

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. to be held on 20.06.2013 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 28.06.2013 in the projection room at the Energoprojekt building at 9:00 AM.

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 agenda.

As the 41st Annual General Meeting of Energoprojekt Holding plc. scheduled for 20.06.2013 was rescheduled 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 20.06.2013 the following

INVITATION TO ATTEND THE

41st REPEAT ANNUAL GENERAL MEETING

OF ENERGOPROJEKT HOLDING PLC.

SCHEDULED FOR JUNE 28, 2013 AT 09:00 AM

IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING

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. 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 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. 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 9.937.538.

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. 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. 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. 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. 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 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. 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. 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. 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.

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. 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.

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. 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.

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. 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:

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 (dismissal of the Supervisory Board members of Energoprojekt Holding plc.)

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

NOTE II: Based on Art. 64 Par. 2 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 41st meeting, i.e. 10.06.2013, 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: Based on Art. 54 Par. 5 of the Articles of Association of Energoprojekt Holding plc., a voting power of attorney issued for the general meeting shall also be valid for the repeat general meeting.

NOTE VI: A shareholder who has voted in absentia is considered to be present at the general meeting for deliberation of that agenda item.

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 20.05.2013 and 03.06.2013 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

Ivar Berger, LLB