

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 15th meeting held on 20.05.2013 has convoked the 41st Annual General Meeting of Energoprojekt Holding plc.

In accordance with the powers granted under Art. 44 Par. 4 of the Articles of Association of Energoprojekt Holding plc., acting at the request of the shareholders of NAPRED RAZVOJ plc. dated 31.05.2013, filed based on Art. 44 Par. 1 of the Articles of Association of Energoprojekt Holding plc. the Supervisory Board of Energoprojekt Holding through its resolution issued at the 16th meeting on 03.06.2013 has amended the proposed agenda.

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 03.06.2013 the following

INVITATION TO ATTEND THE

41st ANNUAL GENERAL MEETING

OF ENERGOPROJEKT HOLDING PLC.

**SCHEDULED FOR JUNE 20, 2013 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 28, 2013
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 2012** (*Energoprojekt Group consolidated financial statements for 2012; Auditor's Report for 2012 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 9.937.538.

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 2012 (*Energoprojekt Holding plc. financial statements for 2012; Auditor's Report for 2012 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 9.937.538.

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 9.937.538.

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. RESOLUTION ON 11th ISSUE OF ORDINARY SHARES FOR INCREASING CAPITAL THROUGH 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 9.937.538.

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 9.937.538.

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 9.937.538.

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. REPORT BY UHY EKI REVIZIJA LTD., BELGRADE, ON THE EXTRAORDINARY AUDIT OF BOTH THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS OF ENERGOPROJEKT HOLDING PLC. FOR 2011 (EXECUTION OF RESOLUTION ISSUED AT THE 40TH EGM OF ENERGOPROJEKT HOLDING PLC. ON 11.10.2012)
(as presented by: Auditor and Holding Supervisory Board)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 9.937.538.

This agenda item is not deliberated by the general meeting .

8. 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 9.937.538.

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

9. RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION OF ENERGOPROJEKT HOLDING PLC.
(provisions for appointment of the Supervisory Board)
(as presented by: representative of NAPRED RAZVOJ PLC. as the proposer)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 9.937.538.

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

10. RESOLUTION TO DECLARE RESOLUTIONS ISSUED BY SUPERVISORY BOARD BETWEEN TWO GENERAL MEETINGS
(as presented by: representative of NAPRED RAZVOJ PLC. as the proposer)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 9.937.538.

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.

11. REMOVAL OF THE SUPERVISORY BOARD MEMBERS OF ENERGOPROJEKT HOLDING PLC.

(as presented by: representative of NAPRED RAZVOJ PLC. as the proposer)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 9.937.538.

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:

If the Resolution to amend the Articles of Association of Energoprojekt Holding plc. proposed by the shareholders of Napred Razvoj plc. under item 9 of the agenda is not adopted, the General Meeting will not deliberate item 11 of the proposed agenda (removal of the Supervisory Board members of Energoprojekt Holding plc.)

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 41st 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. Shareholders are entitled to the shares from the 11th issue for increasing capital through conversion of undistributed profits into share capital, as of the effective date of the GM decision, according to the Central Securities Registry database.
4. Absentee Voting Form.

CHAIRMAN OF THE SUPERVISORY BOARD

Ivar Berger, LLB