



**GESCO AG**

Wuppertal

– ISIN DE0005875900 –

– Securities identification number 587 590 –

**Invitation  
to the Annual General Meeting**

Notice is hereby given that the **Annual General Meeting** will be held at the Stadthalle Wuppertal, Johannisberg 40, D-42103 Wuppertal, on **2 September 2010 at 10:30 hours** (doors open 9:30 hours).

**Agenda**

**POINT 1**

**Presentation of the adopted annual financial statements and approved consolidated financial statements for financial year 2009/2010 (1 April 2009 to 31 March 2010), as well as the management report and the Group management report, the report from the Supervisory Board and the report of the Executive Board in accordance with Sections 289 para. 4 and 315 para. 4 of the German Commercial Code (HGB)**

**POINT 2**

**Resolution on the appropriation of retained profit for financial year 2009/2010**

The Executive Board and Supervisory Board propose the following appropriation of retained profit for financial year 2009/2010 of EUR 3,926,832.00:

Distributing a dividend of EUR 1.30 per no-par value share  
on the current share capital entitled to dividends

(3,023,000 shares minus 2,360 own shares)

EUR 3,926,832.00

**POINT 3**

**Resolution on the approval of the actions of the Executive Board for financial year 2009/2010**

The Supervisory Board and Executive Board propose to approve the actions of Executive Board members in financial year 2009/2010.

#### **POINT 4**

##### **Resolution on the approval of the actions of the Supervisory Board for financial year 2009/2010**

The Executive Board and Supervisory Board propose to approve the actions of Supervisory Board members in financial year 2009/2010.

#### **POINT 5**

##### **Resolution on appointing an auditor for the annual and consolidated financial statements 2009/2010**

The Supervisory Board proposes to appoint Dr. Breidenbach und Partner GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Wuppertal, as auditor of the annual and consolidated financial statements 2010/2011. It also proposes to appoint the same company as auditors for any potential audit of the abbreviated financial statements and interim management report included in the half-year report 2010/2011.

#### **POINT 6**

##### **Resolution on the approval of the remuneration system for Executive Board members**

The Act on the Appropriateness of Executive Board Remuneration (VorstAG) from 31 July 2009 has provided the Annual General Meeting with the right to approve the remuneration system for Executive Board members. The Company intends to make use of this right. The new remuneration system for Executive Board members, as passed by the Supervisory Board on 31 May 2010, is to be approved.

The Executive Board and Supervisory Board propose to approve the new remuneration system for Executive Board members, as passed by the Supervisory Board on 31 May 2010.

#### **POINT 7**

##### **Election of new Supervisory Board members**

The terms of service of Supervisory Board members Willi Back, Klaus Möllerfriedrich and Rolf-Peter Rosenthal expire at the end of the Annual General Meeting of GESCO AG on 2 September 2010. In accordance with Section 96 of the German Stock Corporation Act (AktG) and Section 8 para. 1 of the Articles of Association, the Supervisory Board is comprised of three members who are all elected at the Annual General Meeting. The Annual General Meeting does not have to comply with proposals for election. In accordance with the German Corporate Governance Code, the Company intends to elect the new Supervisory Board members individually.

The Supervisory Board proposes to elect

- 7.1. Willi Back, retired Chairman of the Executive Board of GESCO AG, residing in Neckargemünd, Germany,**
- 7.2. Klaus Möllerfriedrich, self-employed auditor/tax consultant and partner at PARES Strategiepartner, Wuppertal, residing in Wuppertal, Germany, and**
- 7.3. Rolf-Peter Rosenthal, retired Bank Director, residing in Wuppertal, Germany,**

as new Supervisory Board members for a term which expires at the end of the Annual General Meeting at which a resolution on approving the actions of the Supervisory Board is passed in the fourth year after the beginning of their term of service. The financial year in which the terms of service begin does not count towards this period. Mr. Möllerfriedrich intends to stand for the position as Chairman of the Supervisory Board should he be elected as a member.

The proposed candidates currently hold positions on the following legally established Supervisory Boards and similar control bodies of German and foreign commercial enterprises:

- **Willi Back**  
Metall-Chemie Holding GmbH, Hamburg (Advisory Board)
  
- **Klaus Möllerfriedrich**  
COREST AG, Düsseldorf (Chairman of the Supervisory Board)  
TopAgers AG, Langenfeld (Chairman of the Supervisory Board)  
MicroVenture GmbH & Co. KGaA Beteiligungsgesellschaft, Düsseldorf (Supervisory Board)  
Dr. Ing. Thomas Schmidt AG, Cologne (Supervisory Board)
  
- **Rolf-Peter Rosenthal**  
Siegfried Leithäuser GmbH & Co. KG, Hamm (Chairman of the Advisory Board)  
Jackstädt Holding GmbH, Wuppertal (Advisory Board)  
Coroplast Fritz Müller GmbH & Co. KG, Wuppertal (Advisory Board).

## **POINT 8**

### **Resolution on the authorisation to acquire own shares in accordance with Section 71 para. 1 no. 8 of the German Stock Corporation Act (AktG)**

In accordance with Section 71 para. 1 no. 8 of the German Stock Corporation Act (AktG), the Company is entitled to acquire own shares to a total amount not exceeding 10 % of the Company's share capital. The Annual General Meeting on 27 August 2009 authorised the company to acquire such shares. This authorisation expires on 26 February 2011. A resolution is to be passed on a new authorisation to acquire own shares, which would replace the existing one, to enable the Company to acquire own shares after this date. In accordance with the Act for the Implementation of the Shareholder Rights Directive (ARUG) from 30 July 2009, the authorisation can now be given for a period of up to five years. The Company intends to use this right so as to streamline future Annual General Meetings.

The Executive Board and Supervisory Board are therefore proposing to pass the following resolution:

- a) The authorisation to acquire own shares, which was approved under point 5 on the agenda of the Annual General Meeting of GESCO AG on 27 August 2009, is to be annulled with effect at the end of the Annual General Meeting on 2 September 2010 and replaced by the following authorisation to acquire own shares; existing authorisations for the use of previously acquired shares remain unaffected.
  
- b) In accordance with Section 71 para. 1 no. 8 of the German Stock Corporation Act (AktG), the Company is authorised to acquire own shares of up to one tenth of the Company's share capital held at the time of the resolution or the Company's share capital at the time of utilising such authorisation (if the value is lower) until 1 September 2015; own shares already held by the Company are counted towards this amount. The authorisation may be utilised for any lawful purpose. Trading in own shares is not permitted. The Executive Board may choose to acquire own shares on the stock exchange or by submitting an offer to buy to all shareholders.

- c) If the Company acquires own shares on the stock exchange, the purchase price (excluding incidental costs) may not exceed or undercut the price determined for company shares of the same type in the opening auction in XETRA trading (or a comparable successor system) on Frankfurt Stock Exchange by more than 10 %.
- d) If the Company acquires own shares by submitting a public offer to buy, it can either publish a formal offer itself or publicly invite tenders from shareholders. In both cases, the Company determines a price or price range per share. In the second case, the final price is determined on the basis of existing accepted offers or tenders. The offer or invitation for tenders may include a deadline for accepting or submitting an offer, conditions and also the possibility to adjust any existing price ranges during such period in the case of significant price fluctuations. The price per company share (excluding incidental costs) may not exceed or undercut the stock exchange price by more than 10 %. If the Company submits a formal offer, the average closing price of company shares of the same type in the opening auction in XETRA trading (or a comparable successor system) on Frankfurt Stock Exchange over the last five trading days prior to the date of the final decision by the Executive Board on the formal offer, or in the case of an adjusted offer, prior to the date of the final decision made by the Executive Board on the adjustment of the offer, is taken to be the applicable stock exchange price. If the Company publishes an invitation for tenders, the date of the decision by the Executive Board on the offer is replaced by the date of acceptance of a tender by the Company.
- e) If the volume of tendered shares exceeds the intended buyback volume, the acquisition must be carried out according to the ratio between tendered and offered shares. The company is authorised to give preference to the acquisition of low numbers of up to 100 offered or tendered shares and figures may be rounded in line with business principles.
- f) The Executive Board is authorised, upon approval by the Supervisory Board, to sell the acquired own shares on the stock exchange or by submitting a public offer to all shareholders. If the Company sells own shares on the stock exchange, shareholders do not have any subscription rights. If the Company sells own shares by submitting a public offer, the Executive Board is authorised to exclude shareholders' subscription rights for residual amounts.

The Executive Board is also authorised, upon approval by the Supervisory Board, to use alternative means for selling own shares if company shares are sold for cash at a price (excluding incidental sales costs) that does not significantly undercut the stock exchange price of company shares at the time of sale. This authorisation is limited to a total of 10 % of share capital at the time of the resolution by the Annual General Meeting (including other authorisations on the issuing of new shares or new warrant or convertible bonds without subscription rights in accordance with Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG), which are exercised during the period of this authorisation), or at the time of utilising such authorisation to sell existing share capital of the Company, if this amount is lower.

In addition, the Executive Board is authorised, upon consent by the Supervisory Board, to sell acquired own shares to third parties, excluding shareholders' subscription rights, provided that the purpose is to acquire companies, parts of companies and/or shares in companies.

If the Company submits an offer to buy to all shareholders, the Executive Board is also authorised to issue subscription rights to holders of any warrant or convertible bonds issued by the Company or a Group company to such an amount as they would be entitled to after exercising their option and conversion rights or after complying with their conversion obligations.

Finally, the Executive Board is authorised, upon approval by the Supervisory Board, to issue acquired own shares without subscription rights as part of a stock option programme. Directly after the Annual General Meeting on 23 August 2007, the Company introduced a stock option programme with an original term of three years. The Company now intends to extend this programme by another three years under the following conditions:

The stock option programme is open to Executive Board members of the Company and managers selected by the Executive Board, upon approval by the Supervisory Board. The stock options will be issued in annual tranches at an exercise price that corresponds to the average XETRA closing price for the GESCO share on the ten consecutive stock exchange trading days after the Annual General Meeting held in the year the option was issued. Each option is issued within a month after the Annual General Meeting. Under the stock option programme, participants must use their own private funds to acquire GESCO shares as an equity investment, which may not be sold during the qualifying period. Ten options may be acquired for each own share contributed to the programme. The waiting period for exercising the options is four years and two months; after the end of the waiting period, the options may be exercised at any time up to 15 March of the year after next. If and how many options may be exercised depends on whether or not an absolute and relative target have been achieved. The absolute target has been achieved if the GESCO share price has developed positively until the option is exercised. The relative target has been achieved if the GESCO share price has outperformed the S-DAX until that same time. Participants may exercise 100 % of their options if both targets have been achieved. If only the absolute target has been achieved, participants may exercise only 75 % of their options. The remaining 25 % expire without entitling the holder to compensation of any kind. If neither target has been achieved at the time the options are to be exercised, all options of the respective tranche expire without entitling the holder to compensation of any kind. GESCO AG reserves the right to provide partial or full cash compensation for gains under the programme instead of issuing some or all of the shares. Potential profit for participants is limited to 50 % of the exercise price.

- g) Finally, the Executive Board is authorised, upon consent by the Supervisory Board, to recall all or part of the acquired own shares without requiring any further resolution of the Annual General Meeting.

The Company or an affiliated company or a third party acting on behalf of the Company or an affiliated company may utilise the above authorisations once or several times, fully or in part, individually or combined.

## **POINT 9**

### **Resolution on the amendment to the existing profit transfer agreement with MAE Maschinen- und Apparatebau Götzen GmbH**

GESCO AG, the controlling company, concluded a profit transfer agreement with its fully owned subsidiary MAE Maschinen- und Apparatebau Götzen GmbH, the controlled company, on 21 August 2008. The Annual General Meeting approved this agreement on the same day. This agreement is to be amended to account for changes to general legal terms and conditions. In view of these circumstances, GESCO AG intends to conclude an amendment agreement on the existing profit transfer agreement with MAE Maschinen- und Apparatebau Götzen GmbH, which is to be effective retrospectively as from 1 January 2010 and is not to replace the existing profit transfer agreement.

The Executive Board and Supervisory Board propose to approve the amendment of the profit transfer agreement between GESCO AG, the controlling company, and MAE Maschinen- und

Apparatebau Götzen GmbH, the controlled company, in accordance with the draft of the amendment agreement.

A revised version, including both original and amended wording, of the profit transfer agreement between GESCO AG and MAE Maschinen- und Apparatebau Götzen GmbH, including draft versions of the amendments, is provided below. Any changes compared to the agreement dated 21 August 2008 are marked in bold. Deleted passages are placed in square brackets and also underlined.

## “PROFIT TRANSFER AGREEMENT

between

1. GESCO Aktiengesellschaft, headquartered at Döppersberg 19, 42103 Wuppertal, Germany, registered at the Commercial Register of Wuppertal District Court under German Commercial Register Number HRB 7847

and

2. MAE Maschinen- und Apparatebau Götzen GmbH (hereinafter referred to as “MAE GmbH”), headquartered at Steinhof 65, 40699 Erkrath, Germany, registered at the Commercial Register of Wuppertal District Court under German Commercial Register Number HRB 21240

### Section 1 Profit transfer

1. [MAE GmbH shall transfer all profit, which it would report without this agreement, to GESCO AG. The company may not accrue any profits subject to the stipulations in paragraph 2 of this agreement.] **MAE GmbH shall transfer all profit reported in accordance with German commercial law to GESCO AG. Subject to the accrual or reversal of reserves in accordance with paragraph 2 of this agreement and Sections 30 et seq. of the German Limited Liability Companies Act (GmbHG), the entire net profit for the year less any loss carry forwards from the previous year and the amount which may not be distributed in accordance with Section 268 para. 8 of the German Commercial Code (HGB) must be transferred to GESCO AG.**
2. MAE GmbH requires the approval of GESCO AG for allocating part of net profit for the year to other revenue reserves, if it is permissible under German commercial law and financially necessary according to prudent commercial judgement. Other revenue reserves accrued during the period of this agreement shall be reversed and used for offsetting losses or transferred as profit upon GESCO AG’s request.
3. The obligation to transfer profits shall apply for the first time to the entire net profit for the financial year in which this agreement becomes effective.

### Section 2 Loss assumption

1. [For the duration of this agreement, GESCO AG shall offset all net losses for the year if these cannot be offset by money taken from other revenue reserves which have been accrued during the period of this agreement. Section 1 para. 3 applies accordingly.] **In accordance with Section 302 para. 1 of the German Stock**

Corporation Act (AktG), for the duration of this agreement, GESCO AG shall offset any other net loss for the year generated by MAE GmbH during the period of this agreement if this cannot be offset by using funds from other revenue reserves in accordance with Section 1 para. 2 of this profit transfer agreement, which have been accrued during the period of this agreement. Sections 302 para. 3 and 4 of the German Stock Corporation Act (AktG) apply accordingly.

2. [Section 302 para. 3 of the German Stock Corporation Act (AktG) applies accordingly.] Section 1 para. 3 applies accordingly.

### Section 3 Effective date and duration

1. This agreement must be approved by the shareholders' meeting of MAE GmbH and the Annual General Meeting of GESCO AG.
2. This agreement shall become effective upon registration at the commercial register responsible for the region in which the headquarters of MAE GmbH are located.
3. [This indefinite agreement may only be terminated after a minimum of five years from the date of registration at the commercial register have elapsed.] This indefinite agreement may only be terminated after the expiry of the financial year of MAE GmbH which ends at least six calendar years after the beginning of the financial year in which the amendment agreement to this agreement, which was concluded in 2010, becomes effective. After this period, the agreement may be terminated in writing at the end of any financial year of MAE GmbH by giving six months notice. The written termination must reach the contractual partners within this period.
4. The right of each party to terminate this agreement at any time for important reasons without complying with the termination period remains unaffected. In particular, GESCO AG has the right to terminate this agreement for important reasons if it no longer holds a majority share in MAE GmbH or another shareholder invests in MAE GmbH.

### Section 4 Final provisions

The ineffectiveness or impracticability of one or several provisions in this agreement does not affect the effectiveness of the remaining provisions.”

In accordance with Section 295 para. 1 sentence 1 in conjunction with 293b of the German Stock Corporation Act (AktG), the draft of the amendment agreement does not require an audit, as GESCO AG, the controlling company, holds all shares in MAE Maschinen- und Apparatebau Götzen GmbH.

## POINT 10

### **Resolution on amendments to Sections 13 para. 2 and 14 of the Articles of Association**

The Act for the Implementation of the Shareholder Rights Directive (ARUG) from 30 July 2009 has implemented amendments to the German Stock Corporation Act. Regulations on the invitation and application periods for the Annual General Meeting and regulations on exercising voting rights via a representative have changed. The Company intends to amend its Articles of Association to

comply with the new legal requirements. The Act for the Implementation of the Shareholder Rights Directive (ARUG) also entitles the Executive Board to grant shareholders the right to vote in writing or by means of electronic communications without having to participate in the Annual General Meeting in person (postal vote). The Company intends to authorise the Executive Board to apply the rights provided by ARUG.

The Executive Board and Supervisory Board are therefore proposing to pass the following amendments to the Articles of Association:

- a) Section 13 para. 2 of the Articles of Association in its current form will be annulled and replaced by an amended version:

“The invitation will be published in the electronic Federal Gazette (Bundesanzeiger) in compliance with the statutory publication period.”

- b) Section 14 of the Articles of Association in its current form will be annulled and replaced by an amended version:

“Section 14  
Conditions for participating and exercising voting rights

- (1) Shareholders wishing to participate in the Annual General Meeting or exercise their voting rights must register for the Annual General Meeting and provide proof of their entitlement. Both registration and proof must reach the Company at the address stated on the invitation within the statutory period.
- (2) The Executive Board is entitled to grant shareholders the right to vote in writing or by means of electronic communications without having to participate in the Annual General Meeting in person (postal vote). The Executive Board is also entitled to decide upon the details of the procedure, which must be published with the invitation to the Annual General Meeting.
- (3) A representative may exercise the voting right on behalf of a shareholder. Any authorisation, annulment thereof and proof of authorisation must be submitted to the Company in writing. Section 135 of the German Stock Corporation Act (AktG) remains unaffected. The invitation to the Annual General Meeting may include an easement.”

### **Report by the Executive Board on point 8 on the agenda**

In accordance with Sections 71 para. 1 no. 8 sentence 5, 186 para. 3 sentence 4 and para. 4 sentence 2 of the German Stock Corporation Act (AktG), the Executive Board is providing the following report on point 8 on the agenda about the reasons for the proposed authorisation of the Executive Board to exclude shareholders' subscription rights for the sale of the Company's own shares.

The Executive Board and Supervisory Board propose to the Annual General Meeting to authorise the Company to acquire own shares so that it may utilise the advantages associated with such acquisition in the interest of the Company and shareholders.

The proposed authorisation enables the Company to acquire own shares of up to 10 % of current share capital until 1 September 2015. This complies with the maximum limit permitted by law. Shares may only be acquired on the stock exchange or by submitting a public offer to buy to all



shareholders. This ensures equal treatment of all shareholders in accordance with Section 71 para. 1 no. 8 sentences 3 and 4 of the German Stock Corporation Act (AktG).

The authorisation provides for an exclusion of subscription rights for residual amounts if own shares are sold by way of a public offer. The aim is to achieve a practicable subscription ratio, which would simplify the implementation of the offer.

Furthermore, the proposed authorisation provides for the possibility to sell own shares to third parties by other means than the stock exchange or public offer to all shareholders if own shares are sold for cash and at a price which does not significantly undercut the applicable stock exchange price. The aim is to enable the Company to sell shares to institutional investors, financial investors or other cooperation partners and by determining a price in line with the market to achieve the highest possible sales price and therefore strengthen the Company's own resources as much as possible. Although this type of sale excludes shareholders' subscription rights, it is permissible by law as it corresponds to the simplified exclusion right in accordance with Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG). This authorisation may only be utilised for up to 10 % of share capital, including other existing authorisations of the Company to exclude subscription rights in accordance with or along the lines of Sentence 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG). At the time of resolution, the Company has no other authorisations to exclude subscription rights in accordance with or along the lines of Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG). The Executive Board will report to the Annual General Meeting on every use of this authorisation.

In addition, acquired own shares, excluding shareholders' subscription rights, may be sold to third parties providing that the purpose is to acquire companies, parts of companies and/or shares in companies. The aim is to enable the Executive Board to offer company shares as consideration for the acquisition of companies or shares in companies. The proposed authorisation gives the Company the necessary flexibility to use own shares as payment for acquisitions and therefore quickly and flexibly react to advantageous offers for the acquisition of companies or investments in other companies. This justifies the proposed authorisation to exclude shareholders' subscription rights. The Executive Board will report to the Annual General Meeting on every use of this authorisation.

Finally, the Company should be granted the right to partially exclude shareholders' subscription rights for the sale of own shares by means of an offer to buy to all shareholders in favour of holders of warrant/and or convertible bonds that may be issued in the future to guarantee the subscription rights on the shares to be sold to such an amount as the holders of these bonds would be entitled to after exercising their option and conversion rights or after complying with their conversion obligations. This would avoid a reduction of option or conversion prices and therefore strengthen the financial resources of the Company. At present, neither the Company nor any other GESCO Group company has issued warrant or convertible bonds.

In addition, the aim is to enable the Company to use acquired own shares, excluding subscription rights, for a stock option programme for Executive Board members and selected managers. Directly after the Annual General Meeting on 23 August 2007, the Company introduced a stock option programme with an original term of three years. It is now intended to extend this programme by another three years under the conditions stated for issuing an authorisation. In view of the competition for qualified executive employees, it is extremely important and necessary to tie Executive Board members and selected managers to the Company.

By being able to recall acquired own shares without requiring a further resolution of the Annual General Meeting and by reducing share capital accordingly, the Company is able to quickly and flexibly adjust its equity to the requirements of the capital market.

## **Information on the Annual General Meeting**

The following documents will be available to shareholders at the Company's premises at Döppersberg 19, 42103 Wuppertal, Germany, as from the date of the invitation to the Annual General Meeting being issued. They will also be available for perusal throughout the Annual General Meeting. Copies will be sent upon request, free of charge and without delay to every shareholder. All documents are also available online at <http://www.gesco.de/en/annual-meeting>:

- Annual financial statements and the management report of GESCO AG for financial year 2009/2010;
- Annual Report 2009/2010, including consolidated financial statements and the Group management report of GESCO Group for financial year 2009/2010 as well as the report from the Supervisory Board, management report and notes, in accordance with Sections 289 para. 4 and 315 para. 4 of the German Commercial Code (HGB);
- Information on the new remuneration system for Executive Board members as approved by the Supervisory Board on 31 May 2010 – point 6 on the agenda;
- Report of the Executive Board on point 8 on the agenda;
- Profit transfer agreement between GESCO AG and MAE Maschinen- und Apparatebau Götzen GmbH from 21 August 2008 and draft amendment agreement;
- Annual and consolidated financial statements as well as management reports of GESCO AG and the Group for financial years 2007/2008, 2008/2009 and 2009/2010;
- Annual financial statements and management reports of MAE Maschinen- und Apparatebau Götzen GmbH for financial years 2007, 2008 and 2009;
- Report by the Executive Board of GESCO AG on the draft amendment agreement on the profit transfer agreement from 21 August 2008.

Further details on shareholders' rights and other information in accordance with Section 124a of the German Stock Corporation Act (AktG) is available online at the above website address.

## **Total number of shares and voting rights**

At the time of the invitation to the Annual General Meeting being issued, the Company's share capital amounted to EUR 7,859,800 and was divided into 3,023,000 no-par value shares. Each share carries one voting right. At the time of the invitation to the Annual General Meeting being issued, voting rights therefore amounted to 3,023,000. In accordance with Section 71b of the German Stock Corporation Act (AktG), own shares do not carry any rights. At the time of the invitation to the Annual General Meeting being issued, the Company held 2,360 own shares. The total number of shares carrying participation and voting rights at the time of the invitation to the Annual General Meeting being issued therefore amounted to 3,020,640.

## **Participation in the Annual General Meeting**

In accordance with Section 14 para. 1 and 2 of the Articles of Association in conjunction with Section 123 para. 2 sentences 1 and 2 and para. 3 sentences 2 and 3 of the German Stock Corporation Act (AktG), only shareholders are entitled to participate in the Annual General Meeting and exercise voting rights who register in writing, per fax or via electronic communications no later than midnight on 26 August 2010 (24:00 hours CEST) at the address below:

GESCO AG  
c/o Deutsche Bank AG  
General Meetings  
PO box 20 01 07  
D-60272 Frankfurt am Main  
Fax: +49 (0)69 12012-86045  
E-mail: WP.HV@Xchanging.com

and provide the Company with proof of their shareholding in the Company at the beginning of the 21st day prior to the Annual General Meeting (so-called record date), this being 12 August 2010 (0:00 hours CEST) at the same address. Documentary proof must be issued by the depository bank or financial service provider. Both registration and proof must be submitted in writing in German or English language.

In accordance with Section 123 para. 3 sentence 6 of the German Stock Corporation Act (AktG), the Company only needs to recognise as shareholders any persons who have provided proof of their shareholdings within the specified period and grant them admission to the Annual General Meeting and the right to exercise their votes. The Company may therefore refuse to let any shareholders who have not provided any proof or have provided it outside the specified period participate in the Annual General Meeting and exercise their votes. After successful registration for the Annual General Meeting, shares are not locked but can still be freely traded. Any disposals after the record date have no effect on the entitlement to participate in the Annual General Meeting and to exercise voting rights. On the other hand, persons who did not yet hold any shares at the record date but acquired shares after this date are not entitled to participate or vote.

### **Process for exercising voting rights via an authorised representative**

Shareholders who do not wish to participate in the Annual General Meeting in person may choose an authorised representative, e.g. a bank, shareholders' association or representative named by the Company, to exercise the voting right on their behalf. Even if this is the case, a registration must still reach the Company within the specified period. Shareholders will receive an authorisation form with their ticket to the Annual General Meeting. The authorisation form can also be sent to shareholders in written form at any time upon request. It can also be downloaded online at [www.gesco.de/de/hauptversammlung](http://www.gesco.de/de/hauptversammlung). Please note that in the case of several representatives being appointed, the Company reserves the right to reject one or several of them.

If the representative is neither a bank nor shareholders' association nor coordinate person or entity in accordance with Sections 135 para. 8 and 135 para. 10 in conjunction with 125 para. 5 of the German Stock Corporation Act (AktG), the authority must be issued or revoked in writing and written proof must be provided to the Company. Proof of authorisation must be provided either on the day of the Annual General Meeting or sent to the following address:

GESCO AG  
Investor Relations  
Döppersberg 19  
D-42103 Wuppertal  
Fax: +49 (0)202-2482049  
E-mail: [info@gesco.de](mailto:info@gesco.de)

In the case of the authorised representative being a bank, shareholders' association or coordinate person or entity in accordance with Sections 135 para. 8 and 135 para. 10 in conjunction with 125 para. 5 of the German Stock Corporation Act (AktG), we would kindly ask shareholders to enquire about the necessary type of authority from the person or entity in good time, as a special type of

authorisation may be required. Section 135 para. 5 sentence 4 of the German Stock Corporation Act applies to the proof of authorisation of a representative.

We offer our shareholders the opportunity to appoint representatives named by the Company, who are bound by instructions, prior to the Annual General Meeting. If shareholders appoint representatives named by the Company, they must provide them with instructions on exercising their voting rights. Without such instructions, the authorisation is invalid. Representatives must vote according to those instructions. Representatives of voting rights will not accept any authorisations for exercising other administrative rights such as the right to speak and ask questions. Shareholders wishing to authorise a representative named by the Company require a ticket to the Annual General Meeting. Shareholders should request a ticket from their depository bank as early as possible to ensure they receive it in good time. Authorisations of a representative named by the Company can be submitted in writing, per fax or via e-mail until 31 August 2010 (24:00 hours CEST) at the address below:

GESCO AG  
Investor Relations  
Döppersberg 19  
D-42103 Wuppertal  
Fax: +49 (0)202-2482049  
E-mail: [info@gesco.de](mailto:info@gesco.de)

Shareholders will receive details on issuing an authorisation and instructions with their ticket. This information is also available on the company website at <http://www.gesco.de/en/annual-meeting>.

### **Counter motions and proposals for election**

In accordance with Sections 126 and 127 of the German Stock Corporation Act (AktG), shareholders must submit counter motions on one or several points on the agenda and proposals for election by 18 August 2010 (24:00 hours CEST) at the latest to the following address only:

GESCO AG  
Investor Relations  
Döppersberg 19  
D-42103 Wuppertal  
Fax: +49 (0)202-2482049

Any counter motions and proposals for election sent to any other address will be disregarded.

In accordance with Sections 126 and 127 of the German Stock Corporation Act (AktG), any publishable counter motions, proposals for election and potential statements by management will be made available online to shareholders without delay at <http://www.gesco.de/en/annual-meeting>.

### **Motions to amend the agenda submitted by a minority share in accordance with Section 122 para. 2 of the German Stock Corporation Act (AktG)**

In accordance with Section 122 para. 2 of the German Stock Corporation Act (AktG), shareholders whose combined investments account for at least one twentieth of share capital (corresponding to EUR 392,990.00 or 151,150 no-par value shares of the Company) may motion for points on the agenda to be added and announced. Each motion for an additional point on the agenda must be accompanied by an explanatory statement or proposed resolution.

Any such motion to add points to the agenda must reach the Company in writing, including all legally required statements and proofs, no later than 30 days prior to the Annual General Meeting, in other words by 2 August 2010 (24:00 hours CEST) at the latest at the following address:

GESCO AG  
– Executive Board –  
Döppersberg 19  
D-42103 Wuppertal

**Shareholders' right to information in accordance with Section 131 para. 1 of the German Stock Corporation Act (AktG)**

In accordance with Section 131 para. 1 of the German Stock Corporation Act (AktG), every shareholder and every shareholder's representative is entitled to request information from the Executive Board on Company issues, the Company's legal and business relationships to an affiliated company as well as the Group's position and that of companies included in the consolidated financial statements at the Annual General Meeting, if such information is necessary to make an informed decision on one or several of the points on the agenda. We would like to point out that the Executive Board may refuse to provide such information under the conditions stated in Section 131 para. 3 of the German Stock Corporation Act (AktG).

Wuppertal, July 2010

**GESCO AG**  
**The Executive Board**