

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 at the Stadthalle Wuppertal, Johannisberg 40, 42103 Wuppertal, Germany on **Thursday, 25 July 2013** at **10:30 am** (doors open 9:30 am).

Agenda

POINT 1

Presentation of the adopted annual financial statements and approved consolidated financial statements for financial year 2012/2013 (1 April 2012 to 31 March 2013) 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).

At its meeting on 28 May 2013, the Supervisory Board of GESCO AG approved the annual financial statements presented by the Executive Board. The annual financial statements have therefore been approved pursuant to Section 172 of the German Stock Corporation Act (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 the same meeting. 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.

However, the above-mentioned documents must be made accessible to the Annual General Meeting. Shareholders may inspect them at the Company's premises at Johannisberg 7, 42103 Wuppertal, as from the date of the convocation of the Annual General Meeting and at the meeting room during the Annual General Meeting. Upon request, shareholders will be sent a free copy without delay. The documents are also available online at <http://www.gesco.de/en/annual-meeting>.

POINT 2

Resolution on the appropriation of retained profit for financial year 2012/2013

The Executive Board and Supervisory Board of GESCO AG propose the following appropriation of retained profit for financial year 2012/2013 in the amount of € 8,311,302.50:

Distribution of a dividend of € 2.50 per share on the current share capital entitled to dividends	
(3,325,000 shares less 479 treasury shares)	€ 8,311,302.50

POINT 3

Resolution on the approval of the actions of the Executive Board for financial year 2012/2013

The Supervisory Board and Executive Board propose to approve the actions of Executive Board members in financial year 2012/2013.

POINT 4

Resolution on the approval of the actions of the Supervisory Board for financial year 2012/2013

The Supervisory Board and Executive Board propose to approve the actions of Supervisory Board members in financial year 2012/2013.

POINT 5

Appointment of an auditor for the annual and consolidated financial statements 2013/2014

The Supervisory Board proposes to appoint Dr. Breidenbach und Partner GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Wuppertal, as auditors of the annual and consolidated financial statements 2013/2014. 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 2013/2014.

POINT 6

Election of a new member of the Supervisory Board

The Supervisory Board member Willi Back has informed the company of his intention to step down from the Supervisory Board and will resign from this position with effect from the end of the Annual General Meeting on 25 July 2013. A new Supervisory Board member shall be elected at the Annual General Meeting.

In accordance with Section 96 AktG and Section 8 para. 1 of the Articles of Association, the Supervisory Board is made up of three members who are all elected at the Annual General Meeting. The Annual General Meeting is not bound by nominations for the election.

The Supervisory Board proposes to appoint entrepreneur Stefan Heimöller, managing partner of Platestahl Umformtechnik GmbH, Lüdenscheid, and Helios GmbH, Neuenrade, and resident in Cologne, to the Supervisory Board.

The election is effective from the close of this Annual General Meeting and, pursuant to Section 8 para. 2 of the Articles of Association, until the Annual General Meeting approves the actions of the Supervisory Board for financial year 2014/2015.

Stefan Heimöller is neither a member of statutory supervisory boards nor any equivalent national or foreign supervisory bodies.

In the opinion of the Supervisory Board, Stefan Heimöller does not maintain personal or business relationships with GESCO AG, its affiliated companies or executive bodies of GESCO AG that would require disclosure in accordance with Section 5.4.1 of the German Corporate Governance Code. However, Stefan Heimöller holds a 13.3 % share in GESCO AG and is thus the largest single shareholder. Finally, it should be noted that Platestahl Umformtechnik GmbH maintains to a lesser extent customer/supplier relations with Dörrenberg Edelstahl GmbH, which is a 90 % subsidiary of GESCO AG.

Conditions for participating in the Annual General Meeting and other disclosures in accordance with Section 121 para. 3 sentence 3 of the German Stock Corporation Act (AktG)

Conditions for participation in the 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 Annual General Meeting and exercise their voting rights. The registration must reach the company by 24:00 CEST on 18 July 2013 at the following address:

GESCO AG
Aktionärsservice
Postfach 14 60
61365 Friedrichsdorf

Fax: +49 (0)69 2222 34291
Email: gesco.hv@rsgmbh.com

or by registering through our secure online Annual General Meeting service (<https://netvote.gesco.de>) in accordance with procedure. The registration must be made in writing either in German or in English.

Registration forms for shareholders will be sent to the shareholder postal addresses entered in the company's share register by 00:00 CEST on 11 July 2013 together with the agenda of the Annual General Meeting. Shareholders require authorisation to access the Annual General Meeting service prior to using it. Information required for access to our online Annual General Meeting service (shareholder number and personal access number) will be sent to our shareholders together with the invitation to the Annual General Meeting. The online Annual General Meeting service can only be used if the respective shareholder enters the necessary information in the share register by 00:00 CEST on 11 July 2013 at the latest. The aforementioned possibility of registration is also available in the case of subsequent entry in the share register; in this case, please indicate your name, address and date of birth when registering.

In accordance with Section 67 para. 2 sentence 1 AktG, only shareholders who are registered as such in the company's share register shall be considered as company shareholders. Therefore, only the valid entries in the share register on the day of the Annual General Meeting are applicable in terms of the right to participate in the Annual General Meeting and the number of votes a shareholder is entitled to. For technical reasons, no amendments shall be made to the share register from 19 July up to and including 25 July 2013. Therefore, the share register entries valid on the day of the Annual General Meeting correspond with the entries valid after the final amendment on 18 July 2013. Registering for the Annual General Meeting does not prohibit trade in company shares. Shareholders therefore have full rights of disposal over their shares, even after successful registration for the Annual General Meeting.

Banks, shareholder associations and any coordinate person or entity in accordance with Section 135 para. 8 and 10 in conjunction with Section 125 para. 5 of the AktG may only exercise a right to vote for shares of which they are not the legal owner, but for which they are listed as the owner in the Company's share register, on the basis of an authorisation from the legal owner.

Procedure for voting by postal vote

This year, we are again offering shareholders who do not wish to participate in the Annual General Meeting the opportunity to vote by postal vote prior to the Annual General Meeting. Our shareholders will receive a corresponding form together with the invitation to the Annual General Meeting. The postal vote form can also be sent to shareholders at any time on request. It is also available online at <http://www.gesco.de/en/annual-meeting>. Registration for the Annual General Meeting within the given time frame (see “Conditions for participation in the Annual General Meeting and exercising of voting rights” above) also applies in the case of postal voting. Votes submitted by post must have been registered via our online Annual General Meeting Service (<https://netvote.gesco.de>) or have been received in writing at the following address by 24:00 CEST on 18 July 2013:

GESCO AG

Aktionärsservice

Postfach 14 60

61365 Friedrichsdorf

Fax: +49 (0)69 2222 34291

Email: gesco.hv@rsgmbh.com

Shareholders may still make changes regarding the exercising of their right to cast a postal vote in accordance with the aforementioned procedures by 24:00 CEST on 23 July 2013. By participating in the Annual General Meeting either in person or by appointing a third party to participate on their behalf, shareholders automatically revoke any postal votes previously submitted. Should a separate vote be called on a point on the agenda, then the vote cast for this point on the agenda as a whole shall also apply for all points of the separate vote.

Procedure for voting by authorised representative or proxy

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. In such cases, the registration must likewise still reach the company within the specified period (see “Conditions for participating in the Annual General Meeting and exercising of voting rights” above). Our shareholders will receive a corresponding form together with the invitation to the Annual General Meeting. The authorisation form can also be sent to shareholders at any time on request. It is also available online at <http://www.gesco.de/en/annual-meeting>. Please note that in the case of several representatives being appointed, the company reserves the right to reject one or more 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 10 in conjunction with Section 125 para. 5 AktG, the authority must be issued or revoked in writing and written proof must be provided to the company. Both authorisation and revocation may be presented to the Company at the following address:

GESCO AG

Aktionärsservice

Postfach 14 60

61365 Friedrichsdorf

Fax: +49 (0)69 2222 34291

Email: gesco.hv@rsgmbh.com

Alternatively, they may be presented to the representative. If the representative is granted authorisation, proof of such must be sent to the company at the address above. Alternatively, it may also be presented upon arrival at the entrance on the day of the Annual General Meeting.

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 10 in conjunction with Section 125 para. 5 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. No separate proof of authorisation needs to be provided to the company in such case.

By participating in the Annual General Meeting in person, shareholders automatically revoke any authorisation previously issued to a third party.

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, ask questions or raise objections. We ask that you use the authorisation form enclosed with the invitation to the Annual General Meeting to appoint representatives named by the company and to provide instructions. Authorisations for representatives named by the company, including instructions, can be issued in writing until 24:00 CEST on 18 July 2013 through our secure online Annual General Meeting service (<https://netvote.gesco.de>) or by posting the instructions to the following address:

GESCO AG
Aktionärservice
Postfach 14 60
61365 Friedrichsdorf

Fax: +49 (0)69 2222 34291
Email: gesco.hv@rsgmbh.com

Shareholders may still make changes regarding the appointment of representatives and voting instructions in accordance with the aforementioned procedures by 24:00 CEST on 23 July 2013. By participating in the Annual General Meeting either in person or by appointing a third party to participate on their behalf, shareholders automatically revoke any previously issued proxy authorisation. If both authorisation has been issued to a representative named by the company and a postal vote have been submitted (see "Procedure for voting by postal vote" above), the postal votes shall always override the proxy vote; in such cases, the representatives of the company are unable to exercise the authority granted to them and do not represent the corresponding votes.

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 online at <http://www.gesco.de/en/annual-meeting>.

Motion to add points to the agenda in accordance with Section 122 para 2 of the German Stock Corporation Act (AktG)

In accordance with Section 122 para. 2 AktG, shareholders whose combined investments account for at least one twentieth of share capital (equalling a pro-rata amount of € 432,250.00 or 166,250 company shares) may motion for points on the agenda to be added and announced. Each new motion has to include a reason or proposal.

Any such motion to add points to the agenda must 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 24 June 2013 at the latest at the following address:

GESCO AG
- Vorstand -
Johannisberg 7
42103 Wuppertal

Countermotions and proposals for election in accordance with Sections 126 para. 1 and 127 of the German Stock Corporation Act (AktG)

In accordance with Sections 126 para. 1 and 127 AktG, countermotions and proposals for election by shareholders on a certain point or certain points on the agenda must be directed to the following address by 24:00 CEST on 10 July 2013:

GESCO AG
Investor Relations
Johannisberg 7
42103 Wuppertal

Fax: +49 (0)202 2482049
Email: info@gesco.de

In accordance with Sections 126 and 127 AktG, any publishable countermotions, 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>.

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 AktG, every shareholder is entitled to request information from the Executive Board on company issues, the company's legal and business relationships with affiliated companies 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 AktG.

Total number of shares and voting rights

At the time the invitation to the Annual General Meeting was issued, the Company's share capital amounted to € 8,645,000 and was divided into 3,325,000 no-par value shares. Each share carries one voting right. At the time the invitation to the Annual General Meeting was issued, voting rights therefore amounted to 3,325,000. At the time the invitation to the Annual General Meeting was issued, the Company held 479 treasury shares. In accordance with Section 71b AktG, treasury shares do not carry any rights.

Documents and information in accordance with Section 124a of the German Stock Corporation Act (AktG)

This invitation as well as all other documents and information on the Annual General Meeting, including more detailed explanations on the aforementioned shareholder rights in accordance with Sections 122 para. 2, 126 para. 1, 127 and 131 para.1 AktG and the information to be made available in accordance with Section 124a AktG, are available online at <http://www.gesco.de/en/home/investor-relations/annual-meetings>.

Wuppertal, June 2013

GESCO AG
The Executive Board