

ENERGOPROJEKT
HOLDING p.l.c.

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 10th meeting held on 05.05.2017 has convoked the 45th Annual General Meeting of Energoprojekt Holding plc. and 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., has presented the invitation to all shareholders, on 08/05/2017.

The Supervisory Board of Energoprojekt Holding plc. through its resolution issued at the 11th meeting held on 19/05/2017 has accepted the proposed Agenda addendum presented by Napred razvoj plc., and in this respect has made Invitation addendum to all shareholders.

The Supervisory Board of Energoprojekt Holding plc. through its resolution issued at the 12th meeting held on 22/05/2017 has accepted the proposed addendum of the Point 6 of Agenda presented by group of shareholders.

Pursuant to the abovementioned, The Supervisory Board of Energoprojekt Holding plc. presents

TO ALL SHAREHOLDERS

**INVITATION ADDENDUM TO ATTEND THE
45th ANNUAL GENERAL MEETING
OF ENERGOPROJEKT HOLDING PLC.
SCHEDULED FOR JUNE 8, 2017 AT 10:00 AM
IN THE PROJECTION ROOM AT THE ENERGOPROJEKT BUILDING**

**OR, IN THE EVENT THE MEETING IS RESCHEDULED
DUE TO LACK OF QUORUM
ON JUNE 16, 2017
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 HOLDING PLC. ANNUAL STATEMENTS FOR 2016 (*Energoprojekt Holding plc. financial statements for 2016; Auditor's Report for 2016 and Annual Business Report*)**

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.833.592.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

2. APPROVAL OF ENERGOPROJEKT HOLDING PLC. ANNUAL CONSOLIDATED STATEMENTS FOR 2016 (*Energoprojekt Holding plc. consolidated financial statements for 2016; Auditor's Report for 2016 and Annual Business Report*)

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.833.592.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

3. RESOLUTION ON DISTRIBUTION OF UNDISTRIBUTED PROFITS

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.833.592.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple 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 PLC.

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.833.592.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

5. RESOLUTION ON APPOINTMENT OF 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 10.833.592.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

6. APPOINTMENT OF MEMBER OF THE SUPERVISORY BOARD OF ENERGOPROJEKT HOLDING PLC.

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.833.592.

Based on Art. 86 Par. 3 of the Articles of Association of Energoprojekt Holding plc., candidates appointed as members of Supervisory Board should reach the majority of votes on Annual General Meeting of Energoprojekt Holding plc. If two candidates with the same number of votes appear, the voting procedure should be repeated only for those two candidates.

7. INFORMATION OF THE SUPERVISORY BOARD OF ENERGOPROJEKT HOLDING PLC. ON ACQUIRING OWN SHARES AT THE ORGANIZED MARKET

General Meeting makes no resolution on this issue.

8. RESOLUTION ON DISMISSAL OF THE PRESIDENT OF GENERAL MEETING

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.833.592.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

9. RESOLUTION ON APPOINTMENT OF THE PRESIDENT OF GENERAL MEETING

The total number of shareholder votes in the General Meeting of Energoprojekt Holding plc. is 10.833.592.

Based on Art. 38 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

If the Resolution could not be reached by acclamation, or a number of candidates appear, the ballot paper would be used for voting.

10. RESOLUTION ON DISMISSAL 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 10.833.592.

Based on Art. 69 Par. 1 of the Articles of Association of Energoprojekt Holding plc., this resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated.

11. 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 10.833.592.

Members of the Supervisory Board will be elected by two separated voting procedures:
1) voting for independent members of the Supervisory Board;
2) voting for other members of the Supervisory Board,

meaning the two related List of Candidates should be prepared.

Based on Art. 86 Par. 3 of the Articles of Association of Energoprojekt Holding plc., candidates appointed as members of Supervisory Board should reach the majority of votes on Annual General Meeting of Energoprojekt Holding plc. If two candidates with the same number of votes appear, the voting procedure should be repeated only for those two candidates.

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

Defining the number of votes of present shareholders, aimed to define the decision making majority of votes, the shareholders who practice their right to vote in absentia should also be calculated.

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 are made available to the shareholders, together with this notice, through the company website www.energoprojekt.rs (Investor Relations page, General Meeting submenu), where they can be downloaded in full.

Legal note to shareholders on participation in the meeting

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, or vote in absentia in accordance with the Articles of Association of Energoprojekt Holding plc.

Also, please be informed that you can download all required documents for the 45th Annual General Meeting from our website www.energoprojekt.rs (Investor Relations page, General Meeting submenu), including:

1. Power of Attorney Form;
2. Notice of Shareholders Day with an explanation that on this day only shareholders of Energoprojekt Holding plc. may participate in the meeting; as well as information that Shareholders are eligible to receive dividend and other payments if they were registered as shareholders of the company on 29/05/2017 (Dividend Day) in Central Securities, Depository and Clearing House;
3. Absentee Voting Form;
4. Manual on Shareholders' Power of Attorney issued in electronic form.



CHAIRMAN OF THE SUPERVISORY BOARD

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Andjelko Kovacevic, B.Sc. CE