



GESCO AG

Wuppertal

- ISIN DE000A1K0201 -

- Securities Identification Number A1K020 -

Invitation to the Annual General Meeting

Notice is hereby given that the **Annual General Meeting** will be held on **Thursday, 18 June 2019 at 11:00 am** (Central European Summer Time – CEST).

The Annual General Meeting will be held as a Virtual Annual General Meeting without the physical presence of shareholders or authorised representatives. Shareholders and authorised representatives will only participate by means of electronic communication according to the terms and information included in this document following the agenda.

Agenda

POINT 1

Presentation of the adopted annual financial statements and approved consolidated financial statements, as well as the management report of GESCO AG and the Group management report, for the abbreviated financial year 2019 (1 April 2019 to 31 December 2019) and the report from the Supervisory Board

At its meeting on 1 April 2020, the Supervisory Board of GESCO AG approved the annual financial statements presented by the Executive Board. The annual financial statements have therefore been approved in accordance with Section 172 AktG, according to which a resolution of the Annual General Meeting regarding this matter is not required. The consolidated financial statements were also approved by the Supervisory Board at its meeting on 1 April 2020. In accordance with Section 173 para. 1 sentence 2 AktG, the Annual General Meeting is not required to pass a resolution on this matter either.

The above-mentioned documents and the explanatory report in accordance with Sections 289 and 315a HGB in conjunction with Article 83 para. 1 sentence 2 of the EGHGB are available online on the company's website at

www.gesco.de/en/hv

from the day the Annual General Meeting is convened.

POINT 2

Resolution on the appropriation of retained profit for the abbreviated financial year 2019

The Executive Board and Supervisory Board of GESCO AG propose the following appropriation of retained profit for the abbreviated financial year 2019 in the amount of € 11,309,289.17:

Distribution of a dividend of € 0.23 per share on the current share capital entitled to dividends (10,839,499 shares):	€ 2,493,084.77
Transfer to other revenue reserves	€ 8,816,204.40
Retained profit:	€ 11,309,289.17

POINT 3

Resolution on the approval of the actions of the Executive Board for the abbreviated financial year 2019

The Supervisory Board and Executive Board propose approving the actions of Executive Board members in the abbreviated financial year 2019.

POINT 4

Resolution on the approval of the actions of the Supervisory Board for the abbreviated financial year 2019

The Executive Board and Supervisory Board propose approving the actions of Supervisory Board members in the abbreviated financial year 2019.

POINT 5

Appointment of an auditor for the annual and consolidated financial statements for financial year 2020 (1 January 2020 to 31 December 2020)

The Supervisory Board proposes appointing Breidenbach und Partner PartG mbB, Wirtschaftsprüfungsgesellschaft - Steuerberatungsgesellschaft, Wuppertal, Germany, as auditors of the annual and consolidated financial statements for financial year 2020 and for any potential audit of the abbreviated financial statements and interim management report as at 30 June 2020.

POINT 6

Election to the Supervisory Board

The terms of office of Supervisory Board members Jens Große-Allermann, Stefan Heimöller, Klaus Möllerfriedrich and Dr Nanna Rapp will end at the conclusion of the Annual General Meeting at GESCO AG on 18 June 2020. Pursuant to Section 96 AktG and Article 8 para. 1 of the Articles of Association, the Supervisory Board comprises four members, all of whom are elected by the Annual General Meeting. In accordance with the German Corporate Governance Code, the intention is to organise the Supervisory Board elections as individual elections.

The Supervisory Board proposes to elect

- 6.1 Mr Jens Große-Allermann**, member of the Executive Board of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn, Germany, and Fiducia Treuhand AG, Bonn, Germany, residing in Cologne, Germany,
- 6.2 Dipl.-Kfm. Stefan Heimöller**, Managing Partner of Platestahl Umformtechnik GmbH, Lüdenscheid, Germany, and Helios GmbH, Neuenrade, Germany, residing in Neuenrade, Germany,
- 6.3 Dipl.-Kfm. Klaus Möllerfriedrich**, Auditor/Tax Advisor and Partner of MBB Möllerfriedrich Beteiligung & Beratung GmbH, Wuppertal, Germany, and a Partner of PARES Strategiepartner in Cologne, Germany, residing in Düsseldorf, Germany,
- 6.4 Dr Nanna Rapp**, member of the management team of E.ON Inhouse Consulting GmbH, residing in Düsseldorf, Germany,

as members of the Supervisory Board until the conclusion of the Annual General Meeting that resolves on the approval of the Supervisory Board members' actions in the fourth financial year following their appointment. This does not include the financial year in which the term of office begins. In the event of his appointment, Mr Möllerfriedrich intends to stand for election as Chairman of the Supervisory Board, but to relinquish this role as Chairman after three years. Current plans call for the current Deputy Chairman, Mr Heimöller, to subsequently run for the office of Chairman of the Supervisory Board.

The Supervisory Board notes the following in accordance with the recommendations of the German Corporate Governance Code:

Mr Große-Allermann is a member of the Executive Board of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn, Germany, and currently holds approximately 14.8 % of the share capital of GESCO AG and is therefore its largest individual shareholder. Mr Heimöller currently holds a 13.9 % stake in the share capital of GESCO AG and is therefore its second-largest individual shareholder. Mr Heimöller is Managing Partner of Platestahl Umformtechnik GmbH, which maintains a minor customer / supply relationship with Dörrenberg Edelstahl GmbH, a 90 % subsidiary of GESCO AG. Lastly, it is noted that Mr Möllerfriedrich has been a member of the Supervisory Board of the company since 1989 as the founder of GESCO AG. The Supervisory Board does not believe that there are any further personal or business relationships between the proposed candidates and GESCO Group companies, executive bodies of GESCO AG or any major shareholders in GESCO AG.

Mr Große-Allermann is currently a member of the following supervisory boards mandated by law:

- Kromi Logistik AG, Hamburg, Germany (Deputy Chairman),
- WashTec AG, Augsburg, Germany.

Mr Möllerfriedrich is currently a member of the following supervisory boards mandated by law:

- TopAgers AG, Langenfeld, Germany (Deputy Chairman).

Neither Mr Große-Allermann nor Mr Möllerfriedrich belong to any comparable supervisory committees of business enterprises either within Germany or abroad.

Mr Heimöller and **Dr Rapp** do not belong to any supervisory boards mandated by law, nor do they belong to any comparable supervisory committees of business enterprises either within Germany or abroad.

The Supervisory Board has ensured that all of the candidates proposed for election are able to commit the time necessary to perform the role.

Overview of Mr Große-Allermann's career:

Jens Große-Allermann, born in 1967, German citizen, businessman, is an Executive Board member of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn, Germany, and Fiducia Treuhand AG, Bonn, Germany.

Mr Große-Allermann began his career at Deutsche Bank AG, Cologne, Germany, in 1991. He then worked as an independent business consultant focusing on the real estate industry between 1995 and 2000. Mr Große-Allermann was Chief Financial Officer of Condomi AG, Cologne, Germany, between 1997 and the start of 2003. He has been a member of the Executive Board of Fiducia Treuhand AG, Bonn, Germany, since 2003 and has also been a member of the Executive Board of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn, Germany, since 2008. Mr Große-Allermann has been a member of the GESCO AG Supervisory Board since 2017.

Overview of Mr Möllerfriedrich's career:

Klaus Möllerfriedrich, born in 1947, German citizen, Dipl.-Kfm, Auditor and Tax Advisor, is a Partner of MBB Möllerfriedrich Beteiligung & Beratung GmbH, Wuppertal, Germany, and a Partner of PARES Strategiepartner in Cologne, Germany.

Mr Möllerfriedrich is the founder of GESCO AG. He studied business administration and technical business administration at the universities in Cologne and Karlsruhe and has many years of experience as auditor, tax advisor and consultant. Between 1983 and 1999, Mr Möllerfriedrich was an executive board member of a national auditing company. He has also been a member of numerous supervisory and advisory boards, including two listed companies, over the past 30 years. Mr Möllerfriedrich has been a member of the GESCO AG Supervisory Board since 1989.

Overview of Mr Heimöller's career:

Stefan Heimöller, born in 1963, German citizen, Dipl.-Kfm., is a Managing Partner of Platestahl Umformtechnik GmbH, Lüdenscheid, Germany, and Helios GmbH, Neuenrade, Germany.

Mr Heimöller studied business administration in Mannheim and Cologne. He provides many years of management experience in the industrial SME sector. He has been a Managing Partner of Helios GmbH, Neuenrade, Germany since 1993 and Managing Partner of Platestahl Umformtechnik GmbH, Lüdenscheid, Germany since 1994. Mr Heimöller has been a member of the GESCO AG Supervisory Board since 2013.

Overview of Dr Rapp's career:

Dr Nanna Rapp, born in 1969, German citizen, Dipl.-Kffr., is a member of the management team of E.ON Inhouse Consulting GmbH.

Dr Rapp studied business management in Saarbrücken and London, and was awarded her Dr.-sc. agr. doctorate in 1998. Dr Rapp has many years of business and leadership experience in consultancy firms and internationally operating companies. Since 2004 she has held various executive functions within the E.ON Group, including as Chief Executive Officer of E.ON Inhouse Consulting GmbH, Essen, Germany between 2014 and 29 February 2020. She has been a member of the management team of E.ON Inhouse Consulting GmbH since 1 March 2020. Dr Rapp has been a member of the GESCO AG Supervisory Board since 2015.

The vitae of all Supervisory Board members are available on the company's website at
www.gesco./ende.

POINT 7

Resolution on the amendment of Article 12 of the Articles of Association (Remuneration) and the approval of Supervisory Board remuneration, including the underlying remuneration system

The remuneration of the members of the company's Supervisory Board is governed by Article 12 of the GESCO AG Articles of Association. At last year's Annual General Meeting, the Chair of the Supervisory Board declared that the system of Supervisory Board remuneration would be revised. Changes have since been devised and are to be put to the Annual General Meeting as a resolution on an amendment to the Articles of Association, together with the approval of the underlying remuneration system pursuant to Section 113 para. 3 sentence 1, 2 AktG as amended by ARUG II.

Pursuant to Section 113 (3) sentence 1, 2 AktG as amended by ARUG II, listed companies must pass a resolution on the remuneration of Supervisory Board members at least every four years; a resolution confirming the remuneration system is sufficient in this context. The new legislation entered into force on 1 January 2020. However, a resolution pursuant to Section 113 para. 3 AktG as amended by ARUG II is only required by the end of the first Annual General Meeting after 31 December 2020. In the case of GESCO AG, an initial resolution on this matter as part of the Annual General Meeting 2021 would therefore be sufficient. Given the resolution on the proposed amendment to Article 12 of the Articles of Association concerning Supervisory Board remuneration, the Executive Board and Supervisory Board consider it advisable to give shareholders the opportunity to approve Supervisory Board remuneration as well as the underlying system this year under the new legislation.

Point 7 on the agenda "Disclosures under Section 113 para. 3 sentence 3 in conjunction with Section 87a para. 1 sentence 2 AktG as amended by ARUG II on point 7 on the agenda" contains a more detailed description of the remuneration system proposed as part of the resolution on the amendment of the Articles of Association in application of Section 87a para. 1 sentence 2 AktG as amended by ARUG II.

The Executive Board and the Supervisory Board propose the following resolution:

7.1 Article 12 of the Articles of Association is amended as follows:

**“Article 12
Remuneration**

- (1) From financial year 2020, members of the Supervisory Board receive fixed annual remuneration payable at the end of the respective financial year. This fixed remuneration amounts to € 50,000.00 per member. The Chair receives fixed remuneration of € 75,000.00 and the Deputy Chair receives € 55,000.00. In addition, each member of the Supervisory Board receives a performance-based remuneration component following the approval of the annual and consolidated financial statements amounting to 0.15 % of the calculation base per financial year. The calculation base is Group net income after minority interest prior to the deduction of performance-related remuneration for the Supervisory Board. If the calculation base is negative, it is carried forward to the next year and offset against positive amounts. Total annual remuneration for each individual member is limited to two times the fixed annual remuneration payable pursuant to sentences 2 and 3 and para. 2.
- (2) If the Supervisory Board forms committees, the members of the Supervisory Board receive further fixed annual remuneration of € 3,000.00 for each additional position on a committee that meets at least once per year. Committee chairs receive remuneration of € 5,000.00.
- (3) Supervisory Board members who were only members of the Supervisory Board or a committee for part of the financial year receive remuneration on a pro rata basis for each month commenced in their role. The company reimburses members of the Supervisory Board for all expenses incurred in relation to their position on the Supervisory Board, including training costs and any VAT charged on their remuneration and expenses compensation.
- (4) The company includes the activities of the members of the Supervisory Board in its directors’ and officers’ liability insurance. The company is responsible for paying the premiums for this insurance.”

7.2 The remuneration of Supervisory Board members pursuant to the amendment of Article 12 of the Articles of Association of GESCO AG, as proposed under para. 7.1, including the remuneration system described in further detail in the invitation to the Annual General Meeting on 18 June 2020 in “Disclosures under Section 113 para. 3 sentence 3 in conjunction with Section 87a para. 1 sentence 2 AktG as amended by ARUG II on point 7 on the agenda” is approved.

Disclosures under Section 113 para. 3 sentence 3 in conjunction with Section 87a para. 1 sentence 2 AktG as amended by ARUG II on point 7 on the agenda

Besides the proposed amendment to Article 12 of the Articles of Association (Remuneration) pursuant to Section 113 para. 3 AktG as amended by ARUG II, the remuneration of the Supervisory Board members and the underlying remuneration system are to also be approved as part of point 7 on the agenda. The system proposed as part of the amended Articles of Association for the remuneration of the members of the GESCO AG Supervisory Board, applying mutatis mutandis Section 87a para. 1 sentence 2 AktG as amended by ARUG II, is as follows:

Supervisory Board remuneration continues to consist of a fixed component and a variable component. Unlike in the past, the fixed component has now been given significantly more weighting at the expense of the variable component. In the past, the fixed component amounted to € 5,000.00 for normal members, € 10,000.00 for the Chair and € 7,500.00 for the Deputy Chair (together with a payment of € 750.00 per Supervisory Board meeting). Now, each member of the Supervisory Board will receive annual remuneration of € 50,000.00. In accordance with the recommendations of Section G.17 of the GCGC 2020, this amount is increased to € 75,000.00 for the Chair and € 55,000.00 for the Deputy Chair. This is aimed at taking market developments over past years into account and giving more weighting to the fixed component. Increasing the share of fixed remuneration compared to variable remuneration, strengthens the neutral and objective consulting and monitoring function of the Supervisory Board and is geared toward evening out the largely variable remuneration of the Executive Board. The reduction in additional remuneration for the Deputy Chair is justified by the fact that, in the structure of a non-executive supervisory board consisting of four members, the Deputy Chair only has a limited amount of additional work compared to the other members of the Supervisory Board.

In accordance with the fundamental concept of the GESCO AG business model, the Supervisory Board remuneration continues to include a variable component. However, the weighting of this component has been lowered significantly in favour of the fixed component. The variable component amounts to 0.15 % of Group net income after minority interest prior to the deduction of performance-related remuneration for the Supervisory Board. Previously, the variable amounted to 0.35 %. If the calculation base is negative, it is carried forward to the next year and offset against positive amounts. This ensures that the variable remuneration retains its multi-year character. This remuneration system is aimed at helping to realise the business strategy and fostering the long-term development of GESCO AG and the GESCO Group. The system does not include any means of claiming back the variable component either in full or in part.

Total annual remuneration for each individual member is limited to two times the fixed annual remuneration. Any additional remuneration for committee activities is taken into account in the calculation. Given that the Supervisory Board has so far not formed any committees, this means that each ordinary member of the Supervisory Board receives maximum remuneration of € 100,000.00, the Chair € 150,000.00 and the Deputy Chair € 110,000.00. In these cases, the fixed component and variable component each account for 50 % of total remuneration. Total remuneration volume is based on average Supervisory Board member remuneration over the past four full financial years. The new remuneration model does not significantly alter the remuneration for ordinary members and the Deputy Chair. In accordance with Section G.17

GCGC 2020 remuneration for the Chair of the Supervisory Board has been increased to take the greater time commitments for this position into consideration.

The attendance fee has been removed. The time commitment required by each member of the Supervisory Board has been taken into appropriate account through the increased fixed remuneration, and so no separate attendance fee is required.

Members of Supervisory Board committees receive additional fixed annual remuneration for € 3,000.00 for each committee position. This remuneration is only paid if the committee meets at least once per year. The remuneration increases to € 5,000.00 for committee chairs in accordance with the recommendation in Section G.17 GCGC 2020. Given that the Supervisory Board has so far not formed any committees, the terms governing additional remuneration for committee positions currently has no impact on the remuneration of Supervisory Board members. However, the company wishes to take this opportunity of amending the Articles of Association to include a remuneration mechanism for the case that the Supervisory Board decides – contrary to previous practices – to set up committees.

The annual fixed remuneration is payable after the end of the financial year, while the variable component is payable once the annual and consolidated financial statements have been approved. Members of the Supervisory Board who are only members for part of the financial year receive remuneration on a pro rata basis for each commenced month of service and not for the full financial year. This also applies to any positions in the plenary and any committee activities. Alongside the remuneration components, the company also reimburses members of the Supervisory Board for all expenses incurred in relation to their position on the Supervisory Board, including training costs and any VAT charged on their remuneration and expenses compensation. In addition, the proposed amendment to the Articles of Association also includes the plan to include the activities of the Supervisory Board as part of the coverage provided by any directors' and officers' insurance policy concluded by the company. However, this only applies if such insurance coverage actually exists. This is currently the case at the company. The company is responsible for paying the premiums for this insurance.

Supervisory Board remuneration is defined in Article 12 in the company's Article of Association. Each amendment to this Article in the Articles of Association requires a resolution by the Annual General Meeting. The Annual General Meeting resolution is passed on the basis of a proposal made to the Annual General Meeting by the Supervisory Board and the Executive Board. This proposal has been drawn up by the Supervisory Board. The Supervisory Board regularly checks whether its members' remuneration is in appropriate proportion to their tasks and the position of the company. The Supervisory Board performs what is known as a horizontal market comparison for this purpose. It is also permitted to receive independent advice. Due to the particular nature of Supervisory Board remuneration, which is granted for a job that is fundamentally different to that of a regular employee at GESCO AG and the GESCO Group, no vertical comparison with employee remuneration is made when reviewing and determining the remuneration. It is unavoidable that members of the Supervisory Board are involved in reviewing and deciding on the remuneration system that applies to them. Given that this may give rise to conflicts of interests, the law stipulates that the final decision on the structure of the remuneration system lies with the Annual General Meeting and for this reason a proposal is required from the Supervisory Board and the Executive Board.

Depending on the result of the comparison process and the evaluation by the Supervisory Board, the Supervisory Board and the Executive Board may make a joint proposal to the Annual General Meeting regarding Supervisory Board remuneration. Notwithstanding the above, the Annual General Meeting resolves on the remuneration of the Supervisory Board and the underlying remuneration system at least every four years pursuant to Section 113 para. 3 AktG. A resolution confirming the remuneration is also acceptable. If the Annual General Meeting does not approve the remuneration system, a revised remuneration system will be put to the next Annual General Meeting for resolution at the latest.

POINT 8

Resolution concerning amendments to Article 16 para. 1 of the Articles of Association (Chair)

Under the current terms of Article 16 para. 1 of the Articles of Association of GESCO AG, the Chair of the Supervisory Board or another member of the Supervisory Board representing the shareholders chairs the Annual General Meeting. If none of these persons are able to chair the meeting, the chair will be appointed by the Annual General Meeting under the stewardship of the oldest shareholder present.

Article 16 para. 1 of the Articles of Association is to be amended to give company greater flexibility in terms of appointing a chair for the Annual General Meeting.

The Executive Board and the Supervisory Board propose amending Article 16 para. 1 as follows:

“Article 16 Chair

- (1) The Chair of the Supervisory Board chairs the Annual General Meeting if no other member of the Supervisory Board or third party is appointed by the shareholder representatives on the Supervisory Board to chair the Annual General Meeting.”

Article 16 of the Articles of Association remains otherwise unchanged.

POINT 9

Resolution on the annulment of the existing authorised capital and the creation of new authorised capital as well as on the corresponding amendment of the Articles of Association

Pursuant to Article 5 para. 6 of the Articles of Association, the Executive Board is currently authorised to increase the company’s share capital on one or several occasions by a total of € 1,083,949.00 until 30 August 2020 with the approval of the Supervisory Board by issuing up to 1,083,949 new no-par value registered shares in exchange for cash or contributions in kind (Authorised Capital 2017). The Executive Board has so far not utilised this authorisation,

meaning that the authorised capital still exists in the full amount. However, due to the time limit of 30 August 2020, the authorisation will expire before the Annual General Meeting 2021.

Authorised Capital 2017 is to be annulled this year and replaced by Authorised Capital 2020 under the same terms but with an authorisation until 17 June 2023 so that the company continues to be free to raise its share capital by up to 10 % without requiring a resolution by the Annual General Meeting beyond 30 August 2020. Generally speaking, shareholders are to be granted subscription rights if the authorised capital is utilised. However, the Executive Board is to be authorised to exclude shareholder subscription rights with the approval of the Supervisory Board for certain purposes.

The Executive Board and the Supervisory Board propose the following resolution:

1) Annulment of the existing authorised capital

The authorisation to increase the company's share capital resolved as point 8 on the agenda of the GESCO AG Annual General Meeting on 31 August 2017 is repealed effective as at the entry of the new authorised capital pursuant to the subsequent nos. 2) and 3) in the commercial register.

2) Creation of new authorised capital

The Executive Board is authorised, with the approval of the Supervisory Board, to increase the company's share capital on one or several occasions by a total of € 1,083,949.00 until 17 June 2023 with the approval of the Supervisory Board by issuing up to 1,083,949 new no-par value registered shares in exchange for cash or contributions in kind (Authorised Capital 2020). Shareholders are entitled to subscription rights. However, subscription rights can also be granted in a way that the new shares are purchased by a credit institution or a company pursuant to Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 KWG (financial institution) or a consortium of such credit or financial institutions with the obligation to offer them to shareholders for subscription (indirect subscription right).

The Executive Board is authorised to exclude the statutory subscription rights of shareholders with the approval of the Supervisory Board in the following cases:

- a) for rounding fractional amounts;
- b) in the case of a capital increase in exchange for contributions in cash, if share capital attributable to the new shares for which the subscription rights are being excluded makes up less than 10 % of the share capital existing on the date of the Annual General Meeting resolution on this authorisation or, if the value is lower, on the date of the Executive Board resolution on the utilisation of this authorisation and the issue price of the new shares is not significantly lower than the quoted price for listed shares on the date on which the issue price is determined by the Executive Board. If, during the term of this authorisation and before it is utilised, other authorisations are utilised to issue or sell shares in the company or to grant rights that enable shares in the company to be subscribed or give rise to an obligation to subscribe to shares in the company, and subscription rights are excluded in direct or corresponding application of Section

186 para. 3 sentence 4 AktG, these amounts are to be offset with the aforementioned 10 % threshold.

- c) in the case of a capital contribution in exchange for contributions in kind for the acquisition of a company, parts of a company or an investment in a company.

Issuing new shares under the exclusion of subscription rights may only take place under this authorisation if the total amount of shares does not exceed 10 % of the share capital existing on the date of the Annual General Meeting resolution on this authorisation or, if the value is lower, on the date of the Executive Board resolution on the utilisation of this authorisation. If, during the term of this authorisation and before it is utilised, other authorisations are utilised to issue shares in the company or to grant rights that enable shares in the company to be subscribed or give rise to an obligation to subscribe to shares in the company, and subscription rights are excluded, these amounts are to be offset with the aforementioned 10 % threshold.

The Executive Board is authorised to stipulate the further terms of the capital increases drawing on Authorised Capital 2020 with the approval of the Supervisory Board. The Supervisory Board is authorised to amend the wording of the Articles of Association in line with the utilisation of Authorised Capital 2020 and, in the case that Authorised Capital 2020 is not utilised or not utilised in full by 17 June 2023, after the authorisation has expired.

3) Amendment to the Articles of Association

Article 5 para. 6 of the Articles of Association is amended as follows:

“The Executive Board is authorised, with the approval of the Supervisory Board, to increase the company’s share capital on one or several occasions by a total of € 1,083,949.00 until 17 June 2023 by issuing up to 1,083,949 new no-par value registered shares in exchange for cash or contributions in kind (Authorised Capital 2020). Shareholders are entitled to subscription rights. However, subscription rights can also be granted in a way that the new shares are purchased by a credit institution or a company pursuant to Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 KWG (financial institution) or a consortium of such credit or financial institutions with the obligation to offer them to shareholders for subscription (indirect subscription right).

The Executive Board is authorised to exclude the statutory subscription rights of shareholders with the approval of the Supervisory Board in the following cases:

- a) for rounding fractional amounts;
- b) in the case of a capital increase in exchange for contributions in cash, if share capital attributable to the new shares for which the subscription rights are being excluded makes up less than 10 % of the share capital existing on the date of the Annual General Meeting resolution on this authorisation or, if the value is lower, on the date of the Executive Board resolution on the utilisation of this authorisation and the issue price of the new shares is not significantly lower than the quoted price for listed shares on the date on which the issue price is determined by the Executive Board. If, during the term of this authorisation and

before it is utilised, other authorisations are utilised to issue or sell shares in the company or to grant rights that enable shares in the company to be subscribed or give rise to an obligation to subscribe to shares in the company, and subscription rights are excluded in direct or corresponding application of Section 186 para. 3 sentence 4 AktG, these amounts are to be offset with the aforementioned 10 % threshold.

- c) in the case of a capital contribution in exchange for contributions in kind for the acquisition of a company, parts of a company or an investment in a company.

Issuing new shares under the exclusion of subscription rights may only take place under this authorisation if the total amount of shares does not exceed 10 % of the share capital existing on the date of the Annual General Meeting resolution on this authorisation or, if the value is lower, on the date of the Executive Board resolution on the utilisation of this authorisation. If, during the term of this authorisation and before it is utilised, other authorisations are utilised to issue shares in the company or to grant rights that enable shares in the company to be subscribed or give rise to an obligation to subscribe to shares in the company, and subscription rights are excluded, these amounts are to be offset with the aforementioned 10 % threshold.

The Executive Board is authorised to stipulate the further terms of the capital increases drawing on Authorised Capital 2020 with the approval of the Supervisory Board. The Supervisory Board is authorised to amend the wording of the Articles of Association in line with the utilisation of Authorised Capital 2020 and, in the case that Authorised Capital 2020 is not utilised or not utilised in full by 17 June 2023, after the authorisation has expired.

Executive Board report pursuant to Section 203 para. 2 sentence 2 and Section 186 para. 4 sentence 2 AktG on point 9 of the agenda

The Executive Board provides the following report pursuant to Sections 203 para. 2 sentence 2 and 186 para. 4 sentence 2 AktG on point 9 of the agenda concerning the reasons for the authorisation of the Executive Board to issue shares under the exclusion of shareholders' subscription rights with the approval of the Supervisory Board. This report is available on the company's website from the day the Annual General Meeting is convened at

www.gesco.de/en/hv.

The report is as follows:

The Executive Board and the Supervisory Board propose to the Annual General Meeting under point 9 on the agenda the creation of new authorised capital. The previous authorised capital was resolved by the Annual General Meeting on 31 August 2017 for the duration of three years. In order to ensure that the Executive Board has the same degree of flexibility in future capital increases as it has done in the past, the creation of a new authorised capital totalling up to € 1,083,949.00 (corresponding to approximately 10 % of the company's share capital) by issuing up to 1,083,949 new no-par value registered shares in exchange for cash or contributions in kind (Authorised Capital 2020) is proposed to the Annual General Meeting under point 9 of the agenda. As a result of the proposed Authorised Capital 2020, the GESCO

AG Executive Board is in a position to adjust the company's equity base at any time in line with business requirements and respond quickly and flexibly in the interests of the shareholders. In order to do so, the company must always have the necessary capital procurement instruments at its disposal – irrespective of specific utilisation plans. Given that decisions concerning the coverage of capital requirements usually have to be made at short notice, it is vital that the company has the requisite flexibility and is not bound by the frequency of the Annual General Meeting. Legislation provides a means of taking this requirement into account in the shape of the authorised capital instrument.

Generally speaking, shareholders are to be granted subscription rights when Authorised Capital 2020 is utilised. According to Section 186 para. 5 AktG, shares can also be issued to shareholders indirectly within the scope of the statutory subscription rights. The Executive Board is also authorised to exclude subscription rights with the approval of the Supervisory Board in certain cases referred to individually in the proposal.

- a) The Executive Board is to be authorised to exclude subscription rights for fractional amounts in order to establish a practical subscription ratio in a capital increase. This simplifies the technical processes of implementing a capital increase, particularly if the capital increase is a round number. The new shares excluded from subscription rights as fractional amounts are liquidated in the best possible manner for the company either through sale on the stock exchange or otherwise. The potential diluting effect is low in this respect due to the fact that any exclusion of subscription rights is limited to fractional amounts.
- b) In the case of a capital increase in exchange for contributions in cash, the Executive Board is authorised to exclude subscription rights if the issue price of the new shares is not significantly lower than the quoted price. This enables the company's management to issue new shares promptly and at a price that is close to the listed price, in other words in most cases at a lower premium than in the case of shares issued with subscription rights. Issue proceeds can be higher as a result, which serves the interests of the company. The limitation on the volume of the capital increase and the fact that the issue price is close to the listed price ensures that shareholders are protected from their shareholding being diluted. In accordance with Section 186 para. 3 sentence 4, the proposed authorisation only allows the Executive Board to exclude subscription rights if the issued shares do not exceed 10 % of the share capital either on the date of the resolution on this authorisation or on the date on which this authorisation is utilised. Any sales of treasury shares and any issuing of shares from any (future) authorised capital are to be offset against this 10 % threshold if they take place during the term of this authorisation under exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 AktG. Shares issued or to be issued to serve participation certificates and/or promissory notes with conversion or option rights are to also be offset if the participation certificates and/or the promissory notes are issued during the term of this authorisation under exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG. This ensures that, in accordance with the legal purpose of Section 186 para. 3 sentence 4 AktG, the utilisation of Authorised Capital 2020 under the exclusion of subscription rights does not significantly affect the interests of the shareholders in terms of their assets and voting rights. Within this framework and given the facts that the issue price is close to the market price and that the extent of the capital

increase under exclusion of subscription rights is limited, it is acceptable and within reason for the shareholders to maintain their shareholding ratio if necessary by purchasing shares at roughly the same terms and conditions on the stock exchange.

- c) Under the proposed authorisation, the Executive Board may only exclude subscription rights in defined cases involving the increasing of share capital in exchange for contributions in kind. This allows the Executive Board to utilise shares in the company to acquire companies, parts of companies or investments in companies in suitable cases. In negotiations there may be a need to offer shares as a consideration instead of cash. This gives the company a competitive advantage when it comes to potential acquisitions and the necessary flexibility to seize opportunities to acquire companies, parts of companies or investments in companies while preserving its own liquidity. Offering shares in this context can also make sense from the perspective of optimising the financing structure. This does not put the company at a disadvantage as, when issuing shares in exchange for contributions in kind, it is a prerequisite that the value of the contribution in kind is in appropriate proportion to the value of the shares. When determining the valuation ratio, the Executive Board will ensure that the interests of the company and its shareholders are taken into appropriate consideration and a suitable issue price is generated for the new shares.

The Executive Board may only utilise the aforementioned authorisations under exclusion of subscription rights to the extent that the volume of new shares does not exceed 10 % of share capital. This applies an additional limit on the issuing of new shares under exclusion of subscription rights, safeguarding shareholders against the potential dilution of their existing shareholding. Deduction clauses ensure that the Executive Board does not exceed the 10 % threshold by utilising additional authorisations to issue shares or grant rights that enable shares in the company to be subscribed to or give rise to an obligation to subscribe to shares in the company and also excluding shareholder subscription rights.

There are currently no specific plans to utilise Authorised Capital 2020. The Executive Board will carefully review each individual case as to whether issuing new shares and excluding subscription rights is in the interests of the company and its shareholders. It will notify the Annual General Meeting of any utilisation of this authorisation and the specific reasons for excluding subscription rights. All of the cases of excluding subscription rights outlined here are subject to the approval of the Supervisory Board.

POINT 10

Resolution on the authorisation to acquire treasury shares pursuant to Section 71 para. 1 no. 8 AktG

Section 71 para. 1 no. 8 AktG gives the company the opportunity to acquire treasury shares, provided the volume of treasury shares acquired does not exceed 10 % of the company's share capital. In accordance with the Annual General Meeting resolution of 18 August 2015, the company is authorised to acquire up to ten out of every hundred shares of the share capital until 17 August 2020 under consideration of treasury shares already held. However, due to the time limit of 17 August 2020, the authorisation will expire before the Annual General Meeting 2021. The current authorisation is to be annulled and a new authorisation on the acquisition of

treasury shares passed to ensure that the company is able to acquire treasury shares beyond 17 August 2020.

The Executive Board and the Supervisory Board propose the following resolution:

- 1) Annulment of the existing authorisation

The authorisation to acquire treasury shares, as resolved under point 8 on the agenda of the GESCO AG Annual General Meeting on 18 August 2015, is annulled effective as at the conclusion of the Annual General Meeting on 18 June 2020 and replaced by the following authorisation to acquire treasury shares.
- 2) Creation of a new authorisation
 - a) The company is authorised pursuant to Section 71 para. 1 no. 8 AktG, with the approval of the Supervisory Board, to acquire up to ten out of every hundred shares of the share capital on the date of the Annual General Meeting resolution – less any treasury shares already held by the company – or, if the value is lower, on the date on which this authorisation is utilised. The authorisation can be utilised for any legally permissible purpose; trading in treasury shares is not permitted. Treasury shares are acquired at the discretion of the Executive Board on the stock exchange or by means of a public purchase offer address to all shareholders.
 - b) In the case of acquisition on the stock exchange, the consideration for the acquisition of each share (excluding ancillary costs) may not deviate by more than 10 % from the price of shares in the company with the same characteristics in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange as calculated on the trading date through the opening auction.
 - c) When acquiring shares through a public purchase offer, the company can either publish an official offer or make a public request for the submission of offers. In both cases the company sets a purchase price or a purchase price range per share, with the final price in the case of the latter being determined on the basis of declarations of acceptance declarations and sales offers. The offer or request for offers may include an acceptance or offer period, terms and conditions and the option of adjusting the purchase price range during the acceptance or offer period if significant price fluctuations occur during this period. The purchase price per share in the company (excluding ancillary costs) may not deviate from the market price by more than 10 %. In the case of an official offer being published by the company, the relevant market price is considered to be the average closing price of shares in the company with the same characteristics in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last five trading days prior to the date of the final decision of the Executive Board to publish the official offer or, in the event that the offer is adjusted, prior to the date of the final decision of the Executive Board on the adjustment of the offer. If the company publishes a request for the submission of sales offers, the relevant date is the date on which the sales offers are accepted by the company.

- d) If the volume of offered shares exceeds the planned repurchased volume, the acquisition must be in proportion to the offered shares. Preferential acquisition of lower numbers of units of up to 100 offered shares per shareholder and rounding in accordance with commercial principles can be included in the terms and conditions.
- e) The Executive Board is authorised to sell treasury shares acquired on the stock exchange or by means of a public offer submitted to all shareholders with the approval of the Supervisory Board. Shareholders do not have any subscription rights in the case of sale on the stock exchange. In the case of sale by means of public offering, the Executive Board is authorised to exclude shareholder subscription rights for fractional amounts.

The Executive Board is also authorised, with the approval of the Supervisory Board, to sell treasury shares in any other way if the shares in the company are sold in exchange for cash payment at a price (excluding ancillary costs) that does not fall significantly below the market price for shares in the company on the date of the sale. This authorisation is limited to 10 % of the share capital existing on the date of the Annual General Meeting resolution or, if the value is lower, on the date on which the authorisation for sale is utilised. If, during the term of this authorisation and before it is utilised, other authorisations are utilised to issue or sell shares in the company or to grant rights that enable shares in the company to be subscribed or give rise to an obligation to subscribe to shares in the company, and subscription rights are excluded in direct or corresponding application of Section 186 para. 3 sentence 4 AktG, these amounts are to be deducted from the aforementioned 10 % threshold.

The Executive Board is also authorised to sell treasury shares to third parties under exclusion of subscription rights for existing shareholders, provided this serves the purpose of acquiring companies, parts of companies and/or investments in companies or of servicing convertible bonds or warrant bonds.

In the case of an offer submitted to all shareholders, the Executive Board is also authorised to grant holders of any convertible bonds or warrant bonds issued by the company or a group company subscription rights to the shares to the extent that said holders would be entitled to after exercising their options or conversion rights or settling their conversion obligations.

- f) Lastly, the Executive Board is authorised, with the approval of the Supervisory Board, to redeem acquired treasury shares, either in full or in part, without any further Annual General Meeting resolution. Such a redemption results in a capital decrease. By derogation of this, the Executive Board can also determine in the event of a redemption that the share capital remains unchanged and, as a result of the redemption, the proportion of share capital attributable to the remaining shares increases pursuant to Section 8 para. 3 AktG. In this case, the Executive Board is authorised to adjust the number of shares stated in the Articles of Association.

The aforementioned authorisations can be utilised on one or several occasions, in full or in part, individually or collectively, by the company or by any of its affiliated

companies or by third parties on behalf of the company or any of its affiliated companies.

Executive Board report pursuant to Section 71 para. 1 no. 8 sentence 5 and Section 186 para. 4 sentence 2 AktG on Point 10 of the agenda

Pursuant to Section 71 para. 1 no. 8 sentence 5 and Section 186 para. 4 sentence 2 AktG, the Executive Board issues the following report on Point 10 of the agenda regarding the reasons for the proposed authorisation of the Executive Board to exclude shareholders' subscription rights when disposing of the company's treasury shares. This report is available on the company's website from the day the Annual General Meeting is convened at

www.gesco.de/en/hv.

The report is as follows:

In Point 10 of the agenda, the Executive Board and Supervisory Board propose to the Annual General Meeting that the company be authorised to acquire treasury shares, so that it can make use of the benefits of such acquisitions in the interests of the company and its shareholders.

The proposed authorisation would put the company in a position to acquire treasury shares up to a total of 10 % of the current share capital. That complies with the maximum limit permitted by law. Acquisitions may only be made via stock markets or in the scope of a public purchase offer to all shareholders. This ensures compliance with the duties of equal treatment for all shareholders pursuant to Section 71 para. 1 no. 8 sentences 3 and 4 AktG.

The authorisation stipulates that when treasury shares are disposed of by public offer, which is subject to the agreement of the Supervisory Board, subscription rights for fractional amounts are excluded. That should allow for a practical subscription ratio, simplifying the technical implementation of the offer.

The proposed authorisation also provides, with the approval of the Supervisory Board, for the disposal of treasury shares to third parties by other means than the stock market or a public offer to all shareholders, insofar as the disposal is paid for in cash at a price that is not significantly below the relevant market price. That is intended to allow the company to sell shares to institutional investors, financial investors or other cooperation partners, and thereby achieve the highest possible income from disposals through market-appropriate pricing, thereby strengthening own funds to greatest possible extent. While this type of disposal excludes the subscription rights of shareholders, it is legally permissible as it represents a simplified exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 AktG. This authorisation may only be utilised up to a total of 10 % of share capital, taking into account other authorisations on the part of the company for the exclusion of subscription rights pursuant or analogous to Section 186 para. 3 sentence 4 AktG. That ensures that, in accordance with the legal purpose of Section 186 para. 3 sentence 4 AktG, the interests of shareholders in terms of their assets and voting rights are appropriately respected in the case of a disposal that excludes subscription rights.

Treasury shares purchased under the exclusion of shareholders' subscription rights can also be disposed of to third parties insofar as it serves the purpose of acquiring companies, parts of companies and/or investments in companies, or of servicing convertible bonds or warrant bonds. In such cases, the aim is to allow the Executive Board to offer shares in the company as payment for the acquisition of such companies or shares in companies and/or grant the holders of convertible bonds or warrant bonds shares for the fulfilment of their claims without increasing capital for that purpose. The use of treasury shares for such purposes requires the agreement of the Supervisory Board. The proposed authorisation will give the company the flexibility to use treasury shares as payment for acquisitions, and thereby allow the company to react rapidly to offers for the acquisition of companies or holdings in other companies that are advantageous to the company. The proposed authorisation for the exclusion of shareholders' subscription rights takes that into account. Insofar as the proposed authorisation allows for the exclusion of subscription rights to fulfil warrant and conversion rights from warrant bonds and/or convertible bonds issued by the company or Group companies, it serves the purpose of allowing the administration to fulfil those rights with existing treasury shares, rather than utilising the contingent capital that would otherwise be required; neither the company nor any other GESCO Group company has issued warrant bonds or convertible bonds at the present time.

Finally, the company is to be authorised to partially exclude shareholders' subscription rights to the disposal of treasury shares through an offer to all shareholders in favour of the holders of any warrant bonds and/or convertible bonds that may be issued in the future, in order to grant them such subscription rights to the shares to be disposed of to the extent that would be due following the exercise of their warrant or conversion rights and/or fulfilment of their conversion obligation. This avoids a potential reduction in the warrant and/or conversion price, thereby strengthening the company's financial situation. Such utilisation of treasury shares also requires the agreement of the Supervisory Board. Neither the company nor any other GESCO Group company has issued warrant bonds or convertible bonds at the present time.

The recall of acquired treasury shares without a further resolution by the Annual General Meeting allows the company to rapidly and flexibly adjust its equity to the respective requirements of the capital market by reducing share capital. Insofar as the recall is carried out without reducing share capital, the recall results in an increase in the stake in share capital of the remaining shares pursuant to Section 8 para. 3 AktG.

The Executive Board will report on each use of the proposed authorisation to acquire and utilise treasury shares at the following Annual General Meeting.

Conditions for participating in the Annual General Meeting and other disclosures in accordance with Section 121 para. 3 sentence 3 AktG

Conditions for participation in the Virtual Annual General Meeting and exercising of voting rights

In accordance with Section 14 para. 1 of the Articles of Association, in conjunction with Section 123 para. 2 sentences 1 and 2 AktG, only shareholders who have registered on time and whose names are entered in the share register are entitled to participate in the Virtual Annual General Meeting and exercise their voting rights in accordance with the following

provisions and information. The registration must reach the company at the latest by **24:00 CEST on 11 June 2020** at the following address:

GESCO AG
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

or online via the company's secure Investor Portal at

www.gesco.de/en/hv

in accordance with procedure. The registration must be made in writing either in German or in English.

Shareholder registration forms and the agenda for the Annual General Meeting will be sent to the shareholders' postal addresses entered in the company's share register by 00:00 CEST on 4 June 2020. Shareholders require authorisation to access the Investor Portal. Shareholders will be sent the necessary log-in details for the Investor Portal (shareholder number and associated password) together with the invitation to the Annual General Meeting or, in the case of later registration in the share register, on request.

Pursuant to Section 67 para. 2 sentence 1 AktG, only shareholders registered as such in the share register are recognised by the company. Accordingly, the valid entries in the share register on the day of the Annual General Meeting are applicable. For technical reasons, no amendments to the share register will be made in the period from 12 June 2020 up to and including 18 June 2020. The entries in the share register on the day of the Annual General Meeting therefore correspond to those valid following the last amendment on 11 June 2020. Registration for the Annual General Meeting does not prohibit trading of shares in the company. Shareholders continue to have full access to their shares following registration.

Intermediaries, shareholder associations, consultants on share voting rights and any coordinate persons pursuant to Section 135 para. 8 AktG may only exercise voting rights for shares they do not own but for which they are listed as owner in the company's share register based on an authorisation from the beneficial owner.

Virtual Annual General Meeting without the physical presence of shareholders or their authorised representatives

Due to the COVID-19 pandemic, the Executive Board has, with the approval of the Supervisory Board, chosen to organise this year's Annual General Meeting as a Virtual Annual General Meeting, without the physical presence of shareholders or their authorised representatives. The legal basis for that decision is Article 2 Section 1 para. 2 sentence 1, para. 6 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (German COVID-19 Act – COVID-19-G). To that end

1. the entire Annual General Meeting will be transmitted by video and audio via the Investor Portal section of the company's website (see also Section "Transmission of the Annual General Meeting"),
2. shareholders will be able to exercise their right to vote by means of electronic communication (by postal vote) and authorise representatives. They will also have the opportunity to exercise their right to vote by postal vote and to authorise representatives via other channels, for example respectively by post (see Sections "Procedure for voting by postal vote", "Procedure for voting by a representative named by the company" and "Procedure for voting by authorised representative" for further information),
3. shareholders will have the opportunity to ask questions by means of electronic communication (see also section "Opportunity for shareholders to ask questions") and
4. deviating from Section 245 no. 1 AktG, shareholders who have exercised their voting rights according to no. 2 above, will be given the opportunity to object to a resolution of the Annual General Meeting without being required to appear at the Annual General Meeting.

Shareholders who have registered on time and whose names are entered in the share register, and their authorised representatives, have access to the Investor Portal section of the company's website at

www.gesco.de/en/hv

including on the day of the Annual General Meeting. There they can exercise their right to vote by means of electronic communication (by postal vote) themselves, authorise a third party to exercise those rights, or issue authorisation and instructions to a representative named by the company, prior to the Annual General Meeting and on the day of the Annual General Meeting. They can also make use of the opportunity to ask questions in advance of the Annual General Meeting and, where applicable, object to resolutions of the Annual General Meeting on the day of the Annual General Meeting there. Shareholders will be sent the necessary log-in details for the Investor Portal together with the invitation to the Annual General Meeting or, if the shareholder is entered into the share register at a later date, by request. Authorised representatives will receive their log-in details together with their access card; alternatively, authorised representatives may also use the log-in details of the individual they are representing.

With regard to the opportunity for shareholders to ask questions, the Executive Board has decided, with the approval of the Supervisory Board, that questions must be submitted at least two days prior to the Annual General Meeting by means of electronic communication. See Section "Opportunity for shareholders to ask questions" for more details about the opportunity to ask questions.

Procedure for voting by postal vote

Shareholders and their authorised representatives have the opportunity to vote by postal vote. In such cases, the shareholder's registration must reach the company by **24:00 CEST on 11**

June 2020 (see “Conditions for participating in the Virtual Annual General Meeting and exercising voting rights” above). There are several ways to submit a postal vote:

Firstly, our shareholders and their authorised representatives have the opportunity to use the Investor Portal section of the company’s website at

www.gesco.de/en/hv

to exercise shareholders’ voting rights by means of electronic communication by postal vote and, where applicable, to amend or revoke votes submitted by postal vote – including on the day of the Annual General Meeting, until the start of the voting procedure. Shareholders will be sent the necessary log-in details for the Investor Portal together with the invitation to the Annual General Meeting or, if the shareholder is entered into the share register at a later date, by request. Authorised representatives will receive their log-in details together with their access card; alternatively, authorised representatives may also use the log-in details of the individual they are representing.

Secondly, our shareholders and their authorised representatives can submit postal votes to the company by post, fax or e-mail. Our shareholders will receive a corresponding form together with the invitation to the Annual General Meeting. Authorised representatives will receive the form when they are sent their access card. The postal vote form is also available from the company’s website at

www.gesco.de/en/hv.

Such postal votes, and amendments to those postal votes (including revocation), submitted by post, fax or e-mail must be received by the company in text form by **24:00 CEST on 17 June 2020**, at the latest, via the following address:

GESCO AG
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

Procedure for voting by a representative named by the company

We offer our shareholders and their authorised representatives the opportunity to be represented at the Annual General Meeting by a representative named by the company, who is bound by instructions. In such cases, the shareholder’s registration must reach the company by **24:00 CEST on 11 June 2020** (see “Conditions for participating in the Virtual Annual General Meeting and exercising voting rights” above).

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. The representative must vote according to those instructions. Representatives of voting rights will not accept any authorisations for exercising other administrative rights such as the opportunity to ask questions or raise objections. There are several ways to issue authorisations and instructions to the representative named by the company.

Firstly, our shareholders and their authorised representatives have the opportunity to use the Investor Portal section of the company's website at

www.gesco.de/en/hv

to issue authorisations and instructions to the representative named by the company and, where applicable, to amend or revoke them – including on the day of the Annual General Meeting, until the start of the voting procedure. Shareholders will be sent the necessary log-in details for the Investor Portal together with the invitation to the Annual General Meeting or, if the shareholder is entered into the share register at a later date, by request. Authorised representatives will receive their log-in details together with their access card; alternatively, authorised representatives may also use the log-in details of the individual they are representing.

Secondly, our shareholders and their authorised representatives can submit authorisations and instructions to the company by post, fax or e-mail. In such cases, we ask that they use the authorisation form sent with the invitation to the Annual General Meeting. Authorised representatives will receive the form together with their access card. The form is also available from the company's website at

www.gesco.de/en/hv.

Such authorisations including instructions and amendments (including revocation) that are submitted by post, fax or e-mail must be received by the company in text form by **24:00 CEST on 17 June 2020**, at the latest, via the following address:

GESCO AG
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

If an authorisation has been issued to the representative named by the company and a postal vote has been submitted (see "Procedure for voting by postal vote" above), the postal votes shall always override the proxy vote; in such cases, the representative of the company is unable to exercise the authority granted to them and does not represent the shares in question.

Our shareholders shall receive more information concerning the granting of authorisations and voting instructions with their invitation to the Annual General Meeting. This information is also available on the company's website at

www.gesco.de/en/hv.

Procedure for voting by an authorised representative

Voting rights can also be exercised by authorised representatives during the Virtual Annual General Meeting, e.g. by a bank, shareholders' association or representative named by the shareholder. However, during this year's Virtual Annual General Meeting they will either have to vote by post or (further) authorise the representative named by the company, who is bound by instructions. In such cases, the shareholder's registration must reach the company by **24:00**

CEST on 11 June 2020 (see “Conditions for participating in the Virtual Annual General Meeting and exercising voting rights” above). There are also several ways to issue authorisations:

Firstly, our shareholders and their authorised representatives have the opportunity to use the Investor Portal section of the company’s website at

www.gesco.de/en/hv

to issue authorisations and, where applicable, to amend or revoke them. Shareholders will be sent the necessary log-in details for the Investor Portal together with the invitation to the Annual General Meeting or, if the shareholder is entered into the share register at a later date, by request. Authorised representatives will receive their log-in details together with their access card; alternatively, authorised representatives may also use the log-in details of the individual they are representing.

Secondly, our shareholders will receive a form that can be used to issue authorisations, together with the invitation to the Annual General Meeting. Authorised representatives will receive the form together with their access card. The form is also available from the company’s website at

www.gesco.de/en/hv.

If neither an intermediary nor a shareholders’ association, nor a coordinate person or entity in accordance with Section 135 para. 8 AktG is authorised, then authorisation must be issued, amended or revoked in writing, and written proof must be provided to the company. Authorisations, and amendments and revocations, can be submitted by post, fax or e-mail and must be received by the company by **24:00 CEST on 17 June 2020**, at the latest, via the following address:

GESCO AG
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

or they may be presented to the representative at any time. If the representative is granted authorisation, proof of such must be sent to the company. It can be sent to the company by post, fax or e-mail to the address above.

If the authorised representative is an intermediary, shareholders’ association, or coordinate person or entity in accordance with Section 135 para. 8 AktG, we would kindly ask shareholders to submit an enquiry about the necessary type of authorisation to the person or entity in good time, as a special type of authorisation may be required. No separate proof of authorisation needs to be provided to the company in such cases.

Motions to add points to the agenda in accordance with Section 122 para. 2 AktG

In accordance with Section 122 para. 2 AktG, shareholders whose combined investments account for a pro-rata share in share capital of € 500,000.00 (which equates to 500,000 no-

par value company shares) may motion for points on the agenda to be added and announced. Each new motion must include a reason or proposal.

Any such motion to add points to the agenda must be addressed to the Executive Board and reach the company in writing (Section 126 of the German Civil Code [BGB]), including all legally required statements and documentary evidence, no later than 30 days prior to the Annual General Meeting – in other words, by **24:00 CEST on 18 May 2020**, at the latest, at the following address:

GESCO AG
- Executive Board -
Johannisberg 7
42103 Wuppertal, Germany

Countermotions and proposals for election in accordance with Sections 126 para. 1 and 127 AktG

The German COVID-19 Act suspends shareholders' rights to submit motions and proposals for election on items of the agenda and the rules of management. However, shareholders are given the opportunity, in accordance with Sections 127 and 127 AktG, to submit countermotions and proposals for election in advance of the Annual General Meeting under the terms specified below.

The company will make countermotions, proposals for election and potential statements by management available without delay at

www.gesco.de/en/hv

if they are received at least 14 days before the Annual General Meeting, at the latest by **24:00 CEST on 3 June 2020**, via

GESCO AG
Investor Relations
Johannisberg 7
42103 Wuppertal, Germany
Fax: +49 (0)202 2482049
E-mail: info@gesco.de

and meet the other conditions according to Sections 126 and 127 AktG.

However, according to the German COVID-19 Act, such countermotions and proposals for election are not put to a vote and are not otherwise dealt with at the Annual General Meeting.

Opportunity for shareholders to ask questions

Shareholders who register before the deadline and are entered in the company's share register for the registered shares, or authorised representatives, have been granted the opportunity to ask questions by means of electronic communication for this year's Annual General Meeting (Article 2 Section 1 para. 2 sentence 1 no. 3 German COVID-19-G).

The Executive Board has decided, with the approval of the Supervisory Board, that questions must be submitted at least two days prior to the Annual General Meeting by means of electronic communication (Article 2 Section 1 para. 2 sentence 2 sub-section 2 COVID-19-G). This means that questions must be submitted by **15 June 2020 (24:00 CEST)** at the latest to the Investor Portal section of the company's website at

www.gesco.de/en/hv.

Shareholders will be sent the necessary log-in details for the Investor Portal together with the invitation to the Annual General Meeting or, if the shareholder is entered into the share register at a later date, by request. Authorised representatives will receive their log-in details together with their access card; alternatively, authorised representatives may also use the log-in details of the individual they are representing.

The Executive Board is free to decide at its discretion which questions it wishes to respond to and how (Article 2 Section 1 para. 2 sentence 2 sub-section 1 COVID-19-G).

Transmission of the Annual General Meeting

The entire Annual General Meeting will be transmitted by video and audio via the Investor Portal section of the company's website at

www.gesco.de/en/hv.

Shareholders will be sent the necessary log-in details for the Investor Portal together with the invitation to the Annual General Meeting or, if the shareholder is entered into the share register at a later date, by request. Authorised representatives will receive their log-in details together with their access card; alternatively, authorised representatives may also use the log-in details of the individual they are representing. The transmission will be made from Stadthalle Wuppertal, Johannisberg 40, 42103 Wuppertal, Germany. The notary engaged to take the minutes will be present.

Total number of shares and voting rights

At the time when the Annual General Meeting was convened, the company's share capital amounted to € 10,839,499.00 and was divided into 10,839,499 no-par value shares. Each share carries one voting right, so that at the time when the Annual General Meeting was convened, voting rights amounted to 10,839,499 in accordance with the Articles of Association. The company held no treasury shares at the time when the Annual General Meeting was convened.

Data protection notice

Notices regarding the processing of personal data in relation to the Annual General Meeting are available from the company's website at

www.gesco.de/en/hv.

Publication of the company's website

This convening notice, along with all other documents and information on the Annual General Meeting, including further explanation regarding the shareholder rights described above and the information to be made available in accordance with Section 124a AktG, are available online at

www.gesco.de/en/hv.

Wuppertal, Germany, May 2020

GESCO AG
The Executive Board