



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, 30 August 2012 at 10:30 hours** (doors open 9:30 hours).

Agenda

POINT 1

Presentation of the adopted annual financial statements and approved consolidated financial statements for financial year 2011/2012 (1 April 2011 to 31 March 2012) 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 30 May 2012, 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 of the German Stock Corporation Act (AktG), the Annual General Meeting does not have 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 2011/2012

The Executive Board and Supervisory Board propose the following appropriation of retained profit for financial year 2011/2012 of € 9,614,114.80:

Distributing a dividend of € 2.90 per no-par value
share on the current share capital entitled to dividends
(3,325,000 shares less 9,788 treasury shares) € 9,614,114.80

POINT 3

Resolution on the approval of the actions of the Executive Board for financial year 2011/2012

The Supervisory Board and Executive Board propose to approve the actions of Executive Board members in financial year 2011/2012.

POINT 4

Resolution on the approval of the actions of the Supervisory Board for financial year 2011/2012

The Executive Board and Supervisory Board propose to approve the actions of Supervisory Board members in financial year 2011/2012.

POINT 5

The appointment of an auditor for the annual and consolidated financial statements 2012/2013

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 2012/2013. 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 2012/2013.

POINT 6

Resolution on the creation of authorised capital and corresponding change to the Articles of Association

The authorisation to increase the share capital up to a total of € 3,144,700.00 issued by the Annual General Meeting on 23 August 2007 expired on 22 August 2012. New authorised capital of up to a total of € 864,500.00 must therefore be resolved. When the authorised capital is utilised, shareholders are to be issued with subscription rights. However, the Executive Board is entitled with the consent of the Supervisory Board to exclude shareholders' subscription rights for certain purposes.

The Executive Board and the Supervisory Board therefore propose creating new authorised capital and to resolve the following:

1) Creation of new authorised capital

The Executive Board is entitled with the consent of the Supervisory Board to increase the share capital of the Company once or multiple times by up to a total of € 864,500.00 by 29 August 2015 by issuing up to 332,500 new registered shares in exchange for cash (authorised capital). The new shares can be assumed by a credit institute or a company operating pursuant to Section 53 para.1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (KWG) (financial institute) or a consortium of said credit or financial institutes with the obligation that the shares be offered for subscription by the shareholders (indirect subscription rights).

Shareholders are entitled to subscriptions rights. However, the Executive Board is entitled with the consent of the Supervisory Board to exclude shareholders' subscription rights in the following cases:

- a) Compensation for fractions of shares;
- b) If the proportional amount of the new shares for which the shareholders' subscription rights are excluded does not exceed 10 % of share capital at the time of the Annual General Meeting's resolution regarding this authorisation or, if this amount is lower, of the share capital existing at the time of the Executive Board's resolution concerning the utilisation of this authorisation and the issue price of the new shares does not fall significantly below the listed price of the already listed shares at the time of the final establishment of the issue price. If other authorisations to issue or sell shares in the Company or rights which allow or oblige subscription of shares in the Company are availed of during the term of this authorisation until its utilisation and, in doing so, subscription rights are excluded in direct or corresponding application of Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG), this must be deducted from the aforementioned 10 % limit.

The Executive Board is entitled with the consent of the Supervisory Board to determine further details regarding the performance of capital increases from the authorised capital. The Supervisory Board is entitled to amend the Articles of Association in accordance with the respective utilisation of the authorised capital and, should the authorised capital not have been utilised in full or at all by 29 August 2015, following the expiry of the authorisation.

2) Amendment of the Articles of Association

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

"The Executive Board is entitled with the consent of the Supervisory Board to increase the share capital of the Company once or multiple times by up to a total of € 864,500.00 by 29 August 2015 by issuing up to 332,500 new no-par value registered shares in exchange for cash (authorised capital). The new shares can be assumed by a credit institute or a company operating pursuant to Section 53 para.1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (KWG) (financial institute) or a consortium of said credit or financial institutes with the obligation that the shares be offered for subscription by the shareholders (indirect subscription rights).

Shareholders are entitled to subscriptions rights. However, the Executive Board is entitled with the consent of the Supervisory Board to exclude shareholders' subscription rights in the following cases:

- a) Compensation for fractions of shares;
- b) If the proportional amount of the new shares for which the shareholders' subscription rights are excluded does not exceed 10 % of the share capital at the time of the Annual General Meeting's resolution regarding this authorisation or, if this amount is lower, of the share capital existing at the time of the Executive Board's resolution concerning the utilisation of this authorisation and the issue price of the new shares does not fall significantly below the listed price of the already listed shares at the time of the final establishment of the issue price. If other authorisations to issue or sell shares in the Company or rights which allow or oblige subscription of shares in the Company are availed of during the term of this authorisation until its utilisation and, in doing so, subscription rights are excluded in direct or

corresponding application of Section 186 para. 3 sentence 4 German Stock Corporation Act (AktG), this must be offset against the aforementioned 10 % limit.

The Executive Board is entitled with the consent of the Supervisory Board to determine further details regarding the performance of capital increases from the authorised capital. The Supervisory Board is entitled to amend the Articles of Association in accordance with the respective utilisation of the authorised capital and, should the authorised capital not have been utilised in full or at all by 29 August 2015, following the expiry of the authorisation.”

Executive Board report pursuant to Section 203 para. 2 sentence 2, Section 2 para. 4 sentence 2 AktG regarding Point 6 of the agenda

The Executive Board issues the following report pursuant to Section 203 para. 2 sentence 2, Section 2 para. 4 sentence 2 AktG regarding Point 6 of the agenda detailing the reasons for the Executive Board’s authorisation to issue shares under the exclusion of shareholders’ subscription rights with the consent of the Supervisory Board. This report is available for inspection to the shareholders 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 report is also available online at <http://www.gesco.de/en/annual-meeting>.

The content of the report is as follows:

The Executive Board and the Supervisory Board propose to the Annual General Meeting as Point 6 of the agenda that new authorised capital be created. Previous authorised capital was resolved by the Annual General Meeting on 23 August 2007 for a period of five years and thus expires on 22 August 2012. Point 6 of the agenda shall therefore be a proposal to the Annual General Meeting to create new authorised capital amounting to up to € 864,500.00 (equalling 10 % of the current share capital of the Company) by issuing up to 332,500 new registered shares in exchange for cash (Authorised Capital). The proposed Authorised Capital shall put the Executive Board of GESCO AG in the position to adapt the Company’s equity to commercial requirements at any time within a suitable framework and to act quickly and flexibly in the interests of the Company’s shareholders. In order to do this, the Company must always have the necessary instruments to raise capital at its disposal and not be bound by any fixed utilisation plans. As decisions concerning the coverage of capital requirements are usually made at short notice, it is important that Company has the necessary flexibility and is not dependent on the Annual General Meeting. The instrument of authorised capital has been introduced by the legislator to take these requirements into consideration.

When the authorised capital is utilised, shareholders are to be issued with subscription rights. Pursuant to Section 186 para. 5 AktG, the shares can also be granted directly to shareholders within the scope of statutory subscription rights. However, the Executive Board shall also be entitled to exclude subscription rights with the consent of the Supervisory Board in certain cases referred to in the resolution proposal.

- a) The Executive Board shall be entitled to exclude subscription rights for fractions of shares in order to ensure a practicable subscription ratio in terms of the amount of the respective capital increase. This means that the technical aspect of the capital increase is simplified, particularly when the capital is increased by a round number. The new shares excluded from subscription rights as fractions of shares shall be sold in the best interests of the Company either through the stock exchange or through other means. Since a complete

exclusion of subscription rights is only restricted to fractions of shares, dilution effects are low.

- b) The Executive Board shall be entitled to exclude subscription rights if the issue price of the new shares does not fall significantly below the listed price. This allows the Company's administration to issue shares promptly and as close to the listed price as possible, in other words with a generally lower discount than with shares issued under subscription rights. This means that higher proceeds can be achieved from the emission, serving the interests of the Company. The shareholders' desire to seek protection from the dilution of their ownership is taken into consideration by restricting the extent of the capital increase as well as the shares being issued as close as possible to the listed price. In accordance with Section 186 para. 3 sentence 4 AktG, the proposed authorisation only grants the Executive Board the capacity to exclude subscription rights if the issued shares do not exceed 10 % of the share capital either at the time of the resolution concerning this authorisation or at the time of the utilisation of the authorised capital. Any sale of own shares and any issuance of shares from another (future) pool of authorised capital must be deducted from the 10 %, provided that they are sold or rather issued during the term of this authorisation under the exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 AktG. Furthermore, shares which are issued or are to be issued to service profit participation certificates and/or bonds with conversion or pre-emption rights or a conversion obligation must also be deducted provided that the profit participation certificates and/or bonds are issued during the term of this authorisation under exclusion of subscription rights in corresponding application of Section 186 para. 3 sentence 4 AktG. This ensures that the financial and voting interests of shareholders are fully respected in accordance with the legal purpose of Section 186 para. 3 sentence 4 AktG in the event of authorised capital being utilised under the exclusion of subscription rights. Within this framework, it is possible and thoroughly feasible for shareholders to maintain their shareholding ratio as a result of the issue price being as close as possible to the listed price and the restriction in terms of the restriction in the amount of the capital increase under the exclusion of subscriptions rights.

There are currently no plans to utilise the authorised capital. The Executive Board will assess on a case-by-case basis whether it will avail itself of the authorisation to increase capital under exclusion of subscription rights and only then do this if, in its opinion and in the opinion of the Supervisory Board, the utilisation of authorised capital is in the interests of the Company and its shareholders. The Executive Board will report to the next Annual General Meeting should the authorisation have been utilised before the next Annual General Meeting. The Supervisory Board's consent is required in all of the aforementioned cases of exclusion of subscription rights.

Executive Board report concerning the capital increase from authorised capital under exclusion of subscription rights carried out in financial year 2011/2012

The Executive Board hereby issues the following report concerning the capital increase from authorised capital under exclusion of subscription rights carried out in financial year 2011/2012. This report is available for inspection to the shareholders 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 report is also available online at <http://www.gesco.de/en/annual-meeting>.

The content of the report is as follows:

On 28 and 29 February 2012, the Executive Board resolved with the consent of the Supervisory Board to increase the share capital of the Company by € 785,200.00, from € 7,859,800.00 to € 8,645,000.00 in exchange for cash by issuing 302,000 new registered shares under partial utilisation of the authorisation issued by the Annual General Meeting on 23 August 2007 and formally amended on 21 July 2011 by Annual General Meeting resolution regarding the conversion to registered shares in Section 5 para. 6 of the Articles of Association of GESCO AG. The new shares were placed with institutional investors by Close Brother Seydler Bank AG and are entitled to carry dividends as of 1 April 2011. The execution of a capital increase was entered into the commercial register on 1 March 2012. The share capital of GESCO AG therefore represents € 8,645,000.00, divided into 3,325,000 no-par value shares with a share in equity of € 2.60 each.

The capital increase was conducted under exclusion of the subscription rights of Company shareholders. The Executive Board and Supervisory Board were of the conviction that requirements had been met for the exclusion of subscription rights. According to the resolution of the Company's Annual General Meeting on 23 August 2007, the Executive Board was entitled with the consent of the Supervisory Board to exclude the subscription rights of shareholders if new shares are issued in exchange for cash within the scope of a capital increase at an issue price that does not fall significantly below the listed price and the number of shares issued in total does not exceed 10 % of the share capital of the Company at the time of issuance. In this case, the issue price for the new shares was € 65.00 per share, which, at the time of the finalisation of the issue price by the Executive Board, represented a discount of 3.2% on the listed price of the already listed shares in the Company. The total number of new shares issued was 302,000 (9.99 % of the existing share capital in the Company at the time of the issuance of shares), meaning that the capital increase was within the permitted range of up to 10 % of existing share capital. Due to the issue price being as close to the listed price as possible and the level of capital increase, it was possible and thoroughly reasonable for shareholders to maintain their shareholding ratio by purchasing additional shares on the stock market at approximately equal conditions.

The exclusion of subscription rights allowed the administration of GESCO AG to place the shares promptly following the acquisition of the Werkzeugbau-Laichingen Group in December 2011 and at a lower discount than would have been the case with a subscription rights issue. This meant that higher proceeds were able to be generated from the emission, serving the interests of the Company. Gross proceeds from the emission amounted to € 19.6 million and, following the deduction of costs, are due to be used for the acquisition of small and medium-sized industrial enterprises in accordance with the business model of GESCO AG. With the expanded capital, GESCO AG is able to use acquisition possibilities flexibly and maintain the current excellent balance sheet structure of GESCO AG and the GESCO Group.

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 and 2 of the Articles of Association in conjunction with Section 123 para. 2 sentences 1 and 2 and para. 3 sentences 2 and 3 of the German Stock Corporation Act (AktG), only shareholders who have registered on time and whose shares are registered in their name 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 23 August 2012 at the following address:

GESCO AG
Aktionärsservice
c/o registrar services GmbH
Frankfurter Strasse 84 – 90a
65760 Eschborn
Germany

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

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

Forms which shareholders can use to register shall be sent to the shareholder postal addresses entered in the Company's share register by 00:00 CEST on 16 August 2012 together with the agenda of the Annual General Meeting. Shareholders must be authorised to access the Annual General Meeting service before using it. Information required to access our online Annual General Meeting service (shareholder number and personal access number) shall be sent to our shareholders together with the invitation to the Annual General Meeting. The use of the online Annual General Meeting service is only possible if the respective shareholder is registered in the share register by 00:00 CEST on 16 August 2012 at the latest. The aforementioned possibility of registration is also available in the case of subsequent entry into the share register: please indicate your name, address and date of birth when registering.

In accordance with Section 67 para. 2 sentence 1 of the German Stock Corporation Act (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. From 24 August 2012 up to and including 30 August 2012, no amendments shall be made to the share register. Therefore, the share register entries valid on the day of the Annual General Meeting correspond with the entries valid after the final amendment on 23 August 2012. 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 para. 10 in conjunction with Section 125 para. 5 of the German Stock Corporation Act (AktG) may only exercise a right to vote for shares that do not belong to them, but for which they are registered as registered shareholder in the Company's share register, on the basis of an authorisation from the equitable owner.

Procedure for voting by postal vote

This year, for the first time, we are offering shareholders who do not wish to participate in the Annual General Meeting the opportunity to vote using a postal voting system before the Annual General Meeting. Our shareholders shall 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 above under "Conditions for participation

in the Annual General Meeting and exercising of voting rights”) is also necessary in the case of postal voting. Votes submitted using the postal vote procedure must have been submitted 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 23 August 2012:

GESCO AG
Aktionärsservice
c/o registrar services GmbH
Frankfurter Strasse 84 – 90a
65760 Eschborn
Germany

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

Shareholders may still make changes regarding the exercising of their right to vote by postal vote by 24:00 CEST on 28 August 2012. By participating in the Annual General Meeting in person, shareholders automatically revoke any submitted postal vote. Should an individual vote be called for a point on the agenda, then the submission of a vote regarding this point on the agenda shall also apply for all points of the individual 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. Even if this is the case, a registration must still reach the Company within the specified period (see “Conditions for participating in the Annual General Meeting and exercising of voting rights” above). Shareholders will receive an authorisation form with their invitation to the Annual General Meeting. The authorisation form can also be sent to shareholders in written form at any time upon request. It can also be downloaded online at <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 several of them.

If the representative is neither a bank nor shareholders’ association nor coordinate person or entity in accordance with Sections 135 para. 8 and para. 10 in conjunction with Section 125 para. 5 of the German Stock Corporation Act (AktG), the authority must be issued or revoked in writing and written proof must be provided to the Company. Both authorisation and revocation may be presented to the Company at the following address:

GESCO AG
Aktionärsservice
c/o registrar services GmbH
Frankfurter Strasse 84 – 90a
65760 Eschborn
Germany

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

Alternatively, they may be presented to the representative. If the authorisation is given to the representative, proof of such authorisation must be sent to the Company at the address above. It may also be presented on the day of the Annual General Meeting at the door.

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 para. 10 in conjunction with Section 125 para. 5 of the German Stock Corporation Act (AktG), we would kindly ask shareholders to enquire about the necessary type of authority from the person or entity in good time, as a special type of authorisation may be required. No separate proof of authorisation needs to be provided to the Company in such case.

By participating 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 and ask questions. 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 23 August 2012 using the following address:

GESCO AG
Aktionärsservice
c/o registrar services GmbH
Frankfurter Strasse 84 – 90a
65760 Eschborn
Germany

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

Authorisations and instructions can also be issued using our online Annual General Meeting service (<https://netvote.gesco.de>). Shareholders may still make changes regarding authorisations or instructions by 24:00 CEST on 28 August 2012. By participating in person or through an authorised third party, shareholders automatically revoke any authorisation previously issued to the representatives named by the Company.

Our shareholders shall receive more information concerning the issuing of authorisations and 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 of the German Stock Corporation Act (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 proofs, no later than 30 days prior to the Annual General Meeting, in other words by 24:00 CEST on 30 July 2012 at the latest at the following address:

GESCO AG
– Vorstand –
Johannisberg 7
42103 Wuppertal
Germany

Shareholders' counter-motions and proposals for election in accordance with Sections 126 para. 1 and 127 of the German Stock Corporation Act (AktG)

Shareholders' counter-motions and proposals for election on a certain point or certain points on the agenda must be directed to the following address by 24:00 CEST on 15 August 2012 in accordance with Sections 126 para. 1 and 127 of the German Stock Corporation Act (AktG):

GESCO AG
Investor Relations
Johannisberg 7
42103 Wuppertal
Germany

Fax: +49 (0)202 2482049

E-Mail: info@gesco.de

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

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

In accordance with Section 131 para. 1 of the German Stock Corporation Act (AktG), every shareholder and every shareholder's representative is entitled to request information from the Executive Board on Company issues, the Company's legal and business relationships to 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 of the German Stock Corporation Act (AktG).

Total number of shares and voting rights

At the time of the invitation to the Annual General Meeting being issued, the Company's share capital amounted to € 8,645,000 and was divided into 3,325,000 no-par value shares. Each share carries one voting right. At the time of the invitation to the Annual General Meeting being issued, voting rights therefore amounted to 3,325,000. At the time of the invitation to the Annual General Meeting being issued, the Company held 9,788 treasury shares. In accordance with Section 71b of the German Stock Corporation Act (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 the Executive Board report concerning the capital increased from authorised capital under the exclusion of subscription rights conducted in financial year 2011/2012, more detailed explanations on the aforementioned shareholder rights in accordance with Sections 122 para. 2, 126 para. 1, 127 and 131 para.1 of the German Stock Corporation Act (AktG) and the information to be made available in accordance with Section 124a of the German Stock Corporation Act (AktG) are available online at <http://www.gesco.de/en/annual-meeting>.

Wuppertal, July 2012

GESCO AG
The Executive Board