented by: Holding Supervisory Board)

This agenda item is not deliberated by the general meeting .

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 XXXIX 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;**
- 3. Absentee Voting Form.**

CHAIRMAN OF THE SUPERVISORY BOARD



Ivar Berger, LLB