



**GESCO**

# **Invitation to the Annual General Meeting**

of GESCO SE, Wuppertal, Germany

24 June 2026 at 1:00 p.m.

Admissions and lunch from 11:30 a.m.

# Key figures

GESCO-Konzern (IFRS)		2025 01/01-12/31	2024 01/01-12/31
Order intake	T€	475,960	519,100
Sales	T€	494,973	513,809
EBITDA	T€	33,780	36,673
EBIT	T€	15,496	15,182
Earnings before taxes (EBT)	T€	11,367	9,964
Group net earnings for the year from continued operations <sup>1)</sup>	T€	9,928	4,439
Earnings per share	€	0.96	0.42
Total assets	T€	447,350	433,316
Equity ratio	%	60.9	62.3
Employees (as at 12/31)	Anzahl	1,662	1,642
Share price (XETRA) at the end of the financial year	€	14.25	,13.20
Dividend per share	€	0.20 <sup>2)</sup>	0.10

<sup>1)</sup> After minority interests.

<sup>2)</sup> Proposal to the Annual General Meeting 2025

# Content

<b>Agenda</b>	<b>4</b>
<b>Further information and notes on the Annual General Meeting</b>	<b>8</b>
<b>Contact</b>	<b>14</b>

**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, 24 June 2026, at 1.00 p.m.** (Central European Summer Time – CEST, admission and lunch from 11.30 a.m. CEST) at the Rheinterrasse Düsseldorf, Joseph-Beuys-Ufer 33, 40479 Düsseldorf.

# Agenda

## AGENDA ITEM 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 the financial year 2025 (1 January 2025 to 31 December 2025) and the report of the Supervisory Board**

At its meeting on 30 March 2026, the Supervisory Board of GESCO SE approved the annual financial statements submitted by the Executive Board. The annual financial statements are therefore adopted in accordance with Section 172 of the German Stock Corporation Act (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 30 March 2026. Pursuant to Section 173(1), second sentence of the German Stock Corporation Act (AktG), the Annual General Meeting is therefore not required to pass a resolution in this regard either.

The aforementioned documents, together with 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](http://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.

## AGENDA ITEM 2

### **Resolution on the appropriation of retained earnings for the financial year 2025**

The Executive Board and Supervisory Board propose that the retained profits of €3,790,310.33 reported for the financial year 2025 be appropriated as follows:

Payment of a dividend of €0.20 per share on the share capital currently entitled to dividends (10,839,499 shares less 465,929 treasury shares)	€2,074,714.00
Allocation to other retained earnings	€1,715,596.33
	<hr/>
	<b>€3,790,310.33</b>

The number of shares entitled to a dividend for the 2025 financial year may change prior to the Annual General Meeting. In this case, the Executive Board and Supervisory Board will submit an amended proposal on the appropriation of profits to the Annual General Meeting. This will continue to provide for the distribution of a dividend of €0.20 per dividend-bearing share, as well as correspondingly adjusted amounts for the total dividend payout and the allocation to other retained earnings.

## **AGENDA ITEM 3**

### **Resolution on the discharge of the members of the Executive Board for the financial year 2025**

The Supervisory Board and the Executive Board propose that discharge be granted to the members of the Executive Board in office during the 2025 financial year for that period.

## **AGENDA ITEM 4**

### **Resolution on the discharge of the members of the Supervisory Board for the financial year 2025**

The Executive Board and Supervisory Board propose that discharge be granted to the members of the Supervisory Board in office during the 2025 financial year for this period. The vote on discharge is to be taken by way of individual discharge, i.e. separately for each member of the Supervisory Board.

The following members of the Supervisory Board in office during the 2025 financial year are subject to discharge:

- 4.1 Mr Stefan Heimöller (Chairman of the Supervisory Board),
- 4.2 Mr Jens Große-Allermann (Deputy Chairman of the Supervisory Board),
- 4.3 Dr Nanna Rapp,
- 4.4 Dr Mathias Saggau
- 4.5 Klaus Möllerfriedrich.

## AGENDA ITEM 5

### **Appointment of the auditor and the group auditor, as well as the auditor for sustainability reporting, for the financial year 2026 (01/01/2026 – 12/31/2026)**

**5.1** On the recommendation of its Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed as the auditor of the annual and consolidated financial statements for the financial year 2026, as well as the auditor for any review of the condensed financial statements and the interim management report as at 30 June 2026.

GESCO SE has conducted a procedure to select the future auditor in accordance with the EU Audit Regulation (Regulation (EU) No 537/2014). On the basis of this selection procedure, the Audit Committee recommended BDO AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, and KPMG AG, Wirtschaftsprüfungsgesellschaft, Düsseldorf, to the Supervisory Board for the tendered audit mandate, stating its reasons, and expressed a reasoned preference for BDO AG Wirtschaftsprüfungsgesellschaft, Düsseldorf.

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

**5.2** Furthermore, on the recommendation of its Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed as the auditor of the sustainability reporting for the financial year 2026.

The appointment of an auditor for sustainability reporting is proposed as a precautionary measure in the event that the German legislature, in implementing Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, as amended by Directive (EU) 2025/794 of the European Parliament and of the Council of 14 April 2025 regarding corporate sustainability reporting, provides for such an appointment by the Annual General Meeting. National implementation has not yet been finalised at the time of convening the Annual General Meeting. The government draft of the CSRD Implementation Act of 3 September 2025 provides that the auditor is to be appointed by the Annual General Meeting. The resolution will only be implemented if, under the CSRD Implementation Act, sustainability reporting for the 2026 financial year is to be audited by an auditor to be appointed by the Annual General Meeting.

It is intended that the Annual General Meeting vote on agenda items 5.1 and 5.2 separately.

## **AGENDA ITEM 6**

### **Resolution on the approval of the remuneration report for the financial year 2025**

Pursuant to Section 120a (4) of the German Stock Corporation Act (AktG), the Annual General Meeting of a listed Company shall resolve on the approval of the remuneration report for the preceding financial year, which has been prepared and audited in accordance with Section 162 AktG. The remuneration report for the financial year 2025 was prepared by the Executive Board and the Supervisory Board in accordance with Section 162 of the German Stock Corporation Act (AktG) and audited by the Company's auditor. It is included in the annual report for the financial year 2025 and is available 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)**.

The Executive Board and Supervisory Board propose that the remuneration report for the 2025 financial year be approved.

# **Further information and notes regarding the Annual General Meeting**

# Further information and notes regarding the Annual General Meeting

## Requirements for attending the Annual General Meeting and exercising voting rights

In accordance with Section 15(1) of the Articles of Association in conjunction with Section 123(2), sentences 1 and 2 of the German Stock Corporation Act (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 to exercise their voting rights. Registration must be received by the Company by midnight (CEST) on 17 June 2026 at the latest at the following address

GESCO SE  
c/o GFEI HV GmbH  
Ostergrube 11  
30559 Hanover  
Germany

Email: HV@gfei.de

or via the internet using the Company's password-protected online service at

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

in accordance with the procedure provided for this purpose. The registration must be in writing and must be in German or English.

Forms that shareholders may use for registration will be sent to the postal addresses of shareholders entered in the Company's share register by 3 June 2026 (00:00 CEST). Access authorisation is required to use the online service. The details required to access our internet service (shareholder number and associated access password) will be sent to our shareholders. Use of the online service is only guaranteed if you are entered in the share register by 3 June 2026 (00:00 CEST) at the latest. If you are entered after this date, the other registration options mentioned above will be available; in this case, please provide your name, address and date of birth when registering.

In relation to the Company, pursuant to section 67(2), sentence 1 of the German Stock Corporation Act (AktG), only those persons who are entered as such in the Company's register of shareholders are deemed to be shareholders. Accordingly, the status of entries in the register of shareholders on the day of the Annual General Meeting is decisive for the right to attend and for the number of voting rights to which a shareholder is entitled. For technical reasons relating to processing, no updates will be made to the share register during the period from 18 June 2026 up to and including 24 June 2026. Consequently, the status of the share register on the day of the Annual General Meeting corresponds to the status following the last update on 17 June 2026. Registration for the Annual General Meeting does not block trading in the Company's shares. Even after registration, shareholders may therefore continue to dispose of their shares freely.

Intermediaries, shareholder associations, proxy advisors and persons treated as equivalent to them pursuant to Section 135(8) may exercise voting rights for shares that do not belong to them, but for which they are registered as holders in the Company's share register, only 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 option to cast their votes by postal vote in the run-up to the Annual General Meeting. A form that can be used for the postal vote will be sent to shareholders entered in the Company's share register by 3 June 2026 (00:00 CEST) together with their admission ticket.

In the case of postal voting, timely registration for the Annual General Meeting by 17 June 2026 (midnight CEST) is also required (see above under "Requirements for attending the Annual General Meeting and exercising voting rights"). Postal votes must be submitted in writing by no later than midnight on 23 June 2026 (CEST) to the following address

GESCO SE  
c/o GFEI HV GmbH  
Ostergrube 11  
30559 Hanover  
Germany

Email: HV@gfei.de

or via our online service at

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

Our shareholders may, if they wish, make changes regarding the exercise of voting rights by postal vote in writing to the above address by the end of 23 June 2026 (midnight CEST) or via our online service at

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

The personal attendance of the shareholder or an authorised third party (with the exception of the Company's proxies) at the Annual General Meeting shall automatically be deemed a revocation of any postal votes previously cast. If a separate vote is taken on an agenda item, a vote cast on that agenda item shall be deemed to constitute a corresponding vote on each item included in the separate vote.

## Procedure for voting by proxy / proxy holders

Shareholders who do not wish to attend the Annual General Meeting in person may also have their voting rights exercised by proxies, 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 17 June 2026 (midnight CEST) (see above under "Requirements for attending the Annual General Meeting and exercising voting rights"). Shareholders entered in the Company's share register by 3 June 2026 (00:00 CEST) will be sent a form with their admission ticket which can be used to grant a proxy. Please note that, in the event that a proxy is granted to several persons or institutions, the Company is entitled to reject one or more of them. This does not affect the possibility of appointing a separate representative for the Annual General Meeting for each of the Company's shares held by a shareholder in different securities accounts.

Unless a proxy is granted to an intermediary, a shareholders' association, a proxy advisor or a person treated as equivalent to any of these under Section 135(8) of the German Stock Corporation Act (AktG), the granting of the proxy, its revocation and proof of the proxy to the Company must be in writing. The proxy and its revocation may be submitted to the Company either at the address

GESCO SE  
c/o GFEI HV GmbH  
Ostergrube 11  
30559 Hannover  
Germany

Email: HV@gfei.de

or declared to the proxy. If the power of attorney is granted to the proxy, proof of the power of attorney must be provided to the Company. This may be sent to the Company at the address given above. Alternatively, proof may also be presented at the entry and exit control on the day of the Annual General Meeting.

If an intermediary, a shareholders' association, a proxy advisor or a person treated as equivalent to these under Section 135(8) of the German Stock Corporation Act (AktG) is to be authorised, we ask that you agree the required form of the power of attorney with the person or institution to be authorised in good time, as they may require a specific form of power of attorney. No separate proof of the power of attorney is required to be provided to the Company in this regard.

The shareholder's personal attendance at the Annual General Meeting is automatically deemed to revoke any proxy previously granted to a third party.

We offer our shareholders the option of appointing proxy representatives designated by the Company and bound by instructions prior to the Annual General Meeting. Where proxy representatives designated by the Company are appointed, instructions must in all cases be issued to them regarding the exercise of voting rights. The Company's proxies will only exercise the power of attorney if they have previously received instructions from the shareholder regarding the exercise of voting rights.

The proxies are obliged to vote in accordance with these instructions. The proxies will not accept powers of attorney relating to administrative rights other than voting rights, such as the right to speak and ask questions or to lodge objections.

Proxies in favour of the proxies appointed by the Company, including instructions, may be submitted in writing prior to the Annual General Meeting until the end of 23 June 2026 (midnight CEST) to the following address

GESCO SE  
c/o GFEI HV GmbH  
Ostergrube 11  
30559 Hanover  
Germany

Email: HV@gfei.de

or via our online service at

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

If desired, our shareholders may submit changes to their proxy or voting instructions in writing to the above address by midnight on 23 June 2026 (CEST) or via our online service at

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

The personal attendance of the shareholder or an authorised third party at the Annual General Meeting shall automatically be deemed a revocation of any power of attorney previously granted to the Company's proxies. Should a separate vote be held on an agenda item, an instruction regarding that agenda item as a whole shall also be deemed a corresponding instruction for each item of the separate vote.

## Further information on the exercise of voting rights

Should voting rights be exercised in due time via multiple channels (by post, email, electronically via the internet service or in accordance with Section 67c(1) and (2), third sentence, of the German Stock Corporation Act (AktG) in conjunction with Article 2(1) and (3) and Article 9(4) of the Implementing Regulation (EU) 2018/1212) by postal vote, or if proxies and instructions for the exercise of voting rights are issued, these shall be taken into account in the following order, irrespective of the time of receipt: 1. electronically via the internet service, 2. in accordance with Section 67c(1) and (2), third sentence, of the German Stock Corporation Act (AktG) in conjunction with Article 2(1) and (3) and Article 9(4) of Implementing Regulation (EU) 2018/1212), 3. by email and 4. by post.

Should declarations via the same channel containing more than one form of voting be received, the following shall apply: postal votes take precedence over the granting of proxies and instructions to the Company's proxies; the granting of a proxy and instructions to the Company's proxy holders takes precedence over the granting of a proxy and instructions to an intermediary, a shareholders' association, a proxy advisor or a person treated as equivalent to these under Section 135(8) of the German Stock Corporation Act (AktG).

Should an intermediary, a shareholders' association, a proxy advisor or a person treated as equivalent to these under Section 135(8) of the German Stock Corporation Act (AktG) not be willing to act as a proxy, the Company's proxies shall be deemed to have been authorised to act in accordance with the instructions.

## Request to add items to the agenda

Pursuant to Article 56, sentences 2 and 3 of the SE Regulation, Section 50(2) of the SEAG, and Section 122(2) of the AktG, shareholders whose shares together represent a proportion of the share capital amounting to EUR 500,000.00 (corresponding to 500,000 no-par value shares of the Company) may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution.

Such a request to amend the agenda must be addressed to the Executive Board and must be received by the Company in writing (Section 126 of the German Civil Code (BGB)), together with the information and evidence required by law, at least 30 days prior to the Annual General Meeting, i.e. by 24 May 2026 (midnight CEST) at the latest. Please send any such requests to the following address:

GESCO SE  
– Executive Board –  
Johannisberg 7  
42103 Wuppertal

## Counter-motions and nominations

Counter-motions and nominations by shareholders pursuant to Sections 126(1) and 127 of the German Stock Corporation Act (AktG) relating to one or more items on the agenda must be submitted by 9 June 2026 (midnight CEST) at the latest, exclusively to:

GESCO SE  
Investor Relations  
Johannisberg 7  
42103 Wuppertal

Email: [ir@gesco.de](mailto:ir@gesco.de)

Counter-motions and nominations to be made available, as well as any comments from the Management, will be made available without delay to shareholders in accordance with Sections 126 and 127 of the German Stock Corporation Act (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) of the German Stock Corporation Act (AktG)**

Pursuant to Section 131(1) of the German Stock Corporation Act (AktG), any shareholder may, at the Annual General Meeting, request information from the Executive Board regarding matters relating to the Company, the Company's legal and business relationships with an affiliated Company, and the position of the Group and the companies included in the consolidated financial statements, insofar as such information is necessary for the proper assessment of one or more items on the agenda. We would like to point out that the Executive Board may refuse to provide such information under the conditions set out in Section 131(3) of the German Stock Corporation Act (AktG).

## **Total number of shares and voting rights**

At the time of convening the Annual General Meeting, 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 confers one vote, so that at the time of convening, there are 10,839,499 voting rights in accordance with the Articles of Association. At the time of convening, the Company holds 465,929 treasury shares.

## **Information 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 notice of meeting, together with all other documents and information relating to the Annual General Meeting, including a further explanation of the shareholders' rights described above pursuant to Article 56(2) and (3) of the SE Regulation, Section 50(2) of the SEAG, Sections 122(2), 126(1), 127 and 131(1) of the German Stock Corporation Act (AktG), as well as the information required to be made available under Section 124a of the German Stock Corporation Act (AktG), are available 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).

**Wuppertal, May 2026**

**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/ir-contact](http://www.gesco.de/en/investor-relations/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](mailto:ir@gesco.de)  
[www.gesco.de](http://www.gesco.de)

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

**Notes**

GESCO SE  
Johannisberg 7  
42103 Wuppertal  
Germany

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

[ir@gesco.de](mailto:ir@gesco.de)  
[www.gesco.de](http://www.gesco.de)