

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. to be held on 21.06.2012 in the projection room at the Energoprojekt building starting from 9:00 AM, or in the event the meeting is rescheduled due to lack of quorum, on 29.06.2012 in the projection room at the Energoprojekt building starting from 9:00 AM.

As the XXXIX Annual General Meeting of Energoprojekt Holding plc., scheduled for 21.06.2012, did not take place 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., 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 21.06.2012 the following**

**INVITATION TO ATTEND THE**

**XXXIX REPEAT ANNUAL GENERAL MEETING**

**OF ENERGOPROJEKT HOLDING PLC.**

**SCHEDULED FOR 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. 65 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a one-fourth majority of the total number of voting shares 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. 65 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a one-fourth majority of the total number of voting shares 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. 65 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a one-fourth majority of the total number of voting shares with right to vote upon the matter being deliberated.

**4. 10<sup>th</sup> 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. 65 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a one-fourth majority of the total number of voting shares 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. 65 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a one-fourth majority of the total number of voting shares 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. 65 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a one-fourth majority of the total number of voting shares 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 I: The meeting may only deliberate upon items contained on the Agenda.

NOTE II: In accordance with Art. 64 Par. 2 of the Articles of Association of Energoprojekt Holding plc. the required quorum for the repeat extraordinary meeting is one-third of the total number of voting shares with right to vote upon the matter being deliberated.

NOTE III: In accordance with Art. 63 Par. 5 of the Articles of Association of Energoprojekt Holding plc. shareholders day for the postponed meeting of 11.06.2012 also applies for the repeat meeting.

NOTE IV: In accordance with Art. 54 Par. 5 of the Articles of Association of Energoprojekt Holding plc. a voting power of attorney issued for a single meeting is also valid for the repeat meeting.

**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 published for the shareholders on 22.05.2012.**

**This invitation for shareholders is published on the company website [www.energoprojekt.rs](http://www.energoprojekt.rs) - Investor Relations page, General Meeting submenu.**

**CHAIRMAN OF THE SUPERVISORY BOARD**



**Ivar Berger, LLB**