

The logo consists of a yellow square with the word "GESCO" written in bold, dark blue, uppercase letters inside it.

GESCO

Invitation to the Annual General Meeting

of GESCO SE, Wuppertal, Germany

25 June 2025 at 10:00 a.m.

Admissions from 9:00 a.m.

Key figures

| GESCO Group (IFRS) | | 2024 01/01 – 12/31 | 2023 01/01 – 12/31 |
|---|--------|-----------------------|-----------------------|
| Order intake | T€ | 519,100 | 542,746 |
| Sales | T€ | 513,809 | 560,724 |
| EBITDA | T€ | 36,673 | 59,010 |
| EBIT | T€ | 15,182 | 35,866 |
| Earnings before taxes (EBT) | T€ | 9,964 | 32,361 |
| Group net earnings for the year from continued operations ¹⁾ | T€ | 4,439 | 20,885 |
| Earnings per share | € | 0.42 | 1.93 |
| Total assets | T€ | 433,316 | 468,962 |
| Equity ratio | % | 62.3 | 59.2 |
| Employees (as at 12/31) | Number | 1,642 | 1,899 |
| Share price (XETRA) at the end of the financial year | € | 13.20 | 18.60 |
| Dividend per share | € | 0.10 | 0.40 ²⁾ |

¹⁾ After minority interests.

²⁾ Proposal to the Annual General Meeting 2025

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**This is a translation
of the German AGM invitation.
Only the German version is binding!**

Invitation to the Annual General Meeting

GESCO SE, Wuppertal, Germany

ISIN DE000A1K0201 – Security identification number A1K020

Invitation to the Annual General Meeting

We invite our shareholders to the **Annual General Meeting** to be held on **Wednesday, 25 June 2025, at 10:00 a.m.** (Central European Summer Time - CEST, admission from 9:00 a.m. CEST) at Rheinterrasse Düsseldorf, Joseph-Beuys-Ufer 33, 40479 Düsseldorf.

Agenda

TOP 1

Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the combined management report of GESCO SE and the Group for fiscal year 2024 (1 January 2024 to 31 December 2024) and the report of the Supervisory Board

At its meeting on 7 April 2025, the Supervisory Board of GESCO SE approved the annual financial statements presented by the Executive Board. The annual financial statements are thus adopted in accordance with Section 172 AktG. A resolution by the Annual General Meeting is therefore not required. The consolidated financial statements were also approved by the Supervisory Board at its meeting on 7 April 2025. In accordance with Section 173 para. 1 sentence 2 AktG, the Annual General Meeting therefore does not have to pass a resolution in this respect either.

The aforementioned documents and the explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB) are available on the Company's website at:

www.gesco.de/en/investor-relations/annual-general-meetings.

They will also be available for inspection by shareholders in the meeting room during the Annual General Meeting.

TOP 2

Resolution on the appropriation of net retained profits for the 2024 fiscal year

The Executive Board and Supervisory Board propose that the net retained profits of 5,986,520.07€ reported for the 2024 fiscal year be appropriated as follows:

| | |
|---|---------------|
| Payment of a dividend of 0.10€ per no-par value share on the share capital currently entitled to dividends (10,839,499 shares less 485,801 treasury shares) | 1,035,369,80€ |
| Transfer to other revenue reserves | 4,951,150.27€ |
| | <hr/> |
| | 5,986,520.07€ |
| | <hr/> <hr/> |

The number of shares entitled to dividends for the 2024 fiscal year may change before the Annual General Meeting. In this case, the Executive Board and Supervisory Board will submit an adjusted proposal for a resolution on the appropriation of profits to the Annual General Meeting. This will continue to provide for the distribution of a dividend of 0.10€ per dividend-bearing share as well as correspondingly adjusted amounts for the total dividend payout and the allocation to other revenue reserves.

TOP 3

Resolution on the discharge of the members of the Executive Board for the 2024 fiscal year

The Supervisory Board and Executive Board propose that the actions of the members of the Executive Board in office in the 2024 fiscal year be approved for this period.

TOP 4

Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2024 fiscal year

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2024 fiscal year be approved for this period.

TOP 5

Appointment of the auditor of the annual and consolidated financial statements and the auditor of the sustainability report for the fiscal year 2025 (1 January 2025 to 31 December 2025)

5.1 On the recommendation of its Audit Committee, the Supervisory Board proposes that Mazars GmbH & Co KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Düsseldorf, be appointed as auditor of the annual and consolidated financial statements for the 2025 fiscal year and as auditor for any review of the condensed financial statements and the interim management report as at 30 June 2025.

In its recommendation, the Audit Committee stated that it was free from undue influence by third parties and that no restriction was imposed on it regarding the selection of a specific auditor within the meaning of Article 16 (6) of Regulation (EU) 537/2014.

5.2 Furthermore, on the recommendation of its Audit Committee, the Supervisory Board proposes that Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed as the auditor of the sustainability reporting for the 2025 fiscal year.

The election of the auditor for sustainability reporting is made as a precautionary measure if the German legislator, in implementing Art. 37 of the Statutory Audit Directive 2006/43/EC in the version of CSRD (EU) 2022/2464 of 14 December 2022, should require an express election of this auditor by the Annual General Meeting. The resolution will only be implemented if, in accordance with the CSRD Implementation Act, sustainability reporting for the 2025 fiscal year is to be audited by an auditor to be appointed by the Annual General Meeting.

TOP 6

Elections to the Supervisory Board

The regular term of office of Supervisory Board members Stefan Heimöller, Jens Große-Allermann, Klaus Möllerfriedrich and Dr Nanna Rapp will end at the end of the Annual General Meeting of GESCO SE on 25 June 2025. Mr Möllerfriedrich is not available for re-election. In accordance with Article 40 (2) and (3) SE Regulation (EC) No. 2157/2001, Section 17 SEAG and Article 9 (1) of the Articles of Association, the Supervisory Board consists of four members, all of whom are elected by the Annual General Meeting. In accordance with the German Corporate Governance Code, it is intended to hold the elections to the Supervisory Board by way of individual elections.

The Supervisory Board proposes

6.1 Mr. Stefan Heimöller, Dipl.-Kfm. Stefan Heimöller, Managing Partner of Plat-estahl Umformtechnik GmbH, Lüdenscheid, and Helios GmbH, Neuenrade, resident in Neuenrade,

6.2 Mr. Jens Große-Allermann, member of the Management Board of Shareholder Value Management AG, Frankfurt, resident in Cologne,

6.3 Dr Nanna Rapp, member of the Supervisory Board of GESCO SE, resident in Düsseldorf,

6.4 Dr Mathias Saggau, Managing Director of MSA Capital GmbH, resident in Bonn

as members of the Supervisory Board until the end of the Annual General Meeting that resolves on the discharge for the fourth fiscal year after the start of the term of office. The fiscal year in which the term of office begins is not counted. In the event of his election, Mr. Heimöller intends to run for the position of Chairman of the Supervisory Board.

The election proposals take into account the objectives resolved by the Supervisory Board for its composition and aim to fulfil the profile of skills and expertise developed by the Supervisory Board for the entire Board. At the same time, the diversity concept pursued by the Supervisory Board for its composition is also implemented. For details, please refer to the corporate governance statement for the 2024 fiscal year.

In accordance with the recommendations of the German Corporate Governance Code, the Supervisory Board draws attention to the following:

Mr. Heimöller currently holds 14.2 % of GESCO SE's share capital, making him its second-largest single shareholder. Platestahl Umformtechnik GmbH, of which Mr. Heimöller is the managing partner, maintains a small number of customer/supplier relationships with Dörrenberg Edelstahl GmbH, a 90 % subsidiary of GESCO SE. Otherwise, in the opinion of the Supervisory Board, there are no personal or business relationships between the proposed candidates and the companies of GESCO Group, the executive bodies of GESCO SE or a significant shareholder of GESCO SE that are relevant to the election decision of the Annual General Meeting.

Mr. Heimöller, Mr. Große-Allermann and Dr Rapp are not members of any statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises

Dr Saggau has been Chairman of the Supervisory Board of CHAPTERS Group AG, Hamburg, since 2018.

The Supervisory Board has ensured that all candidates proposed for election are able to devote the expected amount of time required for the work of the Supervisory Board.

Curriculum vitae of Mr. Heimöller:

Mr. Stefan Heimöller, born in 1963, nationality: German, Dipl.-Kfm., is managing partner of Platestahl Umformtechnik GmbH, Lüdenscheid, and Helios GmbH, Neuenrade.

Mr. Heimöller studied business administration in Mannheim and Cologne. He has many years of management experience in medium-sized industry. He has been a managing partner of Helios GmbH, Neuenrade, since 1993 and a managing partner of Platestahl Umformtechnik GmbH, Lüdenscheid, since 1994. Mr. Heimöller has been a member of the Supervisory Board of GESCO SE since 2013.

Curriculum vitae of Mr. Große-Allermann:

Mr. Jens Große-Allermann, born 1967, nationality: German, businessman, is a member of the Management Board of Shareholder Value Management AG, Frankfurt.

Mr. Große-Allermann began his professional career in 1991 at Deutsche Bank AG, Cologne. From 1995 to 2000, he worked as a freelance management consultant specialising in the real estate sector. From 1997 to the beginning of 2003, Mr Große-Allermann was Chief Financial Officer of Condomi AG, Cologne. From 2003 to 2024, he was a member of the Management Board of Fiducia Treuhand AG, Bonn, and from 2008 to 2024, he was a member of the Management Board of Investmentaktiengesellschaft für langfristige Investoren TGV, Bonn. Since the beginning of 2024, he has been a member of the Executive Board of Shareholder Value Management AG, Frankfurt. Mr. Große-Allermann has been a member of the Supervisory Board of GESCO SE since 2017.

Curriculum vitae of Dr Rapp:

Dr Nanna Rapp, born 1969, nationality: German, Dipl.-Kffr.

Dr Rapp studied business administration in Saarbrücken and London and was awarded her doctorate in 1998. Dr Rapp has many years of professional and management experience in management consulting and in internationally operating companies. Since 2004, she has held various management positions within the E.ON Group; from 2014 to 29 February 2020, she was Managing Director of E.ON Inhouse Consulting GmbH, Essen; from 1 March to 30 June 2020, she was a member of the Executive Board there. Dr Rapp has been a member of the Supervisory Board of GESCO SE since 2015.

Curriculum vitae of Dr Saggau

Dr Mathias Saggau; born 1983; nationality: German; Dipl.-Kfm.

Dr Saggau studied business administration in Leipzig and completed his doctorate at Chemnitz University of Technology on the subject of „Islamic Finance“. He began his professional career in 2009 in asset management at National-Bank in Essen. He then worked as an analyst and portfolio manager at Investmentaktiengesellschaft für langfristige Investoren in Bonn. Since 2015, he has been an independent consultant for the Partners Fund, a global equity fund that has been managed by Monega Kapitalanlagegesellschaft in Cologne since 2025.

The CVs of all Supervisory Board candidates are available on the Company's website at:

www.gesco.de/en/company/management.

TOP 7

Resolution on the approval of the remuneration report for the 2024 fiscal year

In accordance with Section 120a (4) AktG, the Annual General Meeting of a listed Company resolves to approve the remuneration report for the previous fiscal year prepared and audited in accordance with Section 162 AktG. The remuneration report

for the 2024 fiscal year was prepared by the Management Board and Supervisory Board in accordance with Section 162 AktG and audited by the Company's auditor. It is included in the annual report for the 2024 fiscal year and is available on the Company's website at:

www.gesco.de/en/investor-relations/annual-general-meetings.

The Executive Board and Supervisory Board propose that the remuneration report for the 2024 fiscal year be approved.

TOP 8

Resolution on the approval of the remuneration system for the members of the Executive Board

Pursuant to Section 120a para. 1 AktG, the Annual General Meeting of a listed Company resolves to approve the remuneration system for Executive Board members presented by the Supervisory Board each time there is a material change to the remuneration system, but at least every four years. The Annual General Meeting of GESCO SE last passed such a resolution on 30 June 2021, meaning that a new resolution is required on a regular basis.

The Supervisory Board has reviewed the current remuneration system for members of the Executive Board, which was approved by the Annual General Meeting on 30 June 2021. The review did not reveal any need for structural changes; the current system has proven its worth.

The remuneration system for the members of the Executive Board is published on the Company's website at:

www.gesco.de/en/investor-relations/annual-general-meetings.

The Supervisory Board proposes that the remuneration system for the members of the Executive Board be approved.

TOP 9

Resolution on the amendment of Section 14 (3) of the Articles of Association (authorisation of the Executive Board to hold virtual Annual General Meetings)

In accordance with Section 14 (3) of the Company's Articles of Association, the Executive Board is authorised to provide for individual or all Annual General Meetings to be held before the end of 30 June 2025 to be held as virtual Annual General Meetings without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. This authorisation will expire soon and is therefore to be renewed. This is intended to enable the Executive Board to make a flexible decision regarding the format of future Annual General Meetings in the interests of the Company and its shareholders. As in 2023, the new authorisation is to be granted for a limited period of around two years.

Following the end of the coronavirus pandemic, GESCO SE held its Annual General Meetings in 2023 and 2024 as in-person events. This year's Annual General Meeting will also be held in person. The associated direct dialogue with shareholders and shareholder representatives is a high priority for the Executive Board and Supervisory Board.

For future Annual General Meetings, the Executive Board will decide on the respective format of the Annual General Meeting separately on the basis of the proposed new authorisation and taking into account the respective agenda. The Executive Board will coordinate its decision closely with the Supervisory Board and obtain its approval. In doing so, both the interests of the Company and the interests of the shareholders will be given due consideration. Should the decision be made in favour of the virtual format in individual cases, the sufficient and appropriate protection of shareholder rights will be a key aspect that the Executive Board will take into account when deciding on the structure and implementation of the virtual meeting. The aim will generally be to grant shareholders' rights in a way that is equivalent to the face-to-face format. This also includes, in particular, that the option of shifting the primary

right to ask questions to the run-up to the Annual General Meeting - granting only the right to ask follow-up questions during the Annual General Meeting - should not be utilised. However, it should be noted that the Executive Board is authorised and obliged to critically review its current assessment when convening any future virtual Annual General Meeting and to revise it if necessary.

The Executive Board and Supervisory Board propose that Section 14 (3) of the Company's Articles of Association be amended and reworded as follows:

„(3) The Executive Board is authorised to provide for individual or all Annual General Meetings held until the end of 30 June 2027 to be held as virtual Annual General Meetings without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting.“

Otherwise, § 14 of the Articles of Association remains unchanged.

The currently valid Articles of Association are available on the Company's website at:

www.gesco.de/en/investor-relations/annual-general-meetings.

TOP 10

Resolution on the authorisation to acquire and use treasury shares in accordance with Section 71 (1) No. 8 AktG

§ Section 71 para. 1 no. 8 AktG authorises the Company to acquire treasury shares, which may not exceed a total of 10% of the Company's share capital. By resolution of the Annual General Meeting on 18 June 2020, the Company is authorised to acquire treasury shares of up to ten percent of the share capital until 17 June 2025, taking into account treasury shares already held by the Company. Due to its time limit until 17 June 2025, the authorisation will expire before the 2025 Annual General Meeting. In order to enable the Company to acquire treasury shares beyond this date, a resolution is to be passed on a new authorisation to acquire treasury shares.

The Executive Board and Supervisory Board propose the following resolution:

a) Acquisition of treasury shares

In accordance with Section 71 para. 1 no. 8 AktG, the Company is authorised, with the approval of the Supervisory Board, to acquire treasury shares until 24 June 2030 - taking into account treasury shares already held by the Company - of up to ten percent of the Company's share capital existing at the time of the resolution by the Annual General Meeting at or - if this value is lower - of the Company's share capital existing at the time this authorisation is exercised. The authorisation may be exercised for any legally permissible purpose; trading in treasury shares is excluded. At the discretion of the Executive Board, the shares may be acquired via the stock exchange or by means of a public purchase offer addressed to all shareholders.

In the case of acquisition via the stock exchange, the purchase price per share (excluding incidental acquisition costs) may not be more than higher or lower than the price of the Company's shares with the same features in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange determined by the opening auction on the trading day.

In the case of acquisition via a public purchase offer, the Company can either publish a formal offer or publicly invite the submission of offers. In both cases, the Company sets a purchase price or a purchase price range per share, whereby in the latter case the final price is determined from the existing declarations of acceptance or offers to sell. The offer or the invitation to tender may provide for an acceptance or tender period, conditions and the possibility of adjusting any purchase price range during the acceptance or tender period if significant price movements occur during this period. The purchase price per share of the Company (excluding incidental acquisition costs) may not be more than ten per cent higher or lower than the stock market price. In the event of the publication of a formal offer by the Company, the relevant stock exchange price in this respect shall be the average closing price of the Company's shares with the same features in Xetra trading (or a comparable successor system) on the

Frankfurt Stock Exchange on the last five trading days prior to the date of the final decision by the Management Board on the formal offer or, in the event of an adjustment to the offer, prior to the date of the final decision by the Management Board on the adjustment to the offer. In the event of publication of an invitation to submit offers to sell, the date of the Management Board's decision on the offer or the adjustment of the offer shall be replaced by the date of acceptance of the offers to sell by the Company.

If the volume of shares tendered exceeds the planned buyback volume, the shares must be acquired in proportion to the number of shares tendered or offered. Preferential acquisition of small numbers of up to 100 shares offered or tendered per shareholder and rounding in accordance with commercial principles may be provided for.

b) Utilisation of treasury shares

The Executive Board is authorised, with the approval of the Supervisory Board, to sell the treasury shares acquired on the basis of this or a previously granted authorisation in accordance with Section 71 para. 1 no. 8 AktG via the stock exchange or by means of a public offer addressed to all shareholders. Shareholders have no subscription rights if the shares are sold via the stock exchange. In the event of a sale by means of a public offer, the Executive Board is authorised to exclude shareholders' subscription rights for fractional amounts

The Executive Board is also authorised, with the approval of the Supervisory Board, to sell the acquired treasury shares in another manner if the Company's shares are sold for cash at a price (excluding incidental selling costs) that is not significantly lower than the market price of the Company's shares at the time of the sale. This authorisation is limited to a total of the share capital existing at the time the resolution is adopted by the Annual General Meeting and, if this is lower, of the share capital of the Company existing at the time the authorisation to sell is exercised. If other authorisations to issue or sell shares in the Company or to issue rights that enable or obligate the subscription of shares in the Company are exercised during the term of this authorisation up to the time it is exercised

and subscription rights are excluded in direct or corresponding application of Section 186 para. 3 sentence 4 AktG, this must be offset against the aforementioned 10% limit.

The Executive Board is further authorised, with the approval of the Supervisory Board, to sell the acquired treasury shares to third parties, excluding shareholders' subscription rights, insofar as this is done for the purpose of acquiring companies, parts of companies and/or investments in companies or to service bonds with warrants and/or convertible bonds.

In the event of an offer to all shareholders, the Executive Board is further authorised, with the approval of the Supervisory Board, to grant the holders of any bonds with warrants and/or convertible bonds issued by the Company or a Group Company subscription rights to the shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling their conversion obligation.

Finally, the Executive Board is authorised, with the approval of the Supervisory Board, to withdraw some or all of the acquired treasury shares without a further resolution by the Annual General Meeting. The cancellation leads to a capital reduction. By way of derogation from this, the Executive Board may determine that the share capital remains unchanged upon cancellation and that the proportion of the share capital represented by the remaining shares increases as a result of the cancellation in accordance with Section 8 (3) AktG. In this case, the Executive Board is authorised to adjust the number of shares in the Articles of Association.

The above authorisations may be exercised once or several times, in full or in partial amounts, individually or jointly by the Company or its affiliated companies or by third parties for the account of the Company or its affiliated companies.

Report of the Executive Board pursuant to Section 71 para. 1 no. 8 sentence 5, Section 186 para. 4 sentence 2 AktG on item 10 of the agenda

In accordance with Section 71 para. 1 no. 8 sentence 5 and Section 186 para. 4 sentence 2 AktG, the Executive Board issues the following report on item 10 of the agenda on the reasons for the proposed authorisation of the Executive Board to exclude shareholders' subscription rights when selling own shares in the Company. This report is available on the Company's website from the day the Annual General Meeting is convened at

www.gesco.de/en/investor-relations/annual-general-meetings.

The report has the following content:

The Management Board and Supervisory Board propose to the Annual General Meeting under agenda item 10 that the Company be authorised to acquire treasury shares so that it can take advantage of the benefits associated with such an acquisition in the interests of the Company and its shareholders.

The proposed authorisation will enable the Company to acquire treasury shares up to an amount of the current share capital until 24 June 2030. This complies with the legally permissible maximum limit. Shares may only be acquired via the stock exchange or on the basis of a public purchase offer to all shareholders. Compliance with the obligations to treat all shareholders equally as required by Section 71 para. 1 no. 8 sentences 3 and 4 AktG is therefore guaranteed.

The authorisation provides for the exclusion of subscription rights for fractional amounts in the event of the sale of treasury shares by way of a public offer, which requires the approval of the Supervisory Board. This is intended to enable a practicable subscription ratio to be established, thereby facilitating the technical implementation of the offer.

The proposed authorisation also provides for the sale of treasury shares to third parties with the approval of the Supervisory Board in ways other than via the stock exchange or by means of a public offer to all shareholders, provided that the treasury

shares are sold for cash and at a price that is not significantly lower than the relevant stock market price. This is intended to enable the Company to sell shares to institutional investors, financial investors or other co-operation partners and to achieve the highest possible sale amount and the greatest possible strengthening of equity by setting a price close to the market price. Although this type of sale involves an exclusion of shareholders' subscription rights, this is legally permissible as it corresponds to the simplified exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG. This authorisation may only be used up to an amount of ten percent of the share capital, taking into account other existing authorisations at the Company to exclude subscription rights in accordance with or analogous to Section 186 para. 3 sentence 4 AktG. This ensures that the financial and voting interests of shareholders are adequately safeguarded in the event of a sale with the exclusion of subscription rights, in accordance with the legal assessment of Section 186 para. 3 sentence 4 AktG.

Furthermore, the acquired treasury shares may be sold to third parties, excluding shareholders' subscription rights, if this is done for the purpose of acquiring companies, parts of companies and/or equity interests in companies or to service bonds with warrants and/or convertible bonds. In these cases, the Executive Board should be able to offer shares in the Company as consideration for the acquisition of such companies or interests in companies or to grant shares to the holders of option or conversion rights to fulfil their claims, without having to carry out a capital increase. Such utilisation of treasury shares requires the approval of the Supervisory Board. The proposed authorisation will give the Company the necessary flexibility to use treasury shares as an acquisition currency and thus to be able to react quickly and flexibly to offers to acquire companies or interests in other companies that are advantageous to the Company. The proposed authorisation to exclude shareholders' subscription rights takes this into account. Insofar as the proposed authorisation provides for the possibility of excluding subscription rights in order to fulfil option and conversion rights from bonds with warrants and/or convertible bonds issued by the Company or Group companies, this serves the purpose of enabling the management to fulfil these rights with existing treasury shares instead of using conditional capital that would otherwise be required; neither the Company nor any other GESCO Group Company has currently issued bonds with warrants or convertible bonds.

Finally, the Company is to be given the opportunity to partially exclude shareholders' subscription rights when selling treasury shares by offering them to all shareholders in favour of the holders of any bonds with warrants and/or convertible bonds to be issued in the future in order to grant them subscription rights to the shares to be sold to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling their conversion obligation. In this way, a reduction in the option or conversion price that would otherwise occur could be avoided, thereby strengthening the Company's financial resources. Such utilisation of treasury shares also requires the approval of the Supervisory Board. Neither the Company nor any other GESCO Group Company has currently issued bonds with warrants or convertible bonds.

The cancellation of acquired treasury shares without a further resolution by the Annual General Meeting enables the Company to quickly and flexibly adjust its equity to the respective requirements of the capital market by reducing the share capital. If the cancellation is carried out without reducing the share capital, the proportion of the remaining shares in the share capital increases as a result of the cancellation in accordance with Section 8 (3) AktG.

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

Further information and notes on the Annual General Meeting

Further information and notes on the Annual General Meeting

Requirements for attending the Annual General Meeting and exercising voting rights

Pursuant to Section 15 (1) of the Articles of Association in conjunction with Section 123 (2) sentences 1 and 2 AktG, only those shareholders are entitled to attend the Annual General Meeting and exercise their voting rights. § Section 123 para. 2 sentences 1 and 2 AktG, only those shareholders who have registered in good time and are entered in the share register for the registered shares are entitled to attend the Annual General Meeting and exercise their voting rights. Registration must be received by the Company no later than the end of 18 June 2025 (24:00 CEST) at the following address:

GESCO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: gesco@linkmarketservices.eu

or the internet using the Company's password-protected internet service at www.gesco.de/en/investor-relations/annual-general-meetings in accordance with the procedure provided for this purpose. The application must be made in text form and in German or English.

Forms that shareholders can use for registration will be sent to the shareholders' mailing addresses entered in the Company's share register by 4 June 2025 (0:00

CEST). Access authorisation is required to use the internet service. The information required to access our internet service (shareholder number and associated access password) will be sent to our shareholders. Use of the internet service is only guaranteed if the shareholder is entered in the share register by 4 June 2025 (0:00 CEST) at the latest. In the event of subsequent registration, the aforementioned other registration options are available; in this case, please state your name, address and date of birth when registering.

In relation to the Company, only those persons who are entered as such in the Company's share register are deemed to be shareholders in accordance with Section 67 (2) sentence 1 AktG. Accordingly, the registration status of the share register on the day of the Annual General Meeting is decisive for the right to participate and the number of voting rights to which a shareholder is entitled. For technical reasons, no changes will be made to the share register in the period from 19 June 2025 up to and including 25 June 2025. Therefore, the entry status of the share register on the day of the Annual General Meeting corresponds to the status after the last transfer on 18 June 2025. Trading in the Company's shares will not be blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registration.

Intermediaries, shareholders' associations, proxy advisors and persons treated as such in accordance with Section 135 (8) may only exercise voting rights for shares that do not belong to them but for which they are entered in the Company's share register as the holder on the basis of an authorisation from the beneficial owner of the shares.

Procedure for exercising voting rights by postal vote

We offer shareholders who do not wish to attend the Annual General Meeting the opportunity to vote by postal vote in advance of the Annual General Meeting. A form that can be used for postal voting be sent to shareholders entered in the Company's share register by 4 June 2025 (0:00 CEST).

Timely registration for the Annual General Meeting by 18 June 2025 (24:00 CEST) is also required in the case of postal voting (see above under „Requirements for attending the Annual General Meeting and exercising voting rights“). Postal votes must be submitted in text form by no later than the end of 23 June 2025 (24:00 CEST) to the following address:

GESCO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: gesco@linkmarketservices.eu

or to be delivered to the Company by 24 June 2025 (18:00 CEST) via our internet service at:

www.gesco.de/en/investor-relations/annual-general-meetings.

If desired, our shareholders can make changes regarding the exercise of voting rights by postal vote in text form at the above address by the end of 23 June 2025 (24:00 CEST) or via our Internet service at:

www.gesco.de/en/investor-relations/annual-general-meetings

until 24 June 2025 (6 p.m. CEST). The personal attendance of the shareholder or an authorised third party (with the exception of the Company's proxies) at the Annual General Meeting is automatically deemed to be a revocation of the postal votes previously cast. If an individual vote is held on an agenda item, a vote cast on this agenda item as a whole shall also be deemed to be a corresponding vote cast for each item of the individual vote.

Procedure for voting by authorised representatives / proxies

Shareholders who do not wish to attend the Annual General Meeting in person can also have their voting rights exercised by authorised representatives, for example by an intermediary, a shareholders' association, a proxy advisor or the proxies appointed by the Company. In this case, too, the shareholder must register in good time by 18 June 2025 (24:00 CEST) (see above under „Requirements for attending the Annual General Meeting and exercising voting rights“). Shareholders entered in the Company's share register at by 4 June 2025 (midnight CEST) will be sent a form that can be used to appoint a proxy. Please note that if several persons or institutions are authorised, the Company is entitled to reject one or more of them.

If neither an intermediary nor a shareholders' association or a voting rights advisor nor a person equivalent to these pursuant to Section 135 para. 8 AktG is authorised, the granting of the power of attorney, its revocation and proof of authorisation to the Company must be in text form. The authorisation and its revocation may be submitted to the Company at the following address

GESCO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: gesco@linkmarketservices.eu

or to the authorised representative. If the proxy is granted to the authorised representative, proof of authorisation must be provided to the Company. This can be sent to the Company at the above address. Alternatively, the proof can also be presented at the entrance and exit control on the day of the Annual General Meeting.

If an intermediary, a shareholders' association, a voting rights advisor or a person with equivalent status pursuant to Section 135 para. 8 AktG is to be authorised, we request that the required form of proxy be agreed with the person or institution to be author-

ised in good time, as they may require a special form of proxy. Separate proof of authorisation to the Company is not required in this respect.

The personal attendance of the shareholder at the Annual General Meeting automatically constitutes a revocation of the authorisation previously granted to a third party.

We offer our shareholders the opportunity to authorise proxies appointed by the Company and bound by instructions prior to the Annual General Meeting. If proxies nominated by the Company are authorised, they must always be given instructions for exercising voting rights. The Company's proxies will only make use of the authorisation if they have previously received instructions from the shareholder on how to exercise voting rights. The proxies are obliged to vote in accordance with the instructions. The proxies will not accept authorisations with regard to administrative rights other than voting rights, such as the right to speak and ask questions or to raise objections.

Authorisations in favour of the proxies appointed by the Company, including instructions, can be submitted in text form prior to the Annual General Meeting until the end of 23 June 2025 (24:00 CEST) at the following address:

GESCO SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: gesco@linkmarketservices.eu

or by 24 June 2025 (18:00 CEST) via our internet service at:

www.gesco.de/en/investor-relations/annual-general-meetings.

If desired, our shareholders can make changes to their proxy or instructions in text form at the above address by the end of 23 June 2025 (24:00 CEST) or via our Internet service at:

www.gesco.de/en/investor-relations/annual-general-meetings.

until 24 June 2025 (6 p.m. CEST). The personal attendance of the shareholder or an authorised third party at the Annual General Meeting automatically constitutes a revocation of a previously granted proxy to the Company's proxies. If an individual vote is held on an agenda item, an instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote.

Further information on exercising voting rights

If voting rights are exercised in due time in several ways (by post, e-mail, electronically via the Internet service or by postal vote in accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212) or if authorisation and instructions to exercise voting rights are issued, these will be considered in the following order regardless of the time of receipt: 1. electronically via the internet service, 2. in accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation (EU) 2018/1212, 3. by email and 4. by post.

If declarations with more than one form of exercising voting rights are received by the same means, the following applies: postal votes take precedence over the issuing of authorisation and instructions to the Company's proxies; the issuing of authorisation and instructions to the Company's proxies takes precedence over the issuing of authorisation and instructions to an intermediary, a shareholders' association, a proxy advisor or a person with equivalent status pursuant to Section 135 (8) AktG.

If an intermediary, a shareholders' association, a proxy advisor or a person with equivalent status pursuant to Section 135 (8) AktG is not willing to act as a proxy, the Company's proxies are deemed to be authorised to act in accordance with the instructions.

Request for additions to the agenda

In accordance with Article 56 sentences 2 and 3 of the SE Regulation, Section 50 para. 2 SEAG and Section 122 para. 2 AktG, shareholders whose shares together represent a proportionate amount of the share capital of EUR 500,000.00 (this corresponds to 500,000 no-par value shares in the Company) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution.

Such a request for an addition to the agenda must be addressed to the Executive Board and must be received by the Company in writing (Section 126 BGB), including the legally required information and evidence, at least 30 days before the Annual General Meeting, i.e. by 25 May 2025 (24:00 CEST) at the latest. Please send any such requests to the following address:

GESCO SE
- Executive Board -
Johannisberg 7
42103 Wuppertal

Counter motions and election proposals

Counter motions and election proposals from shareholders pursuant to Sections 126 (1) and 127 AktG regarding one or more items on the agenda must be sent exclusively to the following address by 10 June 2025 (24:00 CEST) at the latest:

GESCO SE
Investor Relations
Johannisberg 7
42103 Wuppertal
E-mail: ir@gesco.de

Counter motions and election proposals to be made available as well as any statements by the management will be made immediately available to shareholders in accordance with Sections 126 and 127 AktG on the Company's website at:

[www.gesco.de/en/investor-relations/annual-general-meetings.](http://www.gesco.de/en/investor-relations/annual-general-meetings)

Right to information pursuant to Section 131 (1) AktG

In accordance with Section 131 (1) AktG, every shareholder may request information from the Executive Board at the Annual General Meeting regarding the Company's affairs, the Company's legal and business relationships with an affiliated Company and the situation of the Group and the companies included in the consolidated financial statements, insofar as the information is necessary for the proper assessment of one or more items on the agenda. We would like to point out that the Management Board may refuse to provide information under the conditions specified in Section 131 (3) AktG.

Total number of shares and voting rights

At the time the Annual General Meeting is convened, the Company's share capital amounts to EUR 10,839,499.00 and is divided into 10,839,499 no-par value shares. Each share grants one vote, so that at the time the Annual General Meeting is convened, there are 10,839,499 voting rights on the basis of the Articles of Association. The Company holds 485,801 treasury shares at the time of convocation.

Notes on data protection

Information on the processing of personal data in connection with our Annual General Meeting can be found on the Company's website at:

[www.gesco.de/en/investor-relations/annual-general-meetings.](http://www.gesco.de/en/investor-relations/annual-general-meetings)

Publications on the Company's website

This convening notice and all other documents and information on the Annual General Meeting, including a further explanation of the shareholders' rights described above in accordance with Article 56 sentences 2 and 3 SE Regulation, Section 50 para. 2 SEAG, 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 on the Company's website at:

www.gesco.de/en/investor-relations/annual-general-meetings.

Wuppertal, May 2025

**GESCO SE
The Executive Board**

Contact

Dear Shareholders,
Ladies and Gentlemen,

Transparent and timely communication is important to us.

If you would like to receive regular information about your company,
please let us add you to our mailing list.

Please contact us for this purpose.

You are also welcome to use our order function on our website at

www.gesco.de/en/investor-relations/service-ir-contact

Contact

Peter Alex
Head of Investor Relations & Communications

GESCO SE
Johannisberg 7
42103 Wuppertal
Germany

Phone +49 202 24820-18
Fax +49 202 24820-49

ir@gesco.de
www.gesco.de

**This is a translation of the German AGM invitation.
Only the German version is binding!**

