

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 32nd meeting held on 07.05.2015 has convoked the 43rd Annual General Meeting of Energoprojekt Holding plc. to be held on 08.06.2015 in the projection room at the Energoprojekt building at 10:00 AM, or, in the event the meeting is rescheduled due to lack of quorum, on 16.06.2015 in the projection room at the Energoprojekt building at 10:00 AM.

As the 43rd Annual General Meeting of Energoprojekt Holding plc. scheduled for 08.06.2015 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., 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

TO ALL SHAREHOLDERS

on this day 09.06.2015 the following

INVITATION TO ATTEND THE

43rd REPEAT ANNUAL GENERAL MEETING

OF ENERGOPROJEKT HOLDING PLC.

SCHEDULED FOR JUNE 16, 2015

IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING

AT 10:00 AM

WITH THE FOLLOWING

A G E N D A

- 1. APPROVAL OF ENERGOPROJEKT GROUP ANNUAL CONSOLIDATED STATEMENTS FOR 2014 (*Energoprojekt Group consolidated financial statements for 2014; Auditor's Report for 2014 and Annual Business Report*)**

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

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 2014 (*Energoprojekt Holding plc. financial statements for 2014; Auditor's Report for 2014 and Annual Business Report*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

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

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

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

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

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. 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 plc. is 10.931.292.

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. APPOINTMENT OF MEMBERS OF THE SUPERVISORY BOARD OF ENERGOPROJEKT HOLDING PLC.

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

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. REPUBLIC OF SERBIA AND SHAREHOLDERS OF ENERGOPROJEKT HOLDING PLC. PROPOSAL

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.931.292.

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

NOTE II: Based on Art. 64 Par. 1 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 cancelled meeting on 29.05.2015 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: A voting power of attorney is only valid for the 43rd general meeting (including any repeat general meeting).

NOTE VI: A shareholder who votes in absentia is considered to have been present at the general meeting at the time the vote upon the agenda item in question was cast.

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 08.05.2015.

This invitation to shareholders is published on the company website **www.energoprojekt.rs**, **Investor Relations page, General Meeting submenu.**

CHAIRMAN OF THE SUPERVISORY BOARD

Dr Dragan Veljić, BSc Law