

On the basis of the powers from Article 44, paragraph 4 of the Articles of Association of Energoprojekt Holding p.l.c., having in mind the recommendation of Republic of Serbia, shareholders of Energoprojekt Holding p.l.c. dated on May 14, .2015, received in Energoprojekt Holding p.l.c. on May 18, 2015, placed pursuant to Article 44. paragraph 1 of the Articles of Association of Energoprojekt Holding p.l.c., the Supervisory Board of Energoprojekt Holding a.d., through its resolution issued at the 33rd meeting held on May 18, 2015, has convoked the 43rd Regular General Meeting of Energoprojekt Holding p.l.c.

Pursuant to the provisions of Article 335 of the Law on Business Companies and the provisions of Article 40 of the Articles of Association of Energoprojekt Holding p.l.c., i.e. the provisions of Article 352 paragraph 3 of the Law on Business Companies and the provisions of Article 63 paragraph 3 of the Articles of Association of Energoprojekt Holding p.l.c., the Supervisory Board of Energoprojekt Holding p.l.c.

on 18.05.2015 presents the following

INVITATION

TO ALL SHAREHOLDERS

**FOR THE 43rd REGULAR GENERAL MEETING
OF ENERGOPROJEKT HOLDING P.L.C.
SCHEDULED FOR JUNE 08, 2015
WITH THE BEGINNING AT 10:00 a.m.
IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING**

OR

**IN THE EVENT OF REPEAT GENERAL MEETING DUE TO LACK OF QUORUM
ON JUNE 16, 2015
WITH THE BEGINNING AT 10:00 a.m.
IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING**

WITH THE FOLLOWING

A G E N D A

- 1. APPROVAL OF ANNUAL CONSOLIDATED STATEMENT OF THE ENERGOPROJEKT SYSTEM FOR 2014 (Consolidated financial statements of Energoprojekt system for 2014; Auditor's Report for 2014 and Annual Business Report)**

The total number of shareholder votes in the General Meeting of Energoprojekt Holding p.l.c. is 10,931,292 votes.

Pursuant to Article 69 paragraph 1 of the Articles of Association of Energoprojekt Holding p.l.c., this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated.

2. APPROVAL OF ANNUAL REPORT OF ENERGOPROJEKT HOLDING P.L.C. FOR 2014 (Financial statements of Energoprojekt Holding p.l.c. for 2014; Auditor's Report for 2014 and Annual Business Report)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding p.l.c. is 10,931,292 votes.

Pursuant to Article 69 paragraph 1 of the Articles of Association of Energoprojekt Holding p.l.c., this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated.

3. RESOLUTION ON DISTRIBUTION OF UNDISTRIBUTED PROFIT

The total number of shareholder votes in the General Meeting of Energoprojekt Holding p.l.c. is 10,931,292 votes.

Pursuant to Article 69 paragraph 1 of the Articles of Association of Energoprojekt Holding p.l.c., this resolution is adopted by a 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 P.L.C.

The total number of shareholder votes in the General Meeting of Energoprojekt Holding p.l.c. is 10,931,292 votes.

Pursuant to Article 69 paragraph 1 of the Articles of Association of Energoprojekt Holding p.l.c., this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated.

5. RESOLUTION ON THE APPOINTMENT THE COMPANY AUDITOR AND APPROVAL OF THE AUDITOR'S SERVICE FEE

The total number of shareholder votes in the General Meeting of Energoprojekt Holding p.l.c. is 10,931,292 votes.

Pursuant to Article 69 paragraph 1 of the Articles of Association of Energoprojekt Holding p.l.c., this resolution is adopted by a majority of the shareholders present with right to vote upon the matter being deliberated.

6. APPOINTMENT OF ENERGOPROJEKT HOLDING P.L.C. SUPERVISORY BOARD MEMBER

The total number of votes the shareholders have at their disposal at the Assembly of Energoprojekt Holding p.l.c. is 10,931,292 votes.

Pursuant to Article 86 paragraph 3 of the Articles of Association of Energoprojekt Holding p.l.c. candidates who at the General Meeting received the most votes are elected as members of the Supervisory Board. If two candidates receive an equal number of votes, a repeat vote shall be held between the two candidates.

7. RECOMMENDATION OF REPUBLIC OF SERBIA, SHAREHOLDERS OF ENERGOPROJEKT HOLDING P.L.C.

The total number of votes the shareholders have at their disposal at the Assembly of Energoprojekt Holding p.l.c. is 10,931,292 votes.

Pursuant to Article 69 paragraph 1 of the Articles of Association of Energoprojekt Holding p.l.c., this resolution is adopted by a 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 material for the meeting

Pursuant to Article 76 paragraph 1 of the Articles of Association of Energoprojekt Holding p.l.c. all relevant documents for this Meeting were made available to the shareholders, and at the same time this Invitation is published on company website **www.energoprojekt.rs (Investor Relations page, General Meeting submenu)** so the shareholders can download them completely.

Note on shareholder's rights regarding their participation in the General Meeting

Pursuant to Article 33 paragraphs 3 and 4 of the Articles of Association of Energoprojekt Holding p.l.c., **in order to personally take part in the meeting a shareholder must have at least 9000 shares**, however the shareholders who individually do not possess the requisite number of shares are entitled to participate in the meeting via joint proxy or to vote in absentia in accordance with the provisions of the Articles of Association of Energoprojekt Holding p.l.c.

We also inform You that from the website **www.energoprojekt.rs (Investor Relations page, General Meeting submenu)**, you can download the material for the 43rd regular General Meeting including:

- 1. Form for granting proxy;**
- 2. Notice to shareholders which contains information about the Shareholders' Day and explanation that only shareholders who are shareholders of Energoprojekt Holding p.l.c. are entitled on that day to participate in the Meeting, as well as notice that persons registered in the Central Securities, Depository and Clearing House are entitled to dividends as legal holders of Company shares on May 29, 2015 (dividend day);**
- 3. Form for voting in absentia.**

CHAIRMAN OF SUPERVISORY BOARD

.....
Ph D Dragan Veljić, LL.B.