

Based on Art. 65 of the Law on the Capital Market (RS Official Gazette No. 31/2011)

ENERGOPROJEKT HOLDING PLC.
Belgrade, Bulevar Mihaila Pupina 12 St.
(reg.no. 07023014, core business code 6420)

ISSUES THIS

**REPORT FROM THE 41ST REPEAT ANNUAL GENERAL MEETING OF
ENERGOPROJEKT HOLDING PLC.**

On 28.06.2013 at 09:00 AM the 41st repeat annual general meeting of ENERGOPROJEKT HOLDING PLC was held.

According to the agenda, the following resolutions were deliberated and approved at the meeting:

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*).

(Approved).

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*).

(Approved).

3. RESOLUTION ON DISTRIBUTION OF UNDISTRIBUTED PROFITS.

(Approved).

4. RESOLUTION ON 11th ISSUE OF ORDINARY SHARES FOR INCREASING CAPITAL THROUGH CONVERSION OF UNDISTRIBUTED PROFIT INTO SHARE CAPITAL.

(Approved).

5. APPROVAL OF REPORT BY THE SUPERVISORY BOARD OF ENERGOPROJEKT HOLDING PLC.

(Approved).

6. RESOLUTION ON THE APPOINTMENT THE COMPANY AUDITOR AND APPROVAL OF THE AUDITOR'S SERVICE FEE. (Approved).

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)

(Report was duly submitted. This agenda item is not deliberated by the general meeting).

8. RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION OF ENERGOPROJEKT HOLDING PLC. (Approved).

9. RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION OF ENERGOPROJEKT HOLDING PLC. (provisions for appointment of the Supervisory Board)

(Not approved).

10. APPROVAL OF SUPERVISORY BOARD RESOLUTIONS ISSUED BETWEEN TWO GENERAL MEETINGS (Not approved).

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

(Since the proposal by Napred Razvoj plc. shareholders for amendment of the Articles of Association of ENERGOPROJEKT HOLDING PLC. was not approved, the General Meeting did not deliberate item 11 of the proposed agenda: dismissal of the Supervisory Board members of ENERGOPROJEKT HOLDING PLC.)

The minutes from the 41st repeat annual general meeting of ENERGOPROJEKT HOLDING PLC., as well as the approved resolutions and voting results on all items of the agenda deliberated by the shareholders, are all available for download through the ENERGOPROJEKT HOLDING PLC. company website www.energoprojekt.rs (Investor Relations page, General Meeting submenu). This report is accompanied by the resolutions required under Art. 51 par. 3 of the Law on the Capital Market, as provided below.

Chairman of General Meeting

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Zoran Vasić

**ENERGOPROJEKT HOLDING PLC.
MANAGING DIRECTOR**

Vladimir Milovanović, BSc.Eng.

Based on Art. 51 par. 3 of the Law on the Capital Market (RS Official Gazette No. 31/2011), ENERGOPROJEKT HOLDING PLC. from Belgrade, Bulevar Mihaila Pupina 12 (reg.no. 07023014, business code 06420 Holding business) publishes the full text of the:

**MANAGEMENT RESOLUTIONS APPROVING THE ANNUAL REPORT
FOR 2012 AND DISTRIBUTION OF PROFITS,
ISSUED AFTER THE REPORTING DEADLINE**

At the 41st repeat annual general meeting of shareholders of ENERGOPROJEKT HOLDING PLC. held on 28 June 2013 in the projection room at the Energoprojekt office building, the following resolutions were issued (in accordance with Art. 51 par. 3 of the Law on the Capital Market) and are hereby published in full-text version:

- 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*).
- 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*).
- RESOLUTION ON DISTRIBUTION OF UNDISTRIBUTED PROFITS.
- RESOLUTION ON 11th ISSUE OF ORDINARY SHARES FOR INCREASING CAPITAL THROUGH CONVERSION OF UNDISTRIBUTED PROFIT INTO SHARE CAPITAL.

NOTE:

The above GM resolutions of ENERGOPROJEKT HOLDING PLC. are provided below, while the Annual Report of ENERGOPROJEKT HOLDING PLC. for 2012 and the Energoprojekt Group consolidated financial statements for 2012 were published earlier, within the legal deadline, on the official websites of ENERGOPROJEKT HOLDING PLC. (www.energoprojekt.rs) and the Belgrade Stock Exchange (www.belex.rs) and were forwarded to the Serbian Securities Commission.

ITEM 1.

APPROVAL OF ANNUAL CONSOLIDATED STATEMENTS
OF ENERGOPROJEKT GROUP FOR 2012

*(Energoprojekt Group consolidated financial statements for
2012; Auditor's Report for 2012 and Annual Business Report)*

In accordance with Art. 34 par. 1 item 9 of the Articles of Association of ENERGOPROJEKT HOLDING PLC., the general meeting of ENERGOPROJEKT HOLDING PLC. at the 41st repeat annual general meeting of shareholders of ENERGOPROJEKT HOLDING PLC. held on 28 June 2013 in the projection room at the Energoprojekt office building, under item 1 of the agenda, issued the following

R E S O L U T I O N

1. The Annual Consolidated Statements of Energoprojekt Group for 2012 (*Energoprojekt Group consolidated financial statements for 2012; Auditor's Report for 2012 and Annual Business Report*) are approved, in full accordance with the Supervisory Board's proposal which forms an integral part of this resolution.
2. The reports from item 1 above are an integral part of this resolution and are stored in the archive.

Chairman of General Meeting

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Zoran Vasić

ITEM 2.
APPROVAL OF ANNUAL BUSINESS REPORT
OF ENERGOPROJEKT HOLDING PLC. FOR 2012
*(Energoprojekt Holding plc. financial statements for 2012;
Auditor's Report for 2012 and Annual Business Report)*

In accordance with Art. 34 par. 1 item 8 of the Articles of Association of ENERGOPROJEKT HOLDING PLC., the general meeting of ENERGOPROJEKT HOLDING PLC. at the 41st repeat annual general meeting of shareholders of ENERGOPROJEKT HOLDING PLC. held on 28 June 2013 in the projection room at the Energoprojekt office building, under item 2 of the agenda, issued the following

R E S O L U T I O N

1. The Annual Business Report of ENERGOPROJEKT HOLDING PLC. for 2012 (*Energoprojekt Holding plc. financial statements for 2012; Auditor's Report for 2012 and Annual Business Report*) is approved, in full accordance with the Supervisory Board's proposal which forms an integral part of this resolution.
2. The reports from item 1 above are an integral part of this resolution and are stored in the archive.

Chairman of General Meeting

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Zoran Vasić

ITEM 3.

**RESOLUTION ON DISTRIBUTION OF
UNDISTRIBUTED PROFITS**

In accordance with Art. 34 par. 1 item 7 of the Articles of Association of ENERGOPROJEKT HOLDING PLC., the general meeting of ENERGOPROJEKT HOLDING PLC. at the 41st repeat annual general meeting of shareholders of ENERGOPROJEKT HOLDING PLC. held on 28 June 2013 in the projection room at the Energoprojekt office building, under item 3 of the agenda, issued the following

R E S O L U T I O N

1. Net profits generated by ENERGOPROJEKT HOLDING PLC. in 2012 totalled 505.370.307,96 RSD. The total undistributed profit from previous years is 284.872.483,11 RSD. The total undistributed profit of ENERGOPROJEKT HOLDING PLC. is 790.242.791,07 RSD.
2. The undistributed profits of ENERGOPROJEKT HOLDING PLC. are allocated as follows:
 - a) the sum of RSD 506.814.540,00 will be used for increasing share capital through the 11th issue of ordinary shares for increasing capital through conversion of undistributed profit into share capital.
 - b) the sum of RSD 283.428.251,07 remains undistributed.
3. This resolution is effective immediately.

Chairman of General Meeting

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Zoran Vasić

ITEM 4.

**APPROVAL OF RESOLUTION ON 11th ISSUE OF ORDINARY SHARES FOR
INCREASING CAPITAL THROUGH CONVERSION OF UNDISTRIBUTED PROFIT
INTO SHARE CAPITAL**

Based on Art. 294, 295, 305-308 of the Law on Business Companies (RS Official Gazette No. 36/2011 and 99/2011) and Art. 34 par. 1 item 2 of the Articles of Association of ENERGOPROJEKT HOLDING PLC., the general meeting of ENERGOPROJEKT HOLDING PLC. at the 41st repeat annual general meeting of shareholders of ENERGOPROJEKT HOLDING PLC. held on 28 June 2013 in the projection room at the Energoprojekt office building, under item 4 of the agenda, issued the following

**RESOLUTION
ON THE 11TH ISSUE OF ORDINARY SHARES FOR
INCREASING CAPITAL THROUGH CONVERSION OF
UNDISTRIBUTED PROFIT INTO SHARE CAPITAL**

Article 1.

ENERGOPROJEKT HOLDING PLC., Belgrade (hereinafter: Company), issues ordinary bearer shares, for the purpose of increasing capital through conversion of undistributed profit into share capital of the Company.

Article 2.

The share capital of the Company according to the most recent financial statements for 2012 is valued at 5.068.144.380,00 RSD, divided into 9.937.538 ordinary shares each with a nominal value of 510 RSD, which are recorded in the Central Securities Registry under: CFI code ESVUFR and ISIN no. RSHOLDE58279.

Article 3.

In accordance with the GM resolution approving the latest financial statements, as approved by the Auditor, and the Resolution on distribution of undistributed profit, a portion of the undistributed profit totalling 506.814.540,00 RSD is

allocated for increasing capital through conversion of undistributed profit into share capital based on the 11th issue of shares.

The Company issues shares of the 11th issue in the total value of 506.814.540,00 RSD, divided into 993.754 shares each with a nominal value of 510,00 RSD.

A CFI code and ISIN number will be allocated to these shares by the Central Securities Registry.

Article 4.

The Company's undistributed profit as of 31.12.2012 amounts to 790.242.791,07 RSD. Based on the GM resolution on distribution of undistributed profit, a total of 506.814.540,00 RSD is allocated for increasing share capital.

Following said share issue, the Company's share capital will be valued at 5.574.958.920,00 RSD, divided into 10.931.292 shares each with a nominal value of 510,00 RSD.

Article 5.

The profit is distributed evenly to all shareholders pro rata of their respective interest in the existing share capital of the Company, and accordingly a new 0,1 share from the 11th issue is given for each of the current 9.937.538 shares.

All registered shareholders of the Company as of the date of this resolution, according to the Central Securities Registry's database, are entitled to the new shares generated from the increase of the Company's capital through conversion of undistributed profit into share capital.

The ordinary shares issued under this resolution are issued, transferred and recorded electronically in the Central Securities Registry's database.

The shares are paid in full.

Article 6.

Each share from the present issue entitled the bearer to one vote in the general meeting.

Shareholders under this resolution have the following entitlements:

- 1) right to participate and vote in the general meeting of shareholders, where one share shall always entitle the bearer to one vote;
- 2) right to a dividend;
- 3) right to a portion of the liquidated assets or bankruptcy estate in accordance with bankruptcy laws;
- 4) option to buy ordinary shares or other financial instruments exchangeable for ordinary shares, from a subsequent share issue;
- 5) other rights provided under the relevant laws and the Company's Articles of Association.

Article 7.

This resolution is accompanied by a list of shareholders including their respective number of shares and percent interest in the Company's share capital before and after the 11th share issue.

Article 8.

The Company will record this resolution with the Business Registers Agency in accordance with the registration laws and duly submit a registration request to the Central Securities Registry for the new shares and their holders, and send a notice of capital increase to the Securities Commission.

ENERGOPROJEKT HOLDING PLC. as the issuer of the shares, will within three days of receiving notice of completed registration from the Central Securities Registry, submit a request for listing the shares on the organized market where the issuer's shares are already traded.

Article 9.

The Company's Supervisory Board is authorized to make technical amendments of this resolution as necessary in accordance with the law and company legislation, to facilitate its execution.

This resolution is effective immediately.

Chairman of General Meeting

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Zoran Vasić

**ENERGOPROJEKT HOLDING PLC.
MANAGING DIRECTOR**

Vladimir Milovanović, BSc.Eng.