



**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, 29 August 2019 at 10:00 am** (Central European Summer Time – CEST, doors open 9:00 am CEST).

### **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 2018/2019 (1 April 2018 to 31 March 2019) and the report from the Supervisory Board.**

At its meeting on 16 May 2019, 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 16 May 2019. 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 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.

## **POINT 2**

### **Resolution on the appropriation of retained profit for financial year 2018/2019**

The Executive Board and Supervisory Board of GESCO AG propose the following appropriation of retained profit for financial year 2018/2019 in the amount of € 17,716,674.89:

Distribution of a dividend of €0.90 per share on the current share capital entitled to dividends (10,839,499 shares)	€ 9,755,549.10
Transfer to other revenue reserves	<u>€ 7,961,125.79</u>
	€ 17,716,674.89

## **POINT 3**

### **Resolution on the approval of the actions of the Executive Board for financial year 2018/2019**

The Supervisory Board and Executive Board propose approving the actions of Executive Board members in financial year 2018/2019.

## **POINT 4**

### **Resolution on the approval of the actions of the Supervisory Board for financial year 2018/2019**

The Executive Board and Supervisory Board propose approving the actions of Supervisory Board members in financial year 2018/2019.

## **POINT 5**

### **Appointment of an auditor for the annual and consolidated financial statements for the (abbreviated) financial year started on 1 April 2019**

The Supervisory Board proposes appointing Breidenbach und Partner PartG mbB, Wirtschaftsprüfungsgesellschaft - Steuerberatungsgesellschaft, Wuppertal, Germany, as auditors of the annual and consolidated financial statements for the (abbreviated) financial year started on 1 April 2019. It also proposes appointing the same company as auditors for any potential audit of the abbreviated financial statements and interim management report as at 30 September 2019.

## **POINT 6**

### **Change to Section 3 of the Articles of Association (Financial Year)**

In accordance with the current rule under Section 3 of the company's Articles of Association, GESCO AG's financial year deviates from the calendar year and runs from 1 April to 31 March of the following year. GESCO AG's financial year is to be adjusted to match the calendar year with effect from 1 January 2020 so as to synchronise the financial year of GESCO AG with the financial years of the subsidiaries. An abbreviated financial year is to take place for the period from 1 April 2019 to 31 December 2019.

The Executive Board and Supervisory Board propose rewording Section 3 of the Articles of Association as follows:

“Section 3  
Financial Year

From 1 January 2020, the financial year of the company is the calendar year. The period from 1 April 2019 to 31 December 2019 is an abbreviated financial year.”

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

**Conditions for participating 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 22 August 2019 at the following address:

GESCO AG  
c/o Computershare Operations Center  
80249 München  
Germany  
Fax: +49 (0)89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or by registering online through the company's secure investor portal at <http://www.gesco.de/en/annual-meeting> 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 15 August 2019. Shareholders require authorisation to access the investor portal prior to using it. Information required for access to our investor portal (shareholder number and the appropriate access password) will be sent to our shareholders together with the invitation to the Annual General Meeting. The investor portal can only be used if the respective shareholder is registered in the share register by 00:00 CEST on 15 August 2019, at the latest. The aforementioned alternative possibilities of registration are 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 23 August 2019 up to and including 29 August 2019. Therefore, the share register entries valid on the day of the Annual General Meeting correspond with the entries valid after the final amendment on 22 August 2019. 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**

We offer 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 is also available on the company's website at <http://www.gesco.de/en/annual-meeting>. Also in the case of postal votes, registration must still reach the company by 22 August 2019 (24:00 CEST) (see "Conditions for participating in the Annual General Meeting and exercising of voting rights" above). Postal votes must be submitted to the company by the end of 27 August 2019 (24:00 CEST) in written form at the following address

GESCO AG  
c/o Computershare Operations Center  
80249 München  
Germany  
Fax: +49 (0)89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or by using our investor portal at <http://www.gesco.de/en/annual-meeting> by 28 August 2019 (6:00 pm CEST).

Shareholders may still make changes regarding the exercising of their right to vote by postal vote at the aforementioned address by 24:00 CEST on 27 August 2019 or by using our investor portal at <http://www.gesco.de/en/annual-meeting> by 6:00 pm CEST on 28 August 2019. By participating in the Annual General Meeting either in person or by appointing a third party (with the exception of representatives of the company) 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 still reach the company by 22 August 2019 (24:00 CEST) (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 form 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 submitted to the company at the following address:

GESCO AG  
c/o Computershare Operations Center  
80249 München  
Germany  
  
Fax: +49 (0)89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Alternatively, they may be submitted 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 instead 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 arrange 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 the end of 27 August 2019 (24:00 CEST) to the following address:

GESCO AG  
c/o Computershare Operations Center  
80249 München  
Germany  
Fax: +49 (0)89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or by using our investor portal at <http://www.gesco.de/en/annual-meeting> by 28 August 2019 (6:00 pm CEST).

Shareholders may still make changes regarding the appointment of representatives and voting instructions in writing at the aforementioned address by 24:00 CEST on 27 August 2019 or by using our investor portal at <http://www.gesco.de/en/annual-meeting> by 6:00 pm CEST on 28 August 2019. 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. Should a separate vote be called on a point on the agenda, then the instructions for this point on the agenda as a whole shall also apply for all points of the separate vote. 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 29 July 2019, at the latest, at the following address:

GESCO AG  
- Vorstand -  
Johannisberg 7  
42103 Wuppertal  
Germany

## **Counter motions and proposals for election in accordance with Sections 126 para. 1 and 127 AktG**

In accordance with Sections 126 para. 1 and 127 AktG, counter motions 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 14 August 2019, at the latest:

GESCO AG  
Investor Relations  
Johannisberg 7  
42103 Wuppertal  
Germany

Fax: +49 (0)202 2482049

E-mail: [info@gesco.de](mailto: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.

## **Data protection information**

Information about the processing of personal data in connection with our Annual General Meeting is available online at <http://www.gesco.de/en/annual-meeting>.

**Publications on the company's website**

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 2019

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