



Annual General Meeting on June 9, 2022

Additional information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (Aktengesetz, AktG) as well as Section 1 (2), sentence 1, no. 3 and no. 4, sentence 2 and 3 of the COVID-19 Act

1. Motions to add items to the agenda pursuant to Section 122 (2) AktG

Shareholders whose shares together make up one-twentieth of the share capital or the proportionate share of EUR 500,000.00 (currently corresponding to 500,000 shares) may request that items are added to the agenda and published by notice pursuant to Section 122 (2) AktG. A reason for the motion or a draft resolution must be provided for each new item. Such requests must be submitted to the Executive Board of the Company in writing (Section 126 BGB) and must be received by the Company at least thirty days prior to the Annual General Meeting, i.e. by May 9, 2022, midnight CEST, at the latest. Any requests received later than this date will not be considered. Requests to add items must be sent to the following address:

Gigaset AG
-Executive Board-
Frankenstr. 2
46395 Bocholt, Germany

Those submitting requests must verify that they have held the specified minimum number of shares for at least 90 days prior to the date on which their request was received and that they continue to hold these shares until the request is decided upon by the Executive Board. Section 121 (7) AktG is to be applied when calculating the time period. Confirmation from the custodial institution will suffice for the verification.

Items requested to be added to the agenda and published by notice will be, unless they were already published when the meeting was convened, published in the Federal Gazette immediately upon receipt thereof and passed on for publication to the media regarding which it can be assumed that they will disseminate the information across the entire European Union. They will also be published on the website (https://www.gigaset.com/hq_en/cms/gigaset-ag/investor-relations/general-meetings.html) and communicated to shareholders.

The provisions of the German Stock Corporation Act (Aktengesetz - AktG) on which these shareholder rights are based are as follows:

Section 122 (1) AktG:

"(1) The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) shall apply mutatis mutandis. "

Section 122 (2) AktG:

"(2) In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500 000 euros, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period."

Section 121 (7) AktG:

"(7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period."

Section 70 AktG:

"Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG)."

2. Countermotions and shareholder election proposals pursuant to Sections 126 (1) and 127 AktG and Section 1 (2) sentence 3 of the COVID-19 Act

Shareholders may submit countermotions to a proposal of the Executive Board and/or Supervisory Board on a specific aspect of the agenda as well as proposals on the election of auditors. In accordance with Section 126 (1) AktG, the Company makes countermotions, including the name of the shareholder, the reasons for which the countermotion is being made and a statement by the management regarding its position, available on its website at https://www.gigaset.com/hq_en/cms/gigaset-ag/investor-relations/general-meetings.html, provided that the Company has received the countermotions, together with the reasons for which the countermotion is being made, at the latest 14 days prior to the Annual General Meeting (not counting the day of the Annual General Meeting and the date of receipt), i.e. by May 25, 2022, midnight CEST, at the latest, at the following address:

Gigaset AG
c/o UBJ. GmbH
Kapstadtring 10
22297 Hamburg, Germany
or by fax: +49 (0) 40-6378-5423
or by email: hv@ubj.de

Motions sent to other addresses, fax numbers or email addresses will not be taken into account. The aforementioned regulations pursuant to Section 127 AktG apply mutatis mutandis to shareholder proposals on the election of auditors. The Company may dispense with publishing a countermotion under the conditions set out in Section 126 (2) AktG, for instance because the countermotion would result in the Annual General Meeting adopting a resolution that is in breach of the law or the Articles of Association. The reasons for which a countermotion or election proposal is being made do not need to be made accessible if they exceed 5,000 characters. Except in the cases mentioned in Section 126 (2)

AktG, election proposals submitted by shareholders do not have to be published if the proposal does not contain the name, profession and residence of the candidate proposed.

Countermotions and/or election proposals that have been submitted by shareholders in due time and form in accordance with the aforementioned provisions as per Sections 126 and 127 AktG and made accessible by the Company are deemed as having been presented to the Annual General Meeting pursuant to Section 1 (2) sentence 3 of the COVID-19 Act if the shareholder submitting the request or election proposal is duly authorised and registered for the Annual General Meeting.

The legal provisions on which these shareholder rights are based are as follows:

Section 126 AktG:

"(1) Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. Section 125 (3) shall apply mutatis mutandis.

- (2) A counter-motion and the reasons for which it is being made need not be made accessible:
1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
 2. If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
 3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
 4. If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
 5. If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
 6. If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;
 7. If, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them."

Section 127 AktG:

"Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:

1. Indication of the requirements stipulated by section 96 (2),

2. Whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2), third sentence, and
3. The number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2), first sentence."

Section 124 (3) sentence 4 AktG:

"The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence."

Section 1 (2) sentence 3 of the COVID-19 Act:

"Motions or nominations by shareholders that are to be made available pursuant to Section 126 or Section 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or nomination is duly legitimized and registered for the general meeting."

3. Right of shareholders to ask questions pursuant to Section 1 (2) sentence 1 No. 3, sentence 2 of the COVID-19 Act

Shareholders who have registered for the Annual General Meeting in due form and time in accordance with the provisions published in the invitation and have verified their shareholdings have the right to ask questions by means of electronic communication in accordance with Section 1 (2) sentence 1 No. 3 of the COVID-19 Act. The Executive Board will decide how to answer the questions at its own dutiful discretion. Questions posed in foreign languages will not be considered.

Pursuant to Section 1 (2) sentence 2 of the COVID-19 Act, the Executive Board has decided, with the approval of the Supervisory Board, that questions must be submitted by shareholders electronically at the latest one day prior to the Annual General Meeting, thus by June 7, 2022, midnight CEST.

Shareholders may only submit questions via the shareholders' portal at:

<https://gigaset.hvanmeldung.de>

Any questions received later than this date or in another way will not be considered. Moreover, questions may no longer be asked during the virtual Annual General Meeting. In addition, shareholders will not be entitled to orally request information from the Executive Board in accordance with Section 131 (1) and (4) AktG at the virtual Annual General Meeting.

Questions will be answered during the audio-visual transmission of the virtual Annual General Meeting. In answering questions, the name of the questioner will only be disclosed (insofar as questions are answered individually) if consent to disclosure of the name was given with the submission of the question. The management reserves the right to answer frequently asked questions in advance on the Company's website.

The legal provisions on which these shareholder rights are based are as follows:

Section 1 (2) sentence 1 No. 3, sentence 2 of the COVID-19 Act:

"The Management Board may decide to hold the general meeting as a virtual general meeting without the physical attendance of the shareholders or their authorized representatives, provided that [...]

3. shareholders are granted a right to ask questions by way of electronic communication,

[...]

The Management Board shall use its dutiful discretion in deciding how to answer questions; it may also specify that questions must be submitted by electronic communication no later than one day before the meeting."

Section 1 (6) of the COVID-19 Act:

"The decisions of the Management Board pursuant to paragraphs 1 to 5 require the approval of the Supervisory Board. In derogation of Section 108 para. 4 of the German Stock Corporation Act, the Supervisory Board may pass the resolution on approval in writing, by telephone or in a comparable manner without the members being physically present, irrespective of the provisions in the Articles of Association or the Rules of Procedure."

4. Option to object to a resolution by electronic means pursuant to Section 1 (2) sentence 1 No. 4 of the COVID-19 Act

The shareholders' portal, available at

<https://gigaset.hvanmeldung.de>

can also be used by shareholders who have exercised their voting rights for one or more Annual General Meeting resolutions to object on the notarial record to one or more Annual General Meeting resolutions by means of electronic communication from the beginning of the virtual Annual General Meeting until it is closed by the chair of the meeting, waiving the requirement to appear at the Annual General Meeting.

The legal provisions on which these shareholder rights are based are as follows:

Section 1 (2) No. 4 of the COVID-19 Act:

"The Management Board may decide to hold the general meeting as a virtual general meeting without the physical attendance of the shareholders or their authorized representatives, provided that [...]

4. shareholders who have exercised their voting rights in accordance with No. 2 are, in derogation of Section 245 no. 1 of the German Stock Corporation Act, granted an opportunity to object to a resolution of the Annual General Meeting, waiving the requirement to appear at the meeting."

Section 245 No. 1 AktG:

"The following shall have authority to bring an action for avoidance:

1. Any stockholder attending the general meeting, provided he has purchased the shares of stock already prior to the agenda having been published by notice and provided he raised an objection concerning the resolution and had it recorded in the minutes;

[...]"

Bocholt, April 2022

Gigaset AG

The Executive Board