

Gigaset AG

Compensation Report pursuant to Section 162 AktG

The following Compensation Report prepared by the Executive Board and Supervisory Board pursuant to Section 162 Stock Corporations Act (Aktiengesetz, AktG) describes the amount and structure of the compensation of current and former Executive Board and Supervisory Board members of Gigaset AG in the 2021 financial year. The recommendations of the German Corporate Governance Code (GCGC) in the version of December 16, 2019 are also taken into account in accordance with the Declaration of Conformity of February 17, 2022.

Review of compensation-related developments in the 2021 financial year

In financial year 2021, the Supervisory Board adopted a new system for the compensation of Executive Board members pursuant to Section 87a AktG and presented it to the Annual General Meeting for approval on June 8, 2021. The Annual General Meeting approved the compensation system for Executive Board members by a majority of 99.88%. In addition, the Annual General Meeting established the compensation for Supervisory Board members – as last resolved in the Annual General Meetings of August 17, 2017 and December 19, 2013 – as a provision of the Articles of Association and adopted the compensation system on which this compensation is based (Sections 113 (3), 87a (1) sentence 2 AktG) by a majority of 96.59%.

The new Executive Board compensation system

The new compensation system for Executive Board members meets the requirements of the German Stock Corporations Act and particularly includes the specifications required by Section 87a AktG. The overall compensation established in the new compensation system comprises fixed compensation components (annual salary, fringe benefits, pension benefits). It also provides for both a short-term variable compensation component (Short-Term Incentive (STI)) and a long-term variable compensation component (Long-Term Incentive (LTI)). The compensation structure on which the new compensation system is based establishes greater incentives to promote the company's long-term performance, particularly with regard to the sustainability strategy of Gigaset AG and its Group companies (also referred to as "Gigaset"), in the form of long-term variable compensation.

The new compensation system is applicable to all employment contracts with Executive Board members that are concluded, amended, or extended two months after the approval of the compensation system by the Annual General Meeting on June 8, 2021. In financial year 2021, a supplemental agreement was concluded with the CEO Klaus Weßing, which governs the new compensation to be granted as of January 1, 2021 in accordance with the new compensation system. By way of exception, the compensation granted to the CFO Thomas Schuchardt in financial year 2021 was based on the agreements concluded before the new compensation system took effect. Therefore, the compensation paid to Thomas Schuchardt in accordance with the previously applicable contractual arrangements, which is described in the present Compensation Report, is not yet based on the new Executive Board compensation system.

The total compensation granted to each Executive Board member is commensurate with each member's tasks and personal performance, as well as Gigaset's economic position and success. The Supervisory Board conducts a review of the compensation system and the appropriateness of Executive Board compensation (on the basis of preparatory activity on the part of the Personnel Committee, where applicable) at its dutiful discretion on a regular basis and when necessary, also on an ad-hoc basis, but at least every four years. To this end, it conducts a vertical comparison of Executive Board compensation with the compensation of division heads who report directly to the Executive Board and with the compensation of the total staff of Gigaset AG and its Group companies in Germany. To assess the customariness of the specific total compensation of Executive Board members compared to other companies, the Supervisory Board also refers to a suitable peer group of other, usually exchange-listed companies with comparable market positions. For this horizontal comparison, various compensation data of exchange-listed companies of comparable sizes (particularly with respect to employee count and revenues) in different segments of the manufacturing sector were analyzed most recently on the occasion of the development of the new Executive Board compensation system.

The main components of the compensation system are broadly described in the summary below:

Overview of the new compensation system (Executive Board)

Compensation component	Description
Fixed compensation components	
Fixed annual salary	Disbursed in 12 monthly installments at the end of each calendar month
Fringe benefits	Fringe benefits particularly include the provision of a company car, limited insurance allowances, and other customary insurance benefits
Pension plan	Payment of a contribution to external pension funds, of an amount specified in the employment contract, as a company pension (e.g., direct insurance); for Klaus Weßing, defined contribution plan committed directly by the company and six-month transitional allowance
Variable compensation components	
STI: Short-term variable compensation	<p>Annual bonus with cash disbursement in the subsequent financial year</p> <p>Measured by target attainment on the basis of financial performance indicators (revenues, earnings (to be selected from EBIT, EBITDA or EBIT margin) and free cash flow) and annual operational targets of strategic importance</p> <p>Possibility of taking any unusual developments into account (adjustment factor: 0.8 – 1.2)</p> <p>Payouts limited to 125% of the target amount specified in the employment contract</p>
LTI: Long-term variable compensation	<p>Annually offered target bonus based on performance over a four-year period (cash disbursement in the fifth year)</p> <p>Measured by target attainment on the basis of strategic multi-year targets (weighted by approx. 66%) and non-financial targets (Environmental, Social and Governance, ESG) (weighted by approx. 33%)</p> <p>Possibility of taking any unusual developments into account (adjustment factor: 0.8 – 1.2)</p> <p>Payouts limited to 100% of the target amount specified in the employment contract</p>
Other compensation policies	
Maximum compensation	<p>Maximum amount of compensation expense incurred per financial year and Executive Board member for one financial year</p> <ul style="list-style-type: none"> • Executive Board Chairman: EUR 650,000.00 • Ordinary Executive Board members: EUR 550,000.00
Malus and clawback	The Supervisory Board can reduce the variable compensation (STI and/or LTI) in full or in part (malus) or demand repayment (clawback) if an Executive Board member commits certain

	serious breaches of duty
Share Ownership Guidelines (SOG)	Obligation of Executive Board members to purchase Gigaset shares of an amount equal at least to 5% of the (gross) fixed annual salary; purchase obligation limited to 100% of the (gross) fixed annual salary; corresponding obligation to own shares for the duration of the term of office.

Compensation of the Executive Board in financial year 2021

Fixed annual salary

As the fixed compensation component, the Supervisory Board system includes a fixed annual salary agreed in the employment contract, which is disbursed in 12 monthly installments at the end of each calendar month. The fixed annual salary granted in financial year 2021 is presented in the table below (Individualized presentation of granted and owed compensation (Executive Board)).

In line with Gigaset's long-term corporate strategy, the granting of the fixed annual salary serves in particular to ensure appropriate basic remuneration and thus helps to avoid incentives for taking inappropriate risks.

Fringe benefits

The compensation system provides that contractually specified fringe benefits be granted to Executive Board members. Among other benefits, an appropriate company car that can also be used for private purposes, insurance allowances, and other customary insurance benefits are granted. The cost of the fringe benefits granted in financial year 2021 is presented in the table below (Individualized presentation of granted and owed compensation (Executive Board)).

Short-Term Incentive (STI)

The new compensation system includes a Short-Term Incentive (STI) with a one-year measurement period as a short-term variable compensation component. Compensation payments from the STI depend on the attainment of financial performance indicators (revenues, earnings, cash flow) and additional annual operational targets of strategic importance. The relevant concrete targets (including minimum required values and maximum creditable values) and the specific weighting of each target are specified by the Supervisory Board at the beginning of each financial year. The target amount specified in the Executive Board employment contract is granted for 100% target attainment. Any unusual developments (Section 87 (1) sentence 3 second clause AktG) can be accounted for by means of an additional adjustment factor (0.8 – 1.2). Payments under the STI are limited to 125% of the target amount. The Supervisory Board determines the level of target attainment after the end of the assessment period (financial year), at the latest in the meeting following the financial statements meeting. STI payments are made with the next possible salary payment after the determination of target attainment.

The financial performance criteria of the STI refer to Gigaset's profitability, operating cash flow, and revenues and are therefore linked to the central criteria applied to manage and monitor

the company and measure its performance. The additional annual operational targets of strategic importance incentivize the attainment of specific targets that have a significant influence on the company's performance. Thus, the STI also contributes to Gigaset's strategic development.

The STI described above was promised to Klaus Weßing for his activity in the reporting period (2021). The Supervisory Board will determine the level of attainment of the specified targets only in the current financial year (2022). Because the subsequent disbursement will not be due in the reporting period, the STI promised for his activity in the reporting period will be regarded as being "granted" within the meaning of Section 162 (1) sentence 1 AktG only in financial year 2022 and therefore will be the subject of the next Compensation Report for the 2022 financial year. (The foregoing disclosures regarding the promised STI compensation are therefore made voluntarily).

Short-term variable compensation

The variable performance-based compensation promised for activities in the preceding financial year 2020 was disbursed in financial year 2021. Thus, the corresponding disbursement amounts are deemed to have been "granted" within the meaning of Section 162 (1) sentence 1 AktG in financial year 2021 and are presented in the following table of granted and owed compensation within the meaning of Section 162 (1) AktG for Executive Board members (Individualized presentation of granted and owed compensation (Executive Board)).

The measurement of the performance-based variable compensation granted in financial year 2021 was still based on the supplemental agreement concluded on May 29, 2020 before the new compensation system took effect. In accordance with the terms of this supplemental agreement, two equally weighted sub-targets were agreed with respect to the contractually agreed target amount of EUR 50,000.00. In view of the coronavirus crisis, an additional third sub-target corresponding to a target amount of an additional EUR 25,000.00 was agreed. The supplemental agreement was based on the targets and performance criteria indicated in the table below, the attainment of which the Supervisory Board assessed after the close of financial year 2020 in the manner stated below.

The targets were set by the Supervisory Board in particular in view of the specific strategic importance of ensuring sufficient financial resources for Gigaset and thus contribute to ensuring that Gigaset has stable financial resources in the long term. The defined fall-back target (sub-target 3) created an additional possibility to take into account the extraordinary situation in the context of the COVID 19 pandemic, which, however, was not applied as a result.

Performance-based variable compensation (Klaus Weßing and Thomas Schuchardt)

Target (proportional target amount)	Target attainment in 2020 (computational disbursement amount)	Justification/remarks
Sub-target 1: Compliance with the EBITDA clause of the state-guaranteed loan or written declaration by the financing banks on non-exercise of termination rights (EUR 25,000,00)	100% (EUR 25,000.00)	The EBITDA clause of the state-guaranteed loan was not complied with, but a written confirmation was given on the non-exercise of the lender's special right of termination arising herefrom.
Sub-target 2: The available cash of the Gigaset Group at the end of the year exceeds EUR 10 million (EUR 25,000.00)	100% (EUR 25,000.00)	According to the consolidated financial statements, the company's available cash at the end of the year amounted to EUR 40.692 million.
Sub-target 3: Assessment of the Executive Board's management performance during the coronavirus crisis (EUR 25,000.00)	0% (EUR 0.00)	Fallback target agreed in view of the COVID-19 uncertainties prevailing at the beginning of financial year 2020, which was not applied.

Klaus Weßing exercised his contractual right to have the variable compensation paid to the pension account for the existing directly committed pension plan in the amount of EUR 30,000 (gross).

The performance-based variable compensation granted to Executive Board members in financial year 2021 is presented in the table below (Individualized presentation of granted and owed compensation (Executive Board)).

The Supervisory Board will determine the level of target attainment for the short-term variable compensation promised to Thomas Schuchardt for his activity in the reporting period (2021) only in the current financial year (2022). Therefore, these payouts will only be the subject of the next Compensation Report for the 2022 financial year.

Long-Term Incentive (LTI)

In addition to the STI, the new compensation system also includes a variable compensation component with a long-term incentive effect (Long-Term Incentive, LTI). Compensation payments under the LTI are dependent on the attainment of strategic multi-year targets (weighted by approx. 66%) and non-financial targets in the areas of Environment, Social and Governance (ESG) (weighted by approx. 33%) over a four-year performance period. At the beginning of each financial year, the Supervisory Board establishes the targets for the tranche of the corresponding financial year in the amount of each target amount specified in the employment contract. Any unusual developments (Section 87 (1) sentence 3 second clause AktG) can be accounted for by an additional adjustment factor (0.8 – 1.2). Payments under the LTI are limited to 100% of the target amount. After the close of the four-year performance period, the Supervisory Board determines the level of target attainment at the latest in the meeting following the financial statements meeting. This amount is disbursed with the next possible salary payment after the determination of target attainment.

The successful strategic transformation of Gigaset according to the vision “Gigaset 2025” and beyond can be particularly incentivized in the specification of multi-year targets. In addition, the relevant non-financial ESG targets allow for appropriate consideration of the company’s long-term performance in the interest of all Gigaset stakeholders and in conformance with the company’s sustainability strategy.

Klaus Weßing was contractually promised such an LTI tranche for his activity in financial year 2021, the four-year performance period for which will therefore end at the close of the 2024 financial year. Therefore, no compensation under the LTI was yet granted or owed in the reporting period. Consequently, more detailed information on the LTI tranche promised for the activity in financial year 2021 will only be disclosed in the Compensation Report for the financial year in which the corresponding compensation is granted. (The foregoing disclosures regarding the promised LTI compensation are therefore made voluntarily).

Further disclosures regarding Executive Board compensation in financial year 2021

Pension plan

As an employer-financed company pension, the new compensation system basically includes a fixed amount to be specified in each Executive Board employment contract, which is paid to an external pension fund on the basis of a defined contribution plan (e.g., in the form of a direct-insurance pension plan). The maximum amount of contributions can be as high as approx. 2% of the total target compensation.

A company pension plan of Siemens AG (BSAV), which is based on a direct commitment (structured by way of a trust model (CTA)), has been continued for Klaus Weßing. The company funds the corresponding pension account with annual contributions totaling EUR 7,000.00. In addition, Mr. Weßing is entitled to have the payment amounts under the variable compensation plans (STI and/or LTI) contributed to the direct-commitment pension plan. When he leaves the company, Klaus Weßing will also be entitled to a transitional allowance for six months (after set-off of company pension benefits). The exact values of the direct-commitment pension plan granted to Klaus Weßing are presented in the table below.

A direct-insurance pension plan is financed for Thomas Schuchardt in accordance with the substantive content of the aforementioned pension plan under the new compensation system. The exact values of the direct-commitment pension component granted to Thomas Schuchardt are likewise presented in the table below.

Pension disclosures (financial year 2021)

	Pension expense	Present value of the obligation
Klaus Weßing	EUR 3,201	EUR 869,111
Thomas Schuchardt	EUR 282	-

For Mr. Weßing, the amounts determined under German Commercial Code are stated. For Mr. Schuchardt, the insurance premium paid is stated. The cost for insurance indicated for Mr. Weßing, as a provisioning expense, is less than the EUR 7,000 amount mentioned as a special contribution to BSAV.

Other post-employment benefits for Executive Board members

The employment contracts for Executive Board members do not specify an express severance award. If an Executive Board member leaves the company during a financial year (e.g., due to non-renewal of the employment contract), the variable compensation is basically to be calculated pro-rata temporis (disbursement amount reduced by 1/12 for each month of the financial year in which the employment relationship was no longer in effect) and disbursed at the customary date. Any early settlement and/or deviation from the originally agreed targets may be subject to the terms of a severance agreement concluded in a given instance.

With regard to the Recommendation G.13 sentence 1 of the German Corporate Governance Code, it is agreed that any payments made to a departing Executive Board member in the event of early termination of Executive Board employment may not exceed the equivalent of two year's compensation (severance cap) and that compensation will not be paid for any longer than the remaining term of the employment contract.

If an Executive Board member dies during the term of his Executive Board employment contract, the fixed annual salary will continue to be paid to the survivors for a period of six months after the end of the month in which the Executive Board member died, but not beyond the termination of the employment contract. In the event of occupational disability due to illness or accident, the compensation (fixed annual salary and variable compensation) will continue to be paid for a period of six weeks, but not beyond the termination of the Executive Board employment contract. After that, the fixed annual salary will continue to be paid for a total period of up to six months (from the start of occupational disability) (but not beyond the termination of the Executive Board employment contract).

Adherence to the maximum compensation limit

In compliance with the legal requirement of Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has established within the compensation system a maximum compensation limit for Executive Board members, which limits the total compensation to be granted in a given financial year (sum of all compensation amounts expended by the company in the financial year, including the annual base salary, variable compensation components, and fringe benefits), regardless of the financial year in which the corresponding compensation component is disbursed. The maximum compensation limit is EUR 650,000.00 for the Executive Board Chairman and EUR 550,000.00 for each ordinary Executive Board member.

In compliance with this requirement in the compensation system, it has been agreed with Klaus Weßing to limit his total maximum compensation payable for any given financial year to EUR 650,000.00. However, the determining compensation value for any given financial year is established only after the assessment of target attainment for the variable compensation components (STI and LTI). For the LTI promised in financial year 2021, however, this will only be possible in 2025, according to plan.

Otherwise, the previous contract, which does not include a maximum compensation limit, continues to apply for Thomas Schuchardt.

As shown in the table below, the maximum compensation of each Executive Board member for financial year 2021, also including the maximum amounts for the respective variable compensation components, is below the maximum compensation limit in every case. Therefore, adherence to the maximum compensation limit in financial year 2021 is already assured – even without a legal obligation to this effect in the case of Thomas Schuchardt.

Adherence to the maximum compensation limit pursuant to Section 87a AktG in financial year 2021

	Fixed compensation components (expense) ¹	Maximum amount of short-term variable compensation/STI	Maximum amount of LTI	Total	Maximum compensation within the meaning of Section 87a (1) sentence 2 no. 1 AktG
Klaus Weßing	EUR 504,416	EUR 50,000	EUR 60,000	EUR 614,416	EUR 650,000.00
Thomas Schuchardt²	EUR 279,984	EUR 62,500	-	EUR 342,484	EUR 550,000.00

¹ Including pension expense
² Only pro-forma
(no binding maximum compensation agreed)

Malus and clawback provisions for variable compensation

Under the new compensation system, the Supervisory Board has the option of reducing the variable compensation (STI and/or LTI) of an Executive Board member in full or in part (malus provision) or demand repayment (clawback) if he commits serious breaches of duty, whether intentionally or by gross negligence.

In the past financial year, the Supervisory Board found no occasion to avail itself of the malus and clawback provisions agreed with Klaus Weßing. The existing agreements in effect with Thomas Schuchardt do not include any malus or clawback provisions and no clawback was effected.

Share Ownership Guidelines (obligation to purchase and own shares)

The new compensation system for Executive Board members stipulates an obligation to own shares (Share Ownership Guidelines), according to which Executive Board members are obligated every year to purchase a certain quantity of shares of Gigaset AG and to hold them for the duration of their terms of office. In compliance with these requirements, an annual share purchase and holding obligation for an amount equal at least to 5% of the fixed annual salary (gross) has been agreed with the Executive Board Chairman Klaus Weßing. The determining criterion for the fulfillment of the share purchase and holding obligation is the purchase price at the date of purchase. The share purchase and holding obligation is capped at 100% of the fixed annual salary (gross), including the shares already held by an Executive Board member.

The share purchase obligation must be fulfilled at the latest three months after the close of every financial year, the first such date being March 31, 2022 in the case of Klaus Weßing. The purchase of Gigaset shares in the stipulated quantity must be proved to the company within four months after the close of each financial year (for the first time by April 30, 2022). Fulfillment of the share purchase and holding obligation will be reviewed for the first time after the lapse of the aforementioned time limits and will be the subject of the Compensation Report for the 2022 financial year.

The previous contract in effect with Thomas Schuchardt does not stipulate such a share purchase and holding obligation.

Disclosure of granted and owed Executive Board compensation

The table below (Individualized presentation of granted and owed compensation (Executive Board)) presents the fixed and variable compensation granted and owed to the current Executive Board members in the past financial year (2021), including the respective relative shares pursuant to Section 162 AktG. Thus, the table includes all amounts that were actually paid to the individual Executive Board members in the reporting period (2021) (“granted compensation“) and all legally owed, but not yet paid compensation (“owed compensation“). In addition, the amounts of compensation granted and owed in 2020 are presented as previous-year comparison figures. The respective relative shares of the stated total compensation represented by the individual compensation components are presented as percentage values.

The short-term variable compensation paid (“granted“) in the reporting period (2021) is presented as STI compensation. The short-term variable compensation amount paid in the preceding financial year (2020) is presented as a comparison value.

No multi-year variable compensation was granted or owed in financial year 2021. The new compensation system includes a long-term variable compensation component (LTI) for the first time. The corresponding amounts granted (or owed) in the future will be reported in the Compensation Report for the corresponding future financial year.

Individualized presentation of granted and owed compensation (Executive Board)

Executive Board member, position	Fixed compensation				Variable compensation				Pension ¹		Total compensation granted and owed
	Annual salary		Fringe benefits		STI		LTI		in EUR	in %	
	in EUR	in %	in EUR	in %	in EUR	in %	in EUR	in %			
Klaus Weßing, CEO	472,848	85.8	28,367	5.1	50,000 ¹	9.1	-	-	- ²	-	551,215
Previous year (2020)	402,235	81.2	36,092	7.3	57,000 ³	11.5	-	-	- ²	-	495,328
Thomas Schuchardt ⁴ , CFO	245,000	74.2	34,702	10.5	50,000	15.2	-	-	282	0.1	329,984
Previous year (2020)	214,218	71.9	33,577	11.3	57,000	18.7	-	-	246	0.1	305,042
Total	717,848	81.4	63,069	7.2	100,000	11.3	-	-	282	0.0	881,199
Previous year (2020)	616,453	77.0	69,669	8.7	114,000	14.2	-	-	246	0.0	800,368

¹ Klaus Weßing converted his claims to the variable compensation granted in financial year 2021 for the year 2020 in the amount of EUR 30,000.00 into pension claims (included in the stated amount).

² The pension expense for Klaus Weßing (in accordance with the German Commercial Code) of EUR 3,201 (previous year EUR 0) (see table on pension information on page 7) is not part of the total remuneration granted and owed.

³ Klaus Weßing converted his claims to the variable compensation granted in the previous year (2020) for the year 2019 in the amount of EUR 20,000.00 into pension claims (included in the stated amount).

⁴ Executive Board member since August 13, 2019.

No further compensation was granted to the Executive Board members for their work on executive boards and/or supervisory boards of subsidiaries or associated companies of Gigaset AG.

Compensation to former Executive Board members in financial year 2021

No compensation was granted or owed to former Executive Board members of Gigaset AG in the past financial year.

Compensation of Supervisory Board members in financial year 2021

The members of the Supervisory Board were compensated in accordance with the provisions of Art. 12 of the Articles of Association of Gigaset AG in financial year 2021.

The compensation set out in Art. 12 of the Articles of Association and the underlying compensation system (Sections 113 (3) sentence 3, 87a (1) sentence 2 AktG) were approved by the Annual General Meeting on June 8, 2021 and were applicable for the first time in financial year 2021. The compensation policy now incorporated into the Articles of Association is

equivalent in terms of content and amount to the Supervisory Board compensation last approved by the Annual General Meetings of August 17, 2017 and December 19, 2013.

The compensation policy according to Art. 12 of the Articles of Association is described in the following:

- 12.1 Every member of the Supervisory Board receives a fixed salary of EUR 5,000.00 (“base compensation”) for every month or partial month of their term of office (“accounting month”). The beginning and end of every accounting month are determined on the basis of Sections 187 (1), 188 (2) German Civil Code (Bürgerliches Gesetzbuch, BGB). The claim to payment of the base compensation is established at the end of the accounting month.
- 12.2 Every member of the Supervisory Board receives a fee of EUR 1,000.00 for participating in each Supervisory Board or committee meeting (“meeting”) convened in accordance with the Articles of Association (“meeting participation fee”). Participation by telephone and submission of a written vote in accordance with Art. 9 (3) sentence 2 of the Articles of Association are equivalent to participation in the meeting. Multiple meetings of the same body on the same day are compensated as one meeting. The claim to payment of the meeting participation fee is established when the meeting minutes are signed by the Supervisory Board Chairman or Committee Chairman. The conditions for payment of the meeting participation fee can only be proved by the minutes of the meeting according to section 107 (2) AktG.
- 12.3 Every member of the Supervisory Board receives a fee of EUR 1,000.00 (“resolution fee”) for submitting their vote in the adoption of a resolution in writing, by telegram, by telephone, by telex, or by other means of telecommunication or data transmission outside of a meeting ordered by the Supervisory Board Chairman in accordance with Art. 9(4) of the Articles of Association (“adoption of a resolution outside of a meeting”). Multiple resolutions adopted outside of a meeting on the same day are compensated by a single resolution fee. The claim to payment of the resolution fee is established when the minutes of the resolution are signed by the Supervisory Board Chairman or Committee Chairman. The conditions for payment of the resolution fee can only be proved by the minutes of the resolution.
- 12.4 The Chairman of the Supervisory Board receives a supplement equal to 100% and the Vice Chairman of the Supervisory Board a supplement equal to 50% of all compensation specified in paras. 1 to 3.
- 12.5 The Company reimburses the Supervisory Board members for the expenses incurred from the performance of their duties and any value-added tax on compensation and reimbursement of expenses. The claim to reimbursement of expenses is established as soon as the expenses are paid by the Supervisory Board member.
- 12.6 All payment claims are due 21 days after the Company receives an invoice satisfying the requirements of a proper invoice. If a claim is asserted for the reimbursement of

expenses, copies of receipts for the expenses must be attached to the invoice. The Company is authorized to make payments in advance of the due date.

- 12.7 The Company is required to contract D&O insurance for the benefit of Supervisory Board members covering the statutory liability relating to their activities on the Supervisory Board.

The fixed monthly compensation, which is set in part on the basis of the respective roles (Chairman and Vice Chairman) in accordance with the German Corporate Governance Code, accounts for the monitoring function of the Supervisory Board. The additionally granted meeting and resolution fees account for the scope of activity of Supervisory Board members. In consideration of the unconditional guarantee of the independent supervisory and advisory function of the Supervisory Board, no variable compensation is granted.

The compensation granted to Supervisory Board members in financial year 2021 fully meets the conditions of Art. 12 of the Articles of Association and the underlying compensation system. No option of recovering variable compensation components is provided and thus no such recovery occurred.

Individualized disclosure of granted and owed compensation of Supervisory Board members

The compensation granted and owed to current and former Supervisory Board members in the past 2021 financial year, along with the relative shares according to Section 162 AktG, are presented in the table below.

Individualized presentation of granted and owed compensation (Supervisory Board)

Member, position	Fixed compensation		Meeting and resolution fees		Total
	in EUR	in %	in EUR	in %	
Hau Yan Helvin Wong (Chairman)	119,000.00	75.0	39,600.00	25.0	158,600.00
Previous year (2020)	112,250.00	80.0	28,000.00	20.0	140,250.00
Barbara Münch (Vice Chairwoman)	80,250.00	79.7	20,400.00	20.3	100,650.00
Previous year (2020)	78,187.50	84.7	14,152.50	15.3	92,340.00
Ulrich Burkhardt	60,000.00	86.1	9,700.00	13.9	69,700.00
Previous year (2020)	54,375.00	87.9	7,450.00	12.1	61,825.00
Paolo Vittorio Di Fraia	58,500.00	76.9	17,600.00	23.1	76,100.00
Previous year (2020)	57,125.00	80.1	14,200.00	19.9	71,325.00
Jenny Pan ¹	35,000.00	81.4	8,000.00	18.6	43,000.00
Previous year (2020)					
Flora Ka Yan Shiu	55,625.00	82.4	11,900.00	17.6	67,525.00
Previous year (2020)	35,000.00	87.5	5,000.00	12.5	40,000.00
Prof. Huang Xiaojian ²	32,400.00	89.0	4,000.00	11.0	36,400.00
Previous year (2020)	56,175.00	87.5	8,000.00	12.5	64,175.00
Total	440,775.00	79.9	111,200.00	20.1	551,975.00

Previous year (2020)	393,112.50	83.7	76,802.50	16.3	469,915.00
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¹ Member of the Supervisory Board since June 8, 2021.

² Member of the Supervisory Board until June 8, 2021.

Comparison of compensation and earnings

The following comparison shows the percentage change from the preceding year of the compensation granted or owed to Executive Board and Supervisory Board members, the earnings of Gigaset AG according to the separate financial statements under the German Commercial Code (HGB) with the addition of consolidated EBIT, and the compensation of employees on a full-time equivalent basis. The latter values are based on the average wages and salary of the total workforce of Gigaset AG and its Group companies in Germany. With the exception of the development of employee compensation, which is only presented for the past financial year 2021 in comparison with financial year 2020 in accordance with the legal requirements (Section 26j (2) sentence 2 EGAktG), the changes from the respective previous financial years are presented for the past five financial years.

Comparison of compensation and earnings for the members of the Executive Board and Supervisory Board

	2021 / 2020 (Change in %)	2020 / 2019 (Change in %)	2019 / 2018 (Change in %)	2018 / 2017 (Change in %)	2017 / 2016 (Change in %)
I. Executive Board compensation					
Klaus Weßing	11.3	-6.1	5.4	-0.5	0.0
Thomas Schuchardt ¹	8.2	85.4	-	-	-
II. Supervisory Board compensation					
Hau Yan Helvin Wong (Chairman)	13.1	-0.5	23.7	24.6	15.1
Barbara Münch ² (Vice- Chairwoman)	9.0	51.4	-	-	-
Ulrich Burkhardt	12.7	-17.6	-10.7	47.4	9.6
Paolo Vittorio Di Fraia	6.7	-27.6	31.3	33.9	-9.7
Jenny Pan ³	-	-	-	-	-
Flora Ka Yan Shiu	68.8	-18.4	-19.7	0.0	10.9
Prof. Huang Xiaojian ⁴	-43.3	3.5	-23.5	72.3	6.8
III. Earnings					
EBITDA (Group)	753.6	-93.2	28.8	-12.6	1.2
Financial year profit ⁵	-50.0	-135.2	110.1	-39.7	-798.9
IV. Employee compensation (percentage change)					
Average pay	4.6%	-	-	-	-

¹ Member of the Executive Board since August 13, 2019.

² Member of the Supervisory Board since January 24, 2019.

³ Member of the Supervisory Board since June 8, 2021.

⁴ Member of the Supervisory Board until June 8, 2021.

⁵ Profit for the year according to the German Commercial Code (HGB).

Comparison of compensation and earnings for the members of the Executive Board and Supervisory Board

	2021 (EUR '000)	Change in %	2020 (EUR '000)
I. Executive Board compensation			
Klaus Weßing	551,215	11.3	495,328
Thomas Schuchardt (Executive Board member since August 13, 2019)	329,984	8.2	305,042
II. Supervisory Board compensation			
Hau Yan Helvin Wong (Chairman)	158,600	13.1	140,250
Barbara Münch (Vice-Chairwoman, Supervisory Board member since January 24, 2019)	100,650	9.0	92,340
Ulrich Burkhardt	69,700	12.7	61,825
Paolo Vittorio Di Fraia	76,100	6.7	71,325
Jenny Pan (Supervisory Board member since June 8, 2021)	43,000	-	-
Flora Ka Yan Shiu	67,525	68.8	40,000
Prof. Huang Xiaojian (Supervisory Board member until June 8, 2021)	36,400	-43.3	64,175
III. Earnings			
EBITDA (Group)	16,465	753.6 %	1,929
Financial year profit (HGB)	-2,807	-50.0 %	-1,872
IV. Employee compensation (percentage change)			
Average pay	59	4.6%	56

Independent auditor's report on the audit of the Compensation Report pursuant to Section 162 (3) AktG

To Gigaset AG, Bocholt

Audit opinion

We have formally audited the Compensation Report of Gigaset AG, Bocholt, for the financial year from January 1 to December 31, 2021 to determine whether the disclosures required by Section 162 (1) and 2 AktG were made in the Compensation Report. In accordance with Section 162 (3) AktG, we did not audit the content of the Compensation Report.

In our opinion, the disclosures required by Section 162 (1) and (2) AktG were made in all material respects in the attached Compensation Report. Our audit opinion does not cover the content of the Compensation Report.

Basis for the audit opinion

We conducted our audit of the Compensation Report in accordance with Section 162 (3) AktG and in observance of the IDW Auditing Standard: Audit of the Compensation Report pursuant to Section 162 (3) AktG (IDW AuS 870). Our responsibilities under this regulation and this standard are described in more detail in the section “Responsibilities of the independent auditor” of our report. In conducting the audit, we applied the auditing practice requirements set out in the IDW Quality Control Standard: Quality Control Requirements for Auditing Practice (IDW QS 1). We fully complied with the professional obligations set out in the German Auditors’ Regulation (*Wirtschaftsprüferordnung*) and the Professional Code of Conduct for Public Auditors and Certified Accountants (*Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer*), including the requirements for independence.

Responsibilities of the legal representatives and the Supervisory Board

The legal representatives and the Supervisory Board are responsible for preparing the Compensation Report, including the related disclosures, that meets the requirements of Section 162 AktG. They are also responsible for such internal controls as they have determined necessary to enable the preparation of a Compensation Report, including the related disclosures, that is free from material misstatements whether due to fraud or error.

Responsibilities of the independent auditor

Our objective is to obtain reasonable assurance concerning the question of whether the disclosures required by Section 162 (1) and (2) AktG were made in all material respects in the Compensation Report and to express an audit opinion in an independent auditor’s report.

We planned and conducted our audit in such a way as to verify the formal completeness of the Compensation Report by comparing the disclosures made in the Compensation Report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did not audit the content correctness of the disclosures, the content completeness of individual disclosures, or the appropriate presentation of the Compensation Report.

Düsseldorf, March 25, 2022

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

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Wirtschaftsprüferin
[German Public Auditor]

Denis Varosi
Wirtschaftsprüfer
[German Public Auditor]
