



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, 31 August 2017 at 10:00 am** (doors open 9:00 am).

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 financial year 2016/2017 (1 April 2016 to 31 March 2017) and the report from the Supervisory Board

At its meeting on 30 May 2017, 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 30 May 2017. 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 para. 4 and 315 para. 4 HGB are available online at <http://www.gesco.de/en/annual-meeting> from the day the Annual General Meeting is convened. Shareholders may also inspect them in the meeting room during the Annual General Meeting. Upon request, shareholders will be sent a free copy without delay.

POINT 2

Resolution on the appropriation of retained profit for financial year 2016/2017

The Executive Board and Supervisory Board of GESCO AG propose the following appropriation of retained profit for financial year 2016/2017 in the amount of € 3,793,824.65:

Distribution of a dividend of € 0.35 per share on the current share capital entitled to dividends (10,839,499 shares)	€ 3,793,824.65
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POINT 3

Resolution on the approval of the actions of the Executive Board for financial year 2016/2017

The Supervisory Board and Executive Board propose approving the actions of Executive Board members in financial year 2016/2017.

POINT 4

Resolution on the approval of the actions of the Supervisory Board for financial year 2016/2017

The Executive Board and Supervisory Board propose approving the actions of Supervisory Board members in financial year 2016/2017.

POINT 5

Appointment of an auditor for the annual and consolidated financial statements 2017/2018

The Supervisory Board proposes appointing RSM Breidenbach und Partner PartG mbB, Wirtschaftsprüfungsgesellschaft - Steuerberatungsgesellschaft, Wuppertal, Germany, as auditors of the annual and consolidated financial statements 2017/2018. It also proposes appointing the same company as auditors for any potential audit of the abbreviated financial statements and interim management report for the first half of financial year 2017/2018.

POINT 6

Resolution on the expansion of the Supervisory Board to four members and the corresponding change to the Articles of Association

In accordance with Section 8 para. 1 sentence 1 of the company's Articles of Association, the Supervisory Board of GESCO AG currently comprises three members in total. On 22 December 2015, the German Stock Corporation Act (AktG) was amended with effect from 31 December 2015, eliminating the previous provision under Section 95 sentence 3 AktG which stipulated that the number of supervisory board members fundamentally had to be divisible by three. On this basis, the number of members of the GESCO AG Supervisory Board is to be increased from three to four. The expansion allows the company to attract additional expertise for the Supervisory Board. In addition, it ensures the ability of the Supervisory Board to form a quorum in the event that a Supervisory Board member is prevented from participating in a resolution for legal or factual reasons.

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

Section 8 para. 1 sentence 1 of the Articles of Association is to be amended as follows:

“The Supervisory Board consists of four members.”

Otherwise Section 8 of the Articles of Association will remain unchanged.

POINT 7

Election to the Supervisory Board

Upon entry into the commercial register of the change to the Articles of Association of GESCO AG proposed in POINT 6, the company's Supervisory Board will consist, in accordance with Section 96 para. 1 AktG in conjunction with Section 8 para. 1 sentence 1 of the Articles of Association, of four members, all of whom will be elected by the Annual General Meeting. The Supervisory Board of GESCO AG currently consists of just three members elected by the Annual General Meeting. Their term ends upon the conclusion of the Annual General Meeting that will resolve on the approval of the actions of the Supervisory Board for financial year 2019/2020. It is therefore necessary to elect a further Supervisory Board member. To equalise the terms for which members are appointed, the member is to be elected for the period ending upon the conclusion of the Annual General Meeting that will resolve on the approval of the actions of the Supervisory Board for the second financial year following the start of his or her term. The Annual General Meeting is not bound by a list of proposed candidates.

The Supervisory Board proposes appointing

Mr Jens Große-Allermann – member of the management boards of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn, Germany, and Fiducia Treuhand AG, Bonn, Germany, and a resident of Cologne, Germany –

as a member of the Supervisory Board from the time at which the changes to the Articles of Association proposed in Point 6 become effective until the end of the Annual General Meeting which shall resolve on the approval of the actions of the Supervisory Board for the second financial year following the start of his term. The financial year in which the term of office begins is not included.

Mr Große-Allermann does not have any personal or business relationships with GESCO AG, its Group companies or the executive bodies of GESCO AG which would have to be disclosed under Section 5.4.1 of the German Corporate Governance Code. However, Mr Große-Allermann is a member of the management board of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn, Germany, which currently holds roughly 14.4 % of GESCO AG's share capital and is therefore the company's largest investor.

Mr Große-Allermann is currently a member of the following supervisory boards which must be formed under law:

- Kromi Logistik AG, Hamburg, Germany (Chairman)
- Sparta AG, Hamburg, Germany
- WashTec AG, Augsburg, Germany
- FPM Deutsche Investmentaktiengesellschaft mit Teilgesellschaftsvermögen i. L., Frankfurt am Main, Germany

Mr Große-Allermann is not a member of any other comparable controlling bodies of commercial enterprises in Germany or abroad.

Mr Große-Allermann has ensured the Supervisory Board that he is capable of committing the expected time for his work on the Supervisory Board.

The following is an overview of Mr Große-Allermann's career:

Jens Große-Allermann, born 1967, businessman, is the managing director of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn, Germany, and the executive officer of Fiducia Treuhand AG, Bonn, Germany.

Mr Große-Allermann started his career at Deutsche Bank AG, Cologne, Germany, in 1991. From 1995 to 2000, he worked as a freelance corporate consultant with a focus on real estate. From 1997 to early 2003, Mr Große-Allermann was the chief financial officer of Condomi AG, Cologne, Germany. Since 2003, he has been the executive officer of Fiducia Treuhand AG, Bonn, Germany. He has also served as the managing director of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn, Germany, since 2008.

CVs of all Supervisory Board members are available on the company's website at <http://www.gesco.de>.

POINT 8

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

Taking into account the March 2017 increase in the share capital of GESCO AG that drew on authorised capital 2016, the Executive Board is currently authorised, in accordance with Section 5 para. 6 of the Articles of Association, to increase the company's share capital on one or several occasions by a total of up to €133,001.00 until 24 August 2019 with the consent of the Supervisory Board by issuing up to 133,001 new no-par value registered shares in exchange for cash and/or contributions in kind (authorised capital 2016). To ensure that the company continues to have the option to increase share capital flexibly by up to roughly 10 %, and without requiring a further resolution by the Annual General Meeting, the creation of a new share capital is to be proposed as follows, together with the annulment of the existing authorisation. In the exploitation of the authorised capital, the shareholders are fundamentally to be granted subscription rights. However, the Executive Board is to also be authorised to exclude subscription rights of shareholders with the consent of the Supervisory Board for certain purposes.

The Executive Board and the Supervisory Board propose the following:

- 1) Annulment of the existing authorised capital

The authorisation to increase the company's share capital, resolved as Point 7 on the agenda of the Annual General Meeting of GESCO AG on 25 August 2016, is annulled effective as of the entry of the new authorised capital into the commercial register to be resolved as follows in No. 2).

2) Creation of new authorised capital

The Executive Board is authorised to increase the company's share capital on one or several occasions by a total of up to €1,083,949.00 until 30 August 2020 with the consent of the Supervisory Board by issuing up to 1,083,949 new no-par value registered shares in exchange for cash and/or contributions in kind (authorised capital 2017). Shareholders have a fundamental subscription right. The subscription right may be exercised so that new shares can be assumed by a credit institution or a company operating 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 on the condition that said institutions then offer them to shareholders for subscription (indirect subscription rights).

However, the Executive Board is authorised to exclude the statutory subscription right of shareholders with the consent of the Supervisory Board in the following cases:

- a) to avoid fractional amounts;
- b) in the case of a capital increase in exchange for cash, if the share of share capital attributable to the new shares for which the subscription right is excluded does not exceed 10 % of the share capital at the time of the resolution of the Annual General Meeting on this authorisation or, if this amount is lower, at the time of the resolution of the Executive Board on the utilisation of this authorisation and the issue price of the new shares is not considerably lower than the listing price of listed shares at the time of the final determining of the issue price by the Executive Board. If, during the term of this authorisation until the point at which it is utilised, any other authorisations to issue or sell company shares or to issue rights that enable or oblige the purchase of company shares are exercised and the subscription right is thereby excluded directly or by the application of Section 186 para. 3 sentence 4 AktG, this is to be offset against the aforementioned 10 % limit;
- c) in the case of a capital increase in exchange for contributions in kind for the acquisition of a company, parts of a company or an investment in a company.

With the consent of the Supervisory Board, the Executive Board is authorised to determine further details concerning the performance of capital increases drawing on authorised capital 2017. The Supervisory Board is authorised to amend the Articles of Association in accordance with the respective utilisation of the authorised capital 2017 and, if the authorised capital 2017 is not or not fully utilised by 30 August 2020, following the expiry of the term of the authorisation.

3) Amendment to the Articles of Association

Section 5 para. 6 of the Articles of Association is to be amended as follows:

“The Executive Board is 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 consent 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). Shareholders have a fundamental subscription right. The subscription right may be exercised so that new shares can be assumed by a credit institution or a company operating 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 on the condition that said institutions then offer them to shareholders for subscription (indirect subscription rights).

However, the Executive Board is authorised to exclude the statutory subscription right of shareholders with the consent of the Supervisory Board in the following cases:

- a) to avoid fractional amounts;
- b) in the case of a capital increase in exchange for cash, if the share of share capital attributable to the new shares for which the subscription right is excluded does not exceed 10 % of the share capital at the time of the resolution of the Annual General Meeting on this authorisation or, if this amount is lower, at the time of the resolution of the Executive Board on the utilisation of this authorisation and the issue price of the new shares is not considerably lower than the listing price of listed shares at the time of the final determining of the issue price by the Executive Board. If, during the term of this authorisation until the point at which it is utilised, any other authorisations to issue or sell company shares or to issue rights that enable or oblige the purchase of company shares are exercised and the subscription right is thereby excluded directly or by the application of Section 186 para. 3 sentence 4 AktG, this is to be offset against the aforementioned 10 % limit;
- c) in the case of a capital increase in exchange for contributions in kind for the acquisition of a company, parts of a company or an investment in a company.

With the consent of the Supervisory Board, the Executive Board is authorised to determine further details concerning the performance of capital increases drawing on the authorised capital 2017. The Supervisory Board is authorised to amend the Articles of Association in accordance with the respective utilisation of the authorised capital 2017 and, if the authorised capital 2017 is not or not fully utilised by 30 August 2020, following the expiry of the term of the authorisation.”

Executive Board report pursuant to Section 203 para. 2 sentence 2 and Section 186 para. 4 sentence 2 AktG on Point 8 of the agenda

In accordance with Section 203 para. 2 sentence 2 and Section 186 para. 4 sentence 2 AktG, the Executive Board issues the following report on Point 8 of the agenda on the reasons for the Executive Board authorisation to issue shares excluding shareholders' subscription rights with the consent of the Supervisory Board. This report is available at <http://www.gesco.de/en/annual-meeting> from the day the Annual General Meeting is convened. It is also available for inspection by shareholders in the meeting room during the Annual General Meeting itself. Upon request, shareholders will be sent a free copy without delay.

The report has the following content:

As Point 8 on the agenda, the Executive Board and Supervisory Board propose to the Annual General Meeting the creation of new authorised capital. The previous authorised capital was resolved by the Annual General Meeting on 25 August 2016 for the duration of three years and was utilised in March 2017 as part of a €864,499 increase in share capital. To give the Executive Board the same flexibility with regard to future capital increases that it has had to date, a proposal is made to the Annual General Meeting under Point 8 of the agenda to create new authorised capital of up to a total of €1,083,949.00 (equating to roughly 10 % of the share capital of the company) 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 proposed authorised capital 2017 will put the Executive Board of GESCO AG in a position, within a suitable framework, to adjust the company's equity to commercial

requirements at all times and to act quickly and flexibly in the interests of its shareholders. To do so, the company must have continual access to the necessary capital procurement instruments, irrespective of specific utilisation plans. Given that decisions on covering capital requirements usually have to be made on a short-term basis, it is important that the company has the necessary flexibility and is not reliant on the rhythm of the Annual General Meeting. Legislators have taken these demands into account with the instrument of authorised capital. Shareholders are to be fundamentally granted subscription rights upon the utilisation of the authorised capital 2017. Pursuant to Section 186 para. 5 AktG, shares within the scope of these statutory subscription rights can also be granted to shareholders indirectly. However, the Executive Board is also authorised, with the consent of the Supervisory Board, to exclude subscription rights in certain specific cases listed in the proposed resolution.

- a) The Executive Board is authorised to exclude subscriptions rights for fractional amounts in order to present a practical subscription ratio in terms of the amount of the respective capital increase. This eases the technical execution of the capital increase, in particular in the case of a capital increase of a rounded amount. The new shares, for which subscription rights are excluded, are known as fractional shares and are either sold via the stock exchange or otherwise liquidated to the best possible result for the company. Any possible diluting effect is small, because any exclusion of subscription rights only applies to fractional amounts.
- b) In the case of a capital increase in exchange for cash, the Executive Board will be authorised to exclude subscription rights if the issue price of the new shares is not considerably lower than the listing price. This allows administration to issue new shares promptly and at a price close to the listing price – in other words, generally with a lower discount than share issues with subscription rights. This can lead to higher issue proceeds, which serves the interests of the company. The restriction on the volume of the capital increase, as well as the fact that the issue price is close to the listing price, takes into account the shareholders' interest in protection from a dilution of their shareholding. In accordance with Section 186 para. 3 sentence 4 AktG, the proposed authorisation only gives the Executive Board the opportunity to exclude subscription rights if the issued shares do not exceed 10 % of share capital either at the time of the resolution on this authorisation or at the time of its utilisation. Any disposal of treasury shares and any issues of shares from another (future) authorised capital are to be offset against this 10 % threshold, provided they are disposed of or sold under the exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 AktG during the term of this authorisation. Furthermore, shares which are issued or are to be issued to service profit sharing rights and/or convertible bonds or warrant bonds or bonds with an obligation of conversion are to also be offset, provided the profit sharing rights and/or bonds are issued during the term of this authorisation under the 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 the authorised capital 2017 under the exclusion of subscription rights does not significantly affect the interests of the shareholders in terms of their assets and voting rights. Due to the fact that the issue price is roughly similar to the listing price and that the volume of the capital increase under the exclusion of subscription rights is limited, it is fundamentally possible and reasonable for the shareholders to maintain their investment ratios if required by purchasing additional shares on the stock market at roughly the same conditions as their original shares.
- c) According to the proposed authorisation, the Executive Board may exclude subscription rights in certain cases where there are increases in the company's share capital for contributions in kind. This gives the Executive Board the ability to use company shares to acquire companies, parts of companies and/or

investments in companies in appropriate individual cases. As a result, the necessity to offer shares rather than cash may arise during negotiations. Such an option therefore offers an advantage in the competition for attractive acquisitions and the necessary freedom to take advantage of present opportunities for the acquisition of companies, parts of companies and/or investments in companies without a negative impact on liquidity. The provision of shares can also be expedient in order to achieve optimum financing structures. Such transactions do not result in any disadvantage on the part of the company, because the issuing of shares against contributions in kind assumes an appropriate relationship between the value of the contribution in kind and the value of the share. When determining valuation ratios, the Executive Board will ensure that the interests of the company and its shareholders are appropriately safeguarded, and that the price of the new shares is appropriate.

There are currently no specific plans concerning the utilisation of authorised capital 2017. In each individual case, the Executive Board will carefully consider whether the issuing of new shares and a possible exclusion of subscription rights are in the interests of the company and its shareholders. It will inform the Annual General Meeting of every use of the authorisation and the specific reasons for any exclusion of subscription rights. The Supervisory Board must consent to any cases of exclusion of subscription rights listed here.

Executive Board report on the capital increase drawing on authorised capital in financial year 2016/2017 under the exclusion of subscription rights

The Executive Board has issued the following report on the capital increase drawing on authorised capital under the exclusion of subscription rights in financial year 2016/2017. This report is available at <http://www.gesco.de/en/annual-meeting> from the day the Annual General Meeting is convened. It is also available for inspection by shareholders in the meeting room during the Annual General Meeting itself. Upon request, shareholders will be sent a free copy without delay.

The report has the following content:

The Executive Board resolved on 20 and 21 March 2017, in each instance with the approval of the Supervisory Board, to increase the company's share capital by €864,499.00, from €9,975,000.00 to €10,839,499.00, in exchange for cash by issuing 864,499 new no-par value registered shares through partial utilisation of the authorisation issued by the Annual General Meeting on 25 August 2016 in Section 5 para. 6 of the Articles of Association of GESCO AG. The new shares were placed solely with institutional investors by equinet Bank AG and have been entitled to profit shares since 1 April 2016. The implementation of the capital increase was entered into the commercial register on 21 March 2017. The share capital of GESCO AG therefore now amounts to €10,839,499.00 and is divided into 10,839,499 no-par value shares with a pro-rata stake in the share capital of €1.00 per share.

The capital increase took place under the exclusion of subscription rights of the company's existing shareholders. The Executive Board and the Supervisory Board believed that there were reasons to exclude subscription rights. In accordance with the resolution of the Annual General Meeting of 25 August 2016, the Executive Board was authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights if the share of share capital attributable to the new shares for which the subscription right is excluded does not exceed 10 % of the share capital at the time of the resolution of the Annual General Meeting on the authorisation of existing share capital and the issue price of the new shares is not considerably lower than the listing price of listed shares at the time of the final determining of the issue price by the Executive Board. With a total of 864,499 new shares issued (corresponding to around 10 % of the company's share capital at the time of the

authorisation by the Annual General Meeting), the capital increase in the case at hand was within the permissible range of increase of up to 10 % of the share capital. The issue price of the new shares stood at €23.50 per share, which, at the time of the final determining of the issue price by the Executive Board, corresponded to a discount of around 5 % off the listing price of the listed shares in the company. Because the issue price was roughly similar to the listing price, and because the volume of the capital increase under the exclusion of subscription rights was limited, it was fundamentally possible and reasonable for the existing shareholders to maintain their investment ratios if required by purchasing additional shares on the stock market at roughly the same conditions as their original shares.

The exclusion of subscription rights enabled the management of GESCO AG to place the new shares promptly following the acquisition of Pickhardt & Gerlach Group, which was completed in January 2017, at a lower discount than share issues with subscription rights. This led to higher issue proceeds, which served the interests of the company. After costs, the company's net issue proceeds of around €20 million further strengthens GESCO AG's equity and therefore lays the foundation for GESCO Group's further internal and external growth. The expanded authorised capital allows GESCO AG to flexibly seize acquisition opportunities while maintaining the current excellent balance sheet structure of GESCO AG and GESCO Group.

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 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 at the latest by 24:00 CEST on 24 August 2017 at the following address:

GESCO AG
Aktionärsservice
Postfach 14 60
61365 Friedrichsdorf
Fax: +49 (0)69 2222 34291
E-mail: gesco.hv@linkmarketservices.de

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 and the agenda of the Annual General Meeting will be sent to the shareholder postal addresses entered in the company's share register by 00:00 CEST on 17 August 2017. Shareholders require authorisation to access the online 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 is registered in the share register by 00:00 CEST on 17 August 2017, at the latest. The aforementioned alternative possibilities 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 to which a shareholder is entitled. For technical reasons, no amendments shall be made to the share register from 25 August 2017 up to and including 31 August 2017. Therefore, the share register entries valid on the day of the Annual General Meeting correspond with the entries valid after the final amendment on 24 August 2017. 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 paras. 8 and 10 in conjunction with Section 125 para. 5 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 submission of a written 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 24 August 2017, at the latest:

GESCO AG
Aktionärsservice
Postfach 14 60
61365 Friedrichsdorf
Fax: +49 (0)69 2222 34291
E-mail: gesco.hv@linkmarketservices.de

Shareholders may still make changes regarding the exercising of their right to vote by postal vote in accordance with the aforementioned procedures by 24:00 CEST on 29 August 2017. 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 shareholder's 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 that may be used to appoint a representative together with the invitation to the Annual General Meeting. The authorisation form can also be sent to shareholders at any time on submission of a written 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 Section 135 paras. 8 and 10 in conjunction with Section 125 para. 5 AktG, the authorisation must be issued or revoked in writing and written proof of authorisation 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
E-mail: gesco.hv@linkmarketservices.de

Alternatively, they may be presented to the representative. If the representative is granted authorisation, proof of such must be sent to the company to 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 Section 135 paras. 8 and 10 in conjunction with Section 125 para. 5 AktG, we would kindly ask shareholders to agree the necessary type of authorisation with 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 prior to the Annual General Meeting until 24:00 CEST on 29 August 2017 to the following address:

GESCO AG
Aktionärsservice
Postfach 14 60
61365 Friedrichsdorf
Fax: +49 (0)69 2222 34291
E-mail: gesco.hv@linkmarketservices.de

Alternatively, they can be issued through our electronic Annual General Meeting service (<https://netvote.gesco.de>) until 24:00 CEST on 29 August 2017; this also requires registration by 24:00 CEST on 24 August 2017.

Shareholders may still make changes regarding the appointment of representatives and voting instructions in accordance with the aforementioned procedures by 24:00 CEST on 29 August 2017. 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 has 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 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 online at <http://www.gesco.de/en/annual-meeting>.

Motion 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 amount of share capital of €500,000.00 (or 500,000 no-par value company shares) may motion for points to be added to the agenda and announced. Each new motion has to 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 31 July 2017, 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 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 16 August 2017, at the latest:

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

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

Shareholders' right to information in accordance with Section 131 para. 1 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 € 10,839,499.00 and was divided into 10,839,499 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 10,839,499 in accordance with the Articles of Association. At the time the invitation to the Annual General Meeting was issued, the company held no treasury shares.

Documents and information in accordance with Section 124a 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/annual-meeting>.

Wuppertal, July 2017

GESCO AG
The Executive Board