

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. to be held on 08.06.2017 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 16.06.2017 in the projection room at the Energoprojekt building at 10:00 AM.

As the 45th Annual General Meeting of Energoprojekt Holding plc. scheduled for 08.06.2017 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 08.06.2017 the following

**INVITATION TO ATTEND THE
45th REPEAT ANNUAL GENERAL MEETING
OF ENERGOPROJEKT HOLDING PLC.
SCHEDULED FOR 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.

This resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated, which could not be less than one quarter of total number of shares with the right to vote upon this matter.

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.

This resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated, which could not be less than one quarter of total number of shares with the right to vote upon this matter.

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.

This resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated, which could not be less than one quarter of total number of shares with the right to vote upon this matter.

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.

This resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated, which could not be less than one quarter of total number of shares with the right to vote upon this matter.

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.

This resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated, which could not be less than one quarter of total number of shares with the right to vote upon this matter.

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.

Members of the Supervisory Board are appointed from candidates who received the most votes at the General Meeting. If two candidates receive an equal number of votes, a repeat vote shall be held between the 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.

This resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated, which could not be less than one quarter of total number of shares with the right to vote upon this matter.

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.

This resolution is adopted by acclamation, with the majority of the shareholders present at general Meeting, considering that each person has one vote.

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.

This resolution is adopted by a simple majority of the shareholders present with right to vote upon the matter being deliberated, which could not be less than one quarter of total number of shares with the right to vote upon this matter.

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.

Members of the Supervisory Board are appointed from candidates who received the most votes at the General Meeting. If two candidates receive an equal number of votes, a repeat vote shall be held between the two candidates.

NOTES TO THE 45TH REPEAT ANNUAL GENERAL MEETING:

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.

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 29.05.2017 shall also apply to the repeat general 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 made available to the shareholders on 08.05.2017. This invitation to shareholders is published on the company website www.energoprojekt.rs, **Investor Relations page, General Meeting submenu.**

CHAIRMAN OF THE SUPERVISORY BOARD



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Andjelko Kovacevic, Dipl.Ing.