

## Invitation to the Annual General Meeting of

Gigaset AG with registered offices in Bocholt

**WKN 515 600 ISIN DE0005156004**

Bocholt, May 2023

Dear shareholders,

We hereby invite you to the Annual General Meeting of Gigaset AG, Bocholt, on

**15 June 2023 at 10:00 am (CEST)** (= 8:00 am UTC [Coordinated Universal Time]).

The Annual General Meeting will be held at the Conference Center, Haus der Bayerischen Wirtschaft, Europasaal, Max-Joseph-Str. 5, 80333 Munich, Germany.

### **I. Agenda**

#### ITEM 1

**Presentation of Gigaset AG's adopted annual financial statements, the endorsed consolidated financial statements as of 31 December 2022, the combined management report for Gigaset AG and the Group, including the Executive Board's explanatory report on the disclosures in accordance with Sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch, HGB) and the Supervisory Board's report for financial year 2022**

The aforementioned documents can be viewed online at [https://www.gigaset.com/hq\\_en/cms/gigaset-ag/investor-relations/general-meetings.html](https://www.gigaset.com/hq_en/cms/gigaset-ag/investor-relations/general-meetings.html). The Supervisory Board has already endorsed the separate annual financial statements as well as the consolidated financial statements. Therefore, in accordance with statutory provisions, this agenda item does not include the adoption of a resolution.

#### ITEM 2

**Adoption of a resolution approving the actions of the members of the Executive Board**

The Supervisory Board and Executive Board propose that the actions of those individuals who were members of the Executive Board in financial year 2022 be approved for the same period.

#### ITEM 3

**Adoption of a resolution approving the actions of the members of the Supervisory Board**

The Supervisory Board and Executive Board propose that the actions of those individuals who were members of the Supervisory Board in financial year 2022 be approved for the same period.

#### ITEM 4

##### **Adoption of a resolution appointing the auditor and Group auditor for financial year 2023**

Upon recommendation by the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the separate annual financial statements and the consolidated financial statements for financial year 2023.

Both the recommendation of the Audit Committee to the Supervisory Board as well as the recommendation of the Supervisory Board are free of any undue influence on the part of third parties. In addition, there were no rules that would have limited the options with respect to the selection of a specific auditor or a specific auditing firm to conduct the audit.

#### ITEM 5

##### **Resolution on the approval of the compensation report for financial year 2022**

Pursuant to Section 162 AktG, the Executive Board and Supervisory Board must prepare a compensation report each year and submit it to the Annual General Meeting for approval in accordance with Section 120a (4) AktG. The Executive Board and Supervisory Board of Gigaset AG have prepared a compensation report on the compensation granted and owed to each member of the Executive Board and Supervisory Board in financial year 2022. The compensation report was formally audited by the auditor in accordance with Section 162 (3) AktG. The auditor's report on the audit is attached to the compensation report.

The compensation report for financial year 2022, which was prepared and audited in accordance with Section 162 AktG, and the auditor's report on the audit are reproduced below under II.1. and are available on the Company's website at [https://www.gigaset.com/de\\_de/cms/gigaset-ag/investor-relations/hauptversammlung.html](https://www.gigaset.com/de_de/cms/gigaset-ag/investor-relations/hauptversammlung.html) from the time the Annual General Meeting is announced and during the Annual General Meeting.

The Executive Board and the Supervisory Board propose that the compensation report for financial year 2022, prepared and audited in accordance with Section 162 AktG, be approved.

#### ITEM 6

##### **Supervisory Board elections**

Pursuant to Section 95 sentence 2, Section 96 (1) last case, Section 101 (1) AktG in conjunction with Sections 7.1 and 7.2 of the Articles of Association, the Supervisory Board is composed of six members to be elected by the Annual General Meeting.

The term of office of all Supervisory Board members elected by the Annual General Meeting ends when the 2023 Annual General Meeting draws to a close. Supervisory Board member Rainer-Christian Koppitz was appointed to the Supervisory Board by court order to succeed Flora Shiu. His term of office ends with a new election by the Annual General Meeting. The Supervisory Board as a whole must therefore be re-elected.

The Supervisory Board proposes this resolution:

That the following persons be elected as shareholder representatives on the Supervisory Board:

- 6.1 Hau Yan Helvin Wong, resident in Brisbane, Australia, lawyer and Director of LFH Consultancy Company Limited.
- 6.2 Dr. Paolo Vittorio Di Fraia, resident in Paris, France, President and Senior Partner at PDF Partners SAS.
- 6.3 Ulrich Burkhardt, resident in Fürstfeldbruck, Germany, independent auditor and tax consultant.

- 6.4 Jenny Pan, resident in Arcadia, CA, USA, merchant and CEO of SLOAN ESTATE.
- 6.5 Rainer-Christian Koppitz, resident in Munich, Germany, CEO of KATEK SE.
- 6.6 Barbara Münch, resident in Munich, Germany, lawyer and Managing Director of AssetMetrix GmbH.

The members of the Supervisory Board shall each be elected for a term of office commencing at the close of the Annual General Meeting on 15 June 2023 and ending at the close of the Annual General Meeting which resolves on the ratification of the acts of the Supervisory Board for the second financial year after the commencement of the term of office, not including the financial year in which the term of office commences.

It is intended to have the Annual General Meeting decide on the elections to the Supervisory Board by way of individual votes.

The curricula vitae of the candidates and further supplementary information on agenda item 6 can be found below under II. 2.

#### ITEM 7

### **Resolution on amendments to the Articles of Association to allow virtual Annual General Meetings and on the modalities for participation by members of the Supervisory Board**

#### **7.1 Amendment of Section 13 of the Articles of Association (location and announcement, notification of the agenda)**

Section 118a AktG, newly introduced by the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Other Rules of 20 July 2022 (Federal Law Gazette of 26 July 2022, pp. 1166 et seqq.), makes it possible for the Articles of Association to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their authorized representatives at the location of the Annual General Meeting (virtual Annual General Meeting). The Articles of Association may also authorize the Executive Board to provide for the holding of a virtual Annual General Meeting. Any corresponding provision in the Articles of Association must be limited in time; the maximum statutory period of five years from entry of the corresponding amendment to the Articles of Association in the commercial register of the Company should not be exhausted, but initially limited to two years.

The Executive Board and Supervisory Board are of the opinion that the virtual Annual General Meeting format as such has proven its worth in recent years and that the option of holding Annual General Meetings virtually should be retained in the future. The virtual Annual General Meeting in the format provided for by the corresponding new provisions in the Stock Corporation Act (AktG) adequately safeguards the rights of shareholders and provides for direct interaction between shareholders and management during the meeting via video communication and electronic communication channels.

However, it seems sensible not to stipulate directly in the Articles of Association that a virtual Annual General Meeting must be held, but rather to authorize the Executive Board to decide in advance of each Annual General Meeting whether the meeting is to be held as a virtual, in-person, or hybrid meeting. The Executive Board will make its decisions taking into account the interests of the Company and its shareholders, and in particular the protection of shareholders' rights as well as aspects of health protection for the participants, effort and costs, and sustainability considerations.

The Executive Board and Supervisory Board propose that the following resolution be adopted:

A new subsection 6 shall be added to Section 13 of the Articles of Association (location and announcement of meetings, notification of the agenda), as follows:

“13.6 The Executive Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the stockholders or their authorized representatives at the location of the Annual General Meeting (virtual Annual General Meeting). The authorization

shall apply to the holding of virtual Annual General Meetings within a period of two years after registration in the commercial register of the Company of the amendment to the Articles of Association adopted by the Annual General Meeting on 15 June 2023 to introduce the present subsection 6. In the case of the virtual Annual General Meeting, Section 13 (1) of the Articles of Association shall not apply. In all other respects, all provisions of these Articles of Association relating to Annual General Meetings shall apply to the virtual Annual General Meeting, unless mandatory provisions of law specify otherwise or these Articles of Association expressly provide otherwise.”

Otherwise, Article 13 of the Articles of Association remains unchanged.

## **7.2 Amendment of Section 14 of the Articles of Association (Participation in the Annual General Meeting, Voting Rights)**

As a rule, the members of the Supervisory Board attend the Annual General Meeting in person. However, pursuant to Section 118 (3) sentence 2 AktG, the Articles of Association may provide for certain cases in which members of the Supervisory Board can participate in the Annual General Meeting by means of video and audio transmission. The Articles of Association already make use of this possibility in Section 14 (5). This possibility is now to be extended to the case of the virtual Annual General Meeting.

The Supervisory Board and the Executive Board propose that the following resolution be adopted:

Section 14 (5) of the Articles of Association (Participation in the Annual General Meeting, Voting Rights) shall be amended and reworded as follows:

“14.5 The members of the Executive Board and the Supervisory Board should attend the Annual General Meeting at the location of the Annual General Meeting. The chairman of the meeting must attend the Annual General Meeting at the location of the Annual General Meeting. Supervisory Board members who do not chair the Annual General Meeting may also participate in the Annual General Meeting by means of video and audio transmission if they are prevented from attending for business, legal, personal or health reasons, if it is not possible to travel to and from the venue of the Annual General Meeting on the same day, or if the Annual General Meeting is held as a virtual Annual General Meeting.”

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

## **II. Supplementary information pertaining to the agenda**

### **1. Compensation report pursuant to Section 162 AktG including auditor's report (agenda item 5)**

#### **Gigaset AG**

#### **Compensation Report 2022**

### **1. GENERAL INFORMATION**

#### **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 2022 financial year. The recommendations of the German Corporate Governance Code (GCGC) in the versions of December 16, 2019 and April 28, 2022 are also taken into account in accordance with the Declaration of Conformity of February 28, 2023.

#### **Review of compensation-related developments in the 2022 financial year**

There were several changes in the Executive Board and Supervisory Board in the 2022 financial year.

Dr. Magnus Ekerot was appointed as an Executive Board member as of November 1, 2022. Klaus Weßing resigned as member and chairman of the Executive Board effective at the end of December 31, 2022. On January 1, 2023, Dr. Magnus Ekerot took over the office of chairman of the Executive Board.

Flora Shiu resigned as member of the Supervisory Board effective at the end of June 30, 2022.

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 systems adopted in the 2021 financial year for compensation of members of the Executive Board and Supervisory Board remain in effect without change.

### **2. THE EXECUTIVE BOARD COMPENSATION SYSTEM**

The compensation system adopted in the 2021 financial year 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 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 compensation system is based establishes greater incentives to promote the company's long-term performance, particularly in the form of long-term variable compensation, also taking into account the sustainability strategy of Gigaset AG and its Group companies (also referred to as "Gigaset").

The 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 Klaus Weßing, which governs the new compensation to be granted as of January 1, 2021 in accordance with the compensation system. By contrast, in financial year 2021 the compensation granted to the CFO Thomas Schuchardt was still based on the agreements concluded before the compensation system took effect. A supplemental agreement was concluded with Thomas Schuchardt in financial year 2022, which governs the new compensation to be granted as of April 1, 2022, likewise in accordance with the compensation system. 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 Executive Board compensation system. The compensation system will be applied retroactively as from January 1, 2022 to the variable compensation (STI and LTI) offered to Thomas Schuchardt for the 2022 financial year. The compensation agreements on which the employment contract with Dr. Magnus Ekerot is based were also made within the framework of the 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 whether the specific total compensation of Executive Board members compared to other companies is in accordance with common practice, 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 Executive Board compensation system.

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

#### Overview of the compensation system (Executive Board)

Compensation component	Description
<b>Fixed compensation components</b>	
Fixed annual pay	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
<b>Variable compensation components</b>	
STI: Short-term variable compensation	Annual bonus with cash disbursement in the subsequent financial year Measured by target attainment on the basis of financial performance indicators (revenues, earnings measured as EBIT, EBITDA or EBIT margin, and free cashflow) and annual operational targets of strategic importance Possibility of taking any unusual developments into account (adjustment factor: 0.8 – 1.2) Payouts limited to 125% of the target amount specified in the employment contract
LTI: Long-term variable compensation	Annually offered target bonus based on performance over a four-year period (cash disbursement in the fifth year) 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%) Possibility of taking any unusual developments into account (adjustment factor: 0.8 – 1.2) Payouts limited to 100% of the target amount specified in the employment contract
<b>Other compensation policies</b>	
Maximum compensation	Maximum amount of compensation expense incurred per financial year and Executive

	Board member for one financial year • 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.

### 3. COMPENSATION OF THE EXECUTIVE BOARD IN FINANCIAL YEAR 2022

#### Fixed annual salary

As fixed compensation component, the compensation 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 2022 is presented in the table below (Individualized presentation of granted and owed compensation (Executive Board)). In conformity with Gigaset's long-term corporate strategy, the granting of the fixed annual salary mainly serves to ensure an appropriate basic compensation and helps avoid incentives to assume unreasonable 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 2022 is presented in the table below (Individualized presentation of granted and owed compensation (Executive Board)).

#### Short-Term Incentive (STI)

The 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, cashflow) 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 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. This amount is disbursed 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 cashflow, 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 above-described STI for activities in the preceding financial year 2021 was disbursed in financial year 2022. Thus, the corresponding disbursement amounts are deemed to have been "granted" within the meaning of Section 162 (1) sentence 1 AktG in financial year 2022 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)). For Klaus Weßing, the measurement of the STI granted in

financial year 2022 was governed by the supplemental agreement of May 10/21, 2021, which provided for an STI of EUR 40,000.00 gross per financial year under the terms and conditions set forth in the STI Plan Terms and Conditions, subject in particular to a corresponding target attainment. For Thomas Schuchardt, the measurement of the STI granted in financial year 2022 was governed by the supplemental agreement of April 20, 2021, which already took into account some of the provisions established in the compensation system for variable compensation with short-term oriented goals. On the other hand, the provision of the employment contract of August 13, 2019, establishing the target amount at EUR 50,000.00 gross per financial year, remained in effect. 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 2021 in the manner stated below. The targets were established by the Supervisory Board particularly with a view to the specific strategic importance of guaranteeing adequate financial resources for Gigaset and thus they help ensure stable long-term liquidity for Gigaset.

The STI described above was promised to all Executive Board members for their activities in the reporting period (2022). The Supervisory Board will determine the level of attainment of the specified targets only in the current financial year (2023). Because the subsequent disbursement will not be due in the reporting period, the STI promised for activities in the reporting period will be regarded as being “granted” within the meaning of Section 162 (1) sentence 1 AktG only in financial year 2023 and therefore will be the subject of the next Compensation Report for the 2023 financial year. (The foregoing disclosures regarding the promised STI compensation are therefore made voluntarily).

#### STI (Klaus Weißing und Thomas Schuchardt)

Target (proportional target amount)	Target attainment in 2021 (computational disbursement amount)	Justification/remarks
<b>Sub-target 1: EBITDA</b>		
- At an EBITDA of EUR 15.999 million or below, the target attainment range is deemed missed and the target attainment stands at 0% (no payout for this sub-target).		
- At an EBITDA of EUR 16.0 million, the target attainment is 50% (lower limit).		
- At an EBITDA of EUR 20.9 million, the target value (100%) is reached.		
- At an EBITDA of EUR 22.0 million, the target attainment is 125%.	55.10%	The consolidated financial statements as of December 31, 2021, prepared under IFRS, audited and approved by the Supervisory Board on April 20, 2022, show an EBITDA of EUR 16.5 million.
- At an EBITDA of EUR 23.0 million or above, the maximum value is reached and the target attainment stands at 150%.	(Klaus Weißing: EUR 5,510.00)	
Between the defined target attainment points (within the target attainment range), the target attainment is extrapolated in linear fashion.	(Thomas Schuchardt: EUR 6,887.50)	
Full target attainment (100%) of the EBITDA sub-target corresponds to a payout of EUR 12,500.00 (gross) for Thomas Schuchardt and of EUR 10,000.00 (gross) for Klaus Weißing. Maximum target attainment (150%) corresponds to a payout of EUR 18,750.00 (gross) for Thomas Schuchardt and of EUR 15,000.00 for Klaus Weißing.		
<b>Sub-target 2: Revenue</b>		
- At a Net Sales Revenue (NSR) of EUR 219.999 million or below, the target attainment range is deemed missed and the target attainment stands at 0% (no payout for this sub-target).		
- At an NSR of EUR 220.0 million, the target attainment is 50% (lower limit).		
- At an NSR of EUR 244.0 million, the target value (100%) is reached.		
The target attainment for this sub-target is limited to a maximum of 100%. Between the lower limit and the target, the respective target attainment is extrapolated in linear fashion.	0% (EUR 0.00)	The consolidated financial statements as of December 31, 2021, prepared under IFRS, audited and approved by the Supervisory Board on April 20, 2022, show a Net Sales Revenue of EUR 217.1 million.
Full target attainment (100%) of the Sales Revenue sub-target corresponds to a payout of EUR 12,500.00 (gross) for Thomas Schuchardt and of EUR 10,000.00 (gross) for Klaus Weißing. This amount is also the maximum payout for this sub-target.		
<b>Sub-target 3: Free Cashflow</b>		
- At a Free Cashflow (FCF) of EUR 1.999 million or below, the	0% (EUR 0.00)	The consolidated financial statements as of December 31,



<p>target attainment range is deemed missed and the target attainment stands at 0% (no payout for this sub-target).</p> <ul style="list-style-type: none"> <li>- At an FCF of EUR 2.0 million, the target attainment is 50% (lower limit).</li> <li>- At an FCF of EUR 5.8 million, the target value (100%) is reached.</li> <li>- At an FCF of EUR 6.1 million, the target attainment is 125%.</li> <li>- At an FCF of EUR 6.4 million or above, the maximum value is reached and the target attainment stands at 150%.</li> </ul>	<p>2021, prepared under IFRS, audited and approved by the Supervisory Board on April 20, 2022, show Free Cashflow of EUR -14.2 million.</p>	
<p>Between the defined target attainment points (within the target attainment range), the target attainment is extrapolated in linear fashion.</p>		
<p>Full target attainment (100%) of the FCF sub-target corresponds to a payout of EUR 12,500.00 (gross) for Thomas Schuchardt and of EUR 10,000.00 (gross) for Klaus Weßing. Maximum target attainment (150%) corresponds to a payout of EUR 18,750.00 (gross) for Thomas Schuchardt and of EUR 15,000.00 (gross) for Klaus Weßing.</p>		
<p><b>Individual Sub-target 4: Project Darwin (Klaus Weßing)</b> The Executive Board member will receive the full target amount for sub-target 4 if the milestone plan for all products has been finalized by the end of the 2021 financial year (operational readiness for 2022).</p>	<p>100% (EUR 10,000.00)</p>	<p>As part of the Darwin project, the milestone plan for the product portfolio was already completed in December 2021. Operational readiness has therefore been achieved.</p>
<p>Full target attainment of the goal for the year (100%) corresponds to a payout of EUR 10,000.00 (gross). This amount is also the maximum payout for this sub-target.</p>		
<p><b>Individual sub-target 4: Project Darwin (Thomas Schuchardt)</b> The Executive Board member will receive the full target amount for sub-target 4, if the financing of the royalties in the 2021 financial year contractually agreed with Atos/Unify is guaranteed as part of the financing concept and from the available cash as of December 31, 2021, and if the company's (Gigaset Group's) cash available after payment of these royalties in the 2021 financial year exceeds EUR 15.0 million.</p>	<p>100% (EUR 12,500.00)</p>	<p>The company's (Gigaset Group's) cash as of December 31, 2021 totaled EUR 23.080 million (cash and cash equivalents). Excluding restricted cash of EUR 3.0 million, the remaining amount of available cash was EUR 20.080 million. The payment of royalties agreed with Atos/Unify was made on schedule during the 2021 financial year and is already included in this.</p>
<p>Full target attainment of the goal for the year (100%) corresponds to a payout of EUR 12,500.00 (gross). This amount is also the maximum payout for this sub-target.</p>		

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 15,510.00 (gross). The STI granted to Executive Board members in financial year 2022 is presented in the table below (Individualized presentation of granted and owed compensation (Executive Board)).

### Long-Term Incentive (LTI)

In addition to the STI, the 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 LTI tranches for his activities in financial years 2021 and 2022, the four-year performance periods for which will therefore end at the close of the 2024 and 2025 financial years. The LTI for the 2021 and 2022 financial years – according to the existing provision of the employment contract – would be paid in 2025 und 2026 in consideration of the target attainment to be determined at that time. As part of the termination agreement of December 23, 2022, an advance payment as of the termination date of his employment contract on June 30, 2023 was agreed with Klaus Weßing. With regard to the LTI for the 2021 financial year, a reduction will be applied to the target amount (EUR 60,000.00 gross) with discounting due to the early payment, so that the amount of EUR 28,806.20 gross will be disbursed. With regard to the LTI for the 2022 financial year, a reduction will be applied to the target amount (EUR 60,000.00) with discounting due to the early payment, so that the amount of EUR 7,050.07 will be disbursed. The reductions take into account particularly the present target attainment and the early departure. No payout will be made to Klaus Weßing for LTI applicable pro rata temporis to the 2023 financial year.

Thomas Schuchardt and Dr. Magnus Ekerot were contractually promised LTI tranches for their activity in financial year 2022, the four-year performance periods for which will therefore end at the close of the 2025 financial year. The LTI for the 2022 financial year will be paid out in the 2026 financial year, in consideration of the target attainment to be determined at that time.

Therefore, no compensation under the LTI was yet granted or owed in the reporting period. Consequently, more detailed information on the LTI tranches granted for the activities in financial years 2021 and 2022 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).

#### 4. FURTHER DISCLOSURES REGARDING EXECUTIVE BOARD COMPENSATION IN FINANCIAL YEAR 2022

##### Pension plan

As an employer-financed company pension, the 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 aforementioned pension plan under the compensation system. The exact values of the direct-commitment pension component granted to Thomas Schuchardt are likewise presented in the table below. No pension expenses were incurred for Dr. Magnus Ekerot in the reporting year.

##### Pension disclosures under German Commercial Code (financial year 2022)

	Pension expense in EUR	Present value of the obligation in EUR
Klaus Weßing	23,349	892,460
Thomas Schuchardt	281	-
Dr. Magnus Ekerot	-	-

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).

As part of the termination agreement dated December 23, 2022, an advance disbursement as of the termination date (June 30, 2023) was agreed with Klaus Weßing for LTI applicable to the 2021 and 2022 financial years.

#### **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 and Dr. Magnus Ekerot to limit their total maximum compensation payable for any given financial year to EUR 650,000.00. It has been agreed with Thomas Schuchardt in compliance with this requirement to limit his total maximum compensation payable for any given financial year to EUR 550,000.00. 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 2022, this will only be possible in 2026 according to plan – with the exception of the disbursement amounts for Klaus Weßing already agreed as part of the termination agreement of December 23, 2022.

As shown in the table below, the maximum compensation of each Executive Board member for financial year 2022, 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 2022 is already assured.

## Adherence to the maximum compensation limit pursuant to Section 87a AktG in financial year 2022

	Fixed compensation components (expense) <sup>1</sup> in EUR	Maximum amount of short-term variable compensation/STI in EUR	Maximum amount of LTI in EUR	Total in EUR	Maximum compensation within the meaning of Section 87a (1) sentence 2 no. 1 AktG in EUR
Klaus Weßing	524,564	50,000	60,000	634,564	650,000
Thomas Schuchardt	305,647	62,500	70,000	438,147	550,000
Dr. Magnus Ekerot	63,661	15,000	20,000	98,661	650,000

<sup>1</sup> Including pension expense

### Malus and clawback provisions for variable compensation

Under the 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 the Executive Board members.

### Share Ownership Guidelines (obligation to purchase and own shares)

The compensation system for Executive Board members stipulates an obligation to own shares (Share Ownership Guideline), 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 members. 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 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 Klaus Weßing, the share purchase and holding obligation was therefore to be fulfilled for the first time as of March 31, 2022, and the purchase of Gigaset shares in the stipulated quantity had to be documented for the first time by April 30, 2022. Klaus Weßing held 67,400 shares in Gigaset AG as at the reporting date of March 31, 2022. The Company has evidence that the annual investment target has been met.

For Thomas Schuchardt and Dr. Magnus Ekerot, the share purchase and holding obligation has to be fulfilled for the first time as of March 31, 2023, and the purchase of Gigaset shares in the stipulated quantity must be documented for the first time by April 30, 2023. 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 2023 financial year.

### 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 (2022), 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 (2022) ("granted compensation") and all legally owed, but not yet paid compensation ("owed compensation"). In addition, the amounts of compensation granted and owed in 2021 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 (2022) is presented as STI compensation. The short-term variable compensation amount paid in the preceding financial year (2021) is presented as a comparison value. No multi-year variable compensation was granted or owed in financial year 2022. The 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		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 %	in EUR
<b>Klaus Weßing, CEO</b>	<b>472,848</b>	<b>91.5</b>	<b>28,367</b>	<b>5.5</b>	<b>15,510<sup>1</sup></b>	<b>3.0</b>	-	-	- <sup>2</sup>	-	<b>516,725</b>
Previous year (2021)	472,848	85.8	28,367	5.1	50,000 <sup>1</sup>	9.1	-	-	- <sup>2</sup>	-	551,215
<b>Thomas Schuchardt, CFO</b>	<b>268,763</b>	<b>82.7</b>	<b>36,603</b>	<b>11.3</b>	<b>19,388</b>	<b>6.0</b>	-	-	<b>281</b>	<b>0.1</b>	<b>325,035</b>
Previous year (2021)	245,000	74.2	34,702	10.5	50,000	15.2	-	-	282	0.1	329,984
<b>Dr. Magnus Ekerot<sup>3</sup>, CEO</b>	<b>58,334</b>	<b>91.6</b>	<b>5,327</b>	<b>8.4</b>	-	<b>0.0</b>	-	-	-	-	<b>63,661</b>
Previous year (2021)	-	-	-	-	-	-	-	-	-	-	-
<b>Gesamt</b>	<b>799,945</b>	<b>88.4</b>	<b>70,297</b>	<b>7.8</b>	<b>34,898</b>	<b>3.9</b>	-	-	<b>281</b>	<b>0.0</b>	<b>905,421</b>
Previous year (2021)	717,848	81.5	63,069	7.2	100,000	11.3	-	-	282	0.0	881,199

<sup>1</sup> Klaus Weßing converted his claims to the variable compensation granted in financial year 2022 for the year 2021 in the amount of EUR 15,510

(FY 2021 for 2020: EUR 30,000) into pension claims (included in the stated amount).

<sup>2</sup> The pension expense for Klaus Weßing (in accordance with the German Commercial Code) of EUR 23,349 (previous year EUR 3,201) (see table on pension information on page 7) is not part of the total remuneration granted and owed.

<sup>3</sup> Executive Board member since November 1, 2022.

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 2022

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

### 5. COMPENSATION OF SUPERVISORY BOARD MEMBERS IN FINANCIAL YEAR 2022

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 2022. 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 2022 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 2022 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 %	in EUR
<b>Hau Yan Helvin Wong (Chairman)</b>	120,000	69.0	54,000	31.0	174,000
Previous year (2021)	119,000	75.0	39,600	25.0	158,600
<b>Barbara Münch Vice Chairwoman)</b>	105,000	73.2	38,500	26.8	143,500
Previous year (2021)	80,250	79.7	20,400	20.3	100,650
<b>Ulrich Burkhardt</b>	60,000	81.1	14,000	18.9	74,000
Previous year (2021)	60,000	86.1	9,700	13.9	69,700
<b>Paolo Vittorio Di Fraia</b>	65,000	68.4	30,000	31.6	95,000
Previous year (2021)	58,500	76.9	17,600	23.1	76,100
<b>Jenny Pan<sup>1</sup></b>	40,000	69.0	18,000	31.0	58,000
Previous year (2021)	35,000	81.4	8,000	18.6	43,000
<b>Flora Ka Yan Shiu<sup>3</sup></b>	75,000	87.2	11,000	12.8	86,000
Previous year (2021)	55,625	82.4	11,900	17.6	67,525
<b>Prof. Huang Xiaojian<sup>2</sup></b>	0		0		0
Previous year (2021)	32,400	89.0	4,000	11.0	36,400
<b>Sum</b>	465,000	73.8	165,500	26.2	630,500
Previous year (2021)	440,775	79.9	111,200	20.1	551,975

<sup>1</sup> Member of the Supervisory Board since June 8, 2021.

<sup>2</sup> Member of the Supervisory Board until June 8, 2021.

<sup>3</sup> Member of the Supervisory Board until November 1, 2022.

## 6. 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 period since the financial year 2021 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.

The disclosure on EBITDA (Group) for 2021 / 2020 (Change in %) as well as for 2021 has been adjusted compared to the Compensation Report of the previous year as changes have occurred in the reporting year 2022 for comparison purposes. For further details, please refer to the Annual Report 2022 of Gigaset AG.

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

	2022 / 2021 (Change in %)	2021 / 2020 (Change in %)	2020 / 2019 (Change in %)	2019 / 2018 (Change in %)	2018 / 2017 (Change in %)
<b>I. Executive Board compensation</b>					
Klaus Weßing	-6.3	11.3	-6.1	5.4	-0.5
Thomas Schuchardt <sup>1</sup>	-1.5	8.2	85.4	-	-
Dr. Magnus Ekerot <sup>2</sup>	-	-	-	-	-
<b>II. Supervisory Board compensation</b>					
Hau Yan Helvin Wong (Chairman)	9.7	13.1	-0.5	23.7	24.6
Barbara Münch <sup>3</sup> (Vice Chairwoman)	42.6	9.0	51.4	-	-
Ulrich Burkhardt	6.2	12.7	-17.6	-10.7	47.4

Paolo Vittorio Di Fraia	24.8	6.7	-27.6	31.3	33.9
Jenny Pan <sup>4</sup>	34.9	-	-	-	-
Flora Ka Yan Shiu <sup>5</sup>	27.4	68.8	-18.4	-19.7	0.0
Prof. Huang Xiaojian <sup>6</sup>	-100.0	-43.3	3.5	-23.5	72.3

### III. Earnings

EBITDA (Group)	3.2	801.0	-93,2	28.8	-12,6
Financial year profit or loss <sup>7</sup>	10.3	-50,0	-135,2	110.1	-39,7

### IV. Employee compensation

Average pay	-0.3%	4.6%	-	-	-
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<sup>1</sup> Member of the Executive Board since August 13, 2019.

<sup>2</sup> Member of the Executive Board since November 1, 2022.

<sup>3</sup> Member of the Supervisory Board since January 24, 2019.

<sup>4</sup> Member of the Supervisory Board since June 8, 2021.

<sup>5</sup> Member of the Supervisory Board until June 30, 2022.

<sup>6</sup> Member of the Supervisory Board until June 8, 2021.

<sup>7</sup> 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

	2022	Change in %	2021
<b>I. Executive Board compensation</b>	<b>EUR</b>		<b>EUR</b>
Klaus Weßing	516,725	-6.3	551,215
Thomas Schuchardt	325,035	-1.5	329,984
Dr. Magnus Ekerot (Executive Board member since November 1, 2022)	63,661	-	-
<b>II. Supervisory Board compensation</b>	<b>EUR</b>		<b>EUR</b>
Hau Yan Helvin Wong (Chairman)	174,000	9.7	158,600
Barbara Münch (Vice-Chairwoman)	143,500	42.6	100,650
Ulrich Burkhardt	74,000	6.2	69,700
Paolo Vittorio Di Fraia	95,000	24.8	76,100
Jenny Pan (Supervisory Board member since June 8, 2021)	58,000	34.9	43,000
Flora Ka Yan Shiu (Supervisory Board member until June 30, 2022)	86,000	27.4	67,525
Prof. Huang Xiaojian (Supervisory Board member until June 8, 2021)	0	-100.0	36,400
<b>III. Earnings</b>	<b>EUR '000</b>		<b>EUR '000</b>
EBITDA (Group)	17,938	3.2	17,381
Financial year loss (German Commercial Code)	-2,518	10.3	-2,807
<b>IV. Employee compensation</b>	<b>EUR '000</b>		<b>EUR '000</b>
Average pay	58,8	-0.3	59

### 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, April 14, 2023

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Thomas Tandetzki  
Wirtschaftsprüfer  
[German Public Auditor]

Denis Varosi  
Wirtschaftsprüfer  
[German Public Auditor]

## **2. Supplementary information on Supervisory Board elections (agenda item 6)**

Curricula vitae including disclosures pursuant to Section 125 (1) sentence 5 AktG and information pursuant to recommendation C.13 set out in the German Corporate Governance Code

### **2.1. Hau Yan Helvin Wong**

Chairman of the Supervisory Board of Gigaset AG

Attorney and Director of LFH Consultancy Company Limited, Hong Kong, People's Republic of China

Year of birth: 1973

Nationality: Hong Kong Chinese

Mr. Wong has been a member and the Deputy Chairman of the Supervisory Board of Gigaset AG since December 2013, and Chairman of the Supervisory Board of Gigaset AG since February 2019. His regular term of office ends when the 2023 Annual General Meeting draws to a close. He is a member of the Audit Committee, the Personnel Committee and the Strategy and Finance Committee.

Mr. Wong was admitted as a solicitor in Hong Kong and in England and Wales. He had worked for different local and international law firms and sat on the management of a large listed conglomerate for many years, having more than 20 years' practicable experience in the areas of legal affairs, business and risk management, corporate governance, finance, merger and acquisition and corporate restructuring.

Prior to starting his own consultancy business in March 2016, Mr. Wong was an Executive Director and the General Counsel of Goldin Properties Holdings Limited and Goldin Financial Holdings Limited, the shares of which were listed on the main board of the Hong Kong Stock Exchange respectively. He was then responsible for overseeing all legal, corporate, merger and acquisition and restructuring matters for Goldin group. Before working for Goldin group, he was a Special Counsel of Baker & McKenzie specializing in real estate mergers and acquisitions, corporate joint ventures and public corporate compliance matters.

Mr. Wong obtained a bachelor's degree in Laws from The Manchester Metropolitan University in the United Kingdom and the Postgraduate Certificate in Laws at the University of Hong Kong. He is also a graduate of Stanford University Senior Executive Leadership Program.

Memberships in other supervisory boards mandated by the law: None

Memberships in similar control entities at commercial enterprises in Germany and abroad: None

Other material activities in addition to the Supervisory Board mandate: None

The Supervisory Board considers Mr. Wong to be independent within the meaning of recommendation C.6 set out in the German Corporate Governance Code. In the Supervisory Board's view, Mr. Wong does not have a personal or business relationship with the Company, the governing bodies of Gigaset AG or a shareholder with a material interest in the Company, disclosure of which is recommended by C.13 set out in the German Corporate Governance Code.

### **2.2 Dr. Paolo Vittorio Di Fraia**

Member of the Supervisory Board of Gigaset AG

President and Senior Partner of PDF Partners SAS, Paris, France

Year of birth: 1960

Nationality: Italian

Dr. Paolo Vittorio Di Fraia has been a member of the Supervisory Board of Gigaset AG since August 2013. He briefly served as Vice Chair of the Supervisory Board in the course of 2019. His regular term of office ends when the 2023 Annual General Meeting draws to a close. He is Chair of the Strategy and Finance Committee and a member of the Audit Committee and the Personnel Committee.

Over the course of more than 30 years, Dr. Paolo Vittorio Di Fraia has held several leadership positions within different companies, predominantly in the telecommunications sector.

He is currently President and Senior Partner of PDF Partners SAS headquartered in Paris, France, a management consulting company operating in the area of private investment. Previously, Dr. Paolo Vittorio Di Fraia held several positions within Alcatel-Lucent, most recently as Vice President of the Service Business Group IMM Region headquartered in Milan, Italy.

He was previously the Chief Financial Officer at Cybernet International Services Inc., a US company listed on the NASDAQ market, Managing Director covering European operations at Destia Communication Inc. and Finance Director for European operations at Viatel Inc.

Dr. Paolo Vittorio Di Fraia has a bachelor's degree in financial management and obtained a doctorate in economics and trade at the University of Salerno, Italy, in 1995.

He therefore has expertise in the field of accounting.

Memberships in other supervisory boards mandated by the law: None

Memberships in similar control entities at commercial enterprises in Germany and abroad: None

Other material activities in addition to the Supervisory Board mandate: None

The Supervisory Board considers Dr. Di Fraia to be independent within the meaning of recommendation C.6 set out in the German Corporate Governance Code. In the Supervisory Board's view, Dr. Di Fraia does not have a personal or business relationship with the Company, the governing bodies of Gigaset AG or a shareholder with a material interest in the Company, disclosure of which is recommended by C.13 set out in the German Corporate Governance Code.

### **2.3 Ulrich Burkhardt**

Member of the Supervisory Board of Gigaset AG

Independent auditor and tax consultant

Year of birth: 1956

Nationality: German

Mr. Burkhardt has been a member of the Supervisory Board of Gigaset AG since December 2014. His regular term of office ends when the 2023 Annual General Meeting draws to a close. He is Chair of the Audit Committee.

Mr. Burkhardt has worked as an auditor and tax consultant on the management teams of various auditing and tax consulting firms in Germany and has over 35 years' experience in the areas of auditing, tax consultation and business consulting and therefore expertise in accounting and audit services. Since 1992, he has also had his own firm specialising in auditing and tax consultation. He has also published works in these fields.

Mr. Burkhardt's areas of activity focus on auditing, group accounting pursuant to the HGB and IFRS, mergers and acquisitions, due diligence, peer-reviews, business consulting and valuations and appraisals.

Mr. Burkhardt currently works as an auditor and tax consultant at his own firm.

He has a qualification in business administration from the Ludwig Maximilian University of Munich, Germany. He qualified to practice as a tax consultant in January 1989 and as an auditor in May 1991.

Memberships in other supervisory boards mandated by the law: None

Memberships in similar control entities at commercial enterprises in Germany and abroad: None

Other material activities in addition to the Supervisory Board mandate: None

The Supervisory Board considers Mr. Burkhardt to be independent within the meaning of recommendation C.6 set out in the German Corporate Governance Code. In the Supervisory Board's view, Mr. Burkhardt does not have a personal or business relationship with the Company, the governing bodies of Gigaset AG or a shareholder with a material interest in the Company, disclosure of which is recommended by C.13 set out in the German Corporate Governance Code.

## **2.4 Jenny Pan**

Member of the Supervisory Board of Gigaset AG

Merchant and CEO of SLOAN ESTATE, Rutherford, CA, USA

Year of birth: 1988

Nationality: USA

Ms. Pan has been a member of the Supervisory Board of Gigaset AG since June 2021. Her regular term of office ends when the 2023 Annual General Meeting draws to a close. She is a member of the Personnel Committee as well as the Strategy and Finance Committee.

Ms. Pan began her career as a Private Wealth Management analyst in the Investment Management Division at Goldman Sachs in New York City, where she managed investment portfolios for private and institutional high-net-worth clients. She subsequently held marketing and sales roles in the fine wine industry and became the Chief Operating Officer and later Chief Executive Officer at SLOAN ESTATE, a winery and vineyard in the Napa Valley in California. At the wine estate, she gained practical experience leading a company through post-acquisition integration and change management as a general manager and operator of a multicultural organization.

Ms. Pan obtained her Bachelor of Science degree, double majoring in Economics and Communication Studies, from Northwestern University. She received her Master of Business Administration from The Wharton School of the University of Pennsylvania. She subsequently earned her Master in Public Administration from the J. F. Kennedy School of Government at Harvard University.

Memberships in other statutory supervisory boards: None

Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: None

Other significant activities in addition to the Supervisory Board mandate: None

With regard to recommendation C.13 set out in the German Corporate Governance Code, it is pointed out that the Supervisory Board candidate Ms. Pan is the daughter of Pan Sutong and thus has a personal relationship with a shareholder with an indirect material interest in the Company. In addition, Ms. Pan is employed by, and thus has a business relationship with, a subsidiary of Goldin Financial Holdings Limited, which is one of the investment companies held by Pan Sutong.

## **2.5 Rainer-Christian Koppitz**

Member of the Supervisory Board of Gigaset AG

CEO of KATEK SE, Munich, Germany

Year of birth: 1968

Nationality: German

Mr. Koppitz has been a member of the Supervisory Board of Gigaset AG since January 2023. His appointment was made by court order at the request of the Executive Board after Ms. Flora Shiu resigned her seat on the Supervisory Board with effect from the end of day on 30 June 2022. Mr. Koppitz had already been appointed as an alternate member of the Supervisory Board of Gigaset AG from 14 August 2019 to 8 June 2021.

Mr. Koppitz is a member of the Strategy and Finance Committee.

Mr. Koppitz can look back on many years of international experience in industry as well as in the IT and telecommunications sectors. His positions have included CEO of NFON and B2X Care Solutions as well as CEO Germany & Austria of BT Germany (British Telecom). Prior to that, he held managing director positions at Siemens, Dell and Atos.

Memberships in other statutory supervisory boards:

- Chairman of the Supervisory Board of CENIT AG
- Chairman of the Supervisory Board of NFON AG

Memberships in comparable domestic and foreign supervisory bodies of business enterprises: None

Other significant activities in addition to his seat on the Supervisory Board: None

The Supervisory Board considers Mr. Koppitz to be independent within the meaning of recommendation C.6 set out in the German Corporate Governance Code. In the Supervisory Board's view, Mr. Koppitz does not have a personal or business relationship with the Company, the governing bodies of Gigaset AG or a shareholder with a material interest in the Company, disclosure of which is recommended by C.13 set out in the German Corporate Governance Code.

## **2.6 Barbara Münch**

Vice Chair of the Supervisory Board of Gigaset AG

Lawyer and Managing Director of AssetMetrix GmbH, Munich, Germany

Year of birth: 1971

Nationality: German

Ms. Münch was a member and, for a brief time, Vice Chair of the Supervisory Board of Gigaset AG back in 2013. In January 2019, she, as a substitute member, again became a member of the Supervisory Board following the death of Mr. Bernhard Riedel and was then appointed again as Vice Chair in August 2019. Her regular term of office ends when the 2023 Annual General Meeting draws to a close. She is Chair of the Personnel Committee.

Ms. Münch has worked on the management teams of various companies in the financial industry and has over 20 years' experience in the areas of compliance, banking supervision law, capital markets law and company law.

Ms. Münch is currently a member of the management team at AssetMetrix GmbH headquartered in Munich, Germany, a leading next generation asset servicer active in the area of private capital. She was previously Managing Director of an investment bank located in Munich. In both positions, she was/is responsible for all legal, compliance and regulatory matters, as well as investor relations and HR. Ms. Münch began her career as head of the legal and patent department of the Max Planck Institute for Plasma Physics.

She has a qualification in law from the Ludwig Maximilian University of Munich, Germany, and qualified to practice as a lawyer in 2000.

Memberships in other supervisory boards mandated by the law: Chair of the Supervisory Board of Gigaset Communications GmbH (Group company)

Memberships in similar control entities at commercial enterprises in Germany and abroad: None

Other material activities in addition to the Supervisory Board mandate: None

The Supervisory Board considers Ms. Münch to be independent within the meaning of recommendation C.6 set out in the German Corporate Governance Code. In the Supervisory Board's view, Ms. Münch does not have a personal or business relationship with the Company, the governing

bodies of Gigaset AG or a shareholder with a material interest in the Company, disclosure of which is recommended by C.13 set out in the German Corporate Governance Code.

### III. Further information on calling the meeting

All times indicated in the section "Further information on calling the meeting" are Central European Summer Time (CEST), which is applicable for Germany. Coordinated Universal Time (UTC) corresponds to CEST minus two hours.

#### Requirements for participating in the Annual General Meeting and exercising voting rights

Shareholders who have registered with the Company using the following address or email address with verification of their shareholding are entitled to participate in the Annual General Meeting and exercise their voting rights. The registration and verification of shareholding should be sent to the following address or email address:

Gigaset AG  
c/o Commerzbank AG  
GS-BM General Meetings  
60261 Frankfurt am Main, Germany  
Email: hv-eintrittskarten@commerzbank.com

For this verification, verification of the shareholding provided by the last intermediary pursuant to Section 67c (3) AktG shall suffice. Verification of the shareholding must relate to the beginning of **25 May 2023 (0:00 hours) (record date)**. The Company must receive verification of the shareholding and the registration details at the latest by the end of **8 June 2023 (midnight)**.

After this information has been received, shareholders entitled to take part in the meeting will be sent admission tickets for the Annual General Meeting by the registration office. To ensure that admission tickets are received in good time, we ask shareholders to register for the meeting and send verification of their shareholding in the Company as early as possible.

#### Relevance of the record date

The record date is decisive for the exercise of participating rights and the scope of voting rights during the Annual General Meeting. In relation to the Company, only those who have provided verification of their shareholding by the record date shall be permitted to participate in the Annual General Meeting and exercise their voting rights as shareholders. Any changes in the shareholding after the record date do not have impact on the right of participation or scope of voting rights. Those who do not own any shares by the record date or only acquired their shares after the record date are therefore not entitled to participate in the meeting or exercise voting rights, unless they are authorized by a proxy to represent them or exercise their rights on their behalf. Shareholders who have registered properly and provided verification of their shareholding remain entitled to participate in the meeting and exercise their voting rights in line with the shareholding verified even if they sell their shares in full or in part after the record date. The record date is not relevant for the dividend entitlement. Shareholders can continue to dispose of their shares freely after the record date and after successfully registering.

#### Absentee voting

Shareholders can exercise their voting rights without attending the Annual General Meeting through absentee voting, either in writing or using electronic communication. Authorized intermediaries (e.g. credit institutions), shareholder associations and other equivalent institutions, companies or persons set out in Section 135 AktG, as well as other shareholder representatives, may also make use of this voting option. This is subject to timely registration and verification of the shareholders' shareholding.

The form sent with the admission ticket may be used for absentee voting. A form for absentee voting is also available on the Company's website at

[https://www.gigaset.com/de\\_de/cms/gigaset-ag/investor-relations/hauptversammlung.html](https://www.gigaset.com/de_de/cms/gigaset-ag/investor-relations/hauptversammlung.html)

The absentee ballot, its revocation or amendment must be received by the Company at the following address by **14 June 2023, midnight**, without prejudice to the requirement of timely registration and proof of share ownership:

Mailing address: Gigaset AG, c/o UBJ. GmbH, Kapstadtring 10, 22297 Hamburg, Germany

Telefax +49 (0) 40-6378-5423 or

Electronically by e-mail: hv@ubj.de.

Voting by mail does not preclude participation in the Annual General Meeting. If shareholders wish to participate in the Annual General Meeting in person or through their authorized representatives and exercise their shareholder rights despite having already cast their vote by mail, participation in person or by authorized representative is deemed to be a revocation of the vote cast by mail.

## **Representation of voting rights**

### **Voting by proxies appointed by the Company**

Shareholders also have the option to issue a power of attorney and instructions for the exercise of voting rights to Company-appointed proxies under the following conditions. Proxies are required to vote in accordance with the instructions they are given. Without instructions, the power of attorney is not effective overall, or if instructions are not issued for a certain agenda item, it is not effective for that agenda item. Accordingly, in this case the proxies will abstain from voting on the whole or in relation to the agenda item for which no instructions have been granted. Please note that proxies will not accept any orders to file objections to Annual General Meeting resolutions or pose questions or motions.

Shareholders who wish to issue a power of attorney to a Company-appointed proxy require an admission ticket to the Annual General Meeting to do so. Therefore, even if issuing power of attorney to a Company-appointed proxy, registration and verification of shareholding must be completed in a timely manner in accordance with the aforementioned provisions.

To ensure that admission tickets and other documents for issuing powers of attorney are received in time, the registration should be received as soon as possible at the address or email address for registrations indicated above in the section "Requirements for participating in the Annual General Meeting and exercising voting rights." When using the postal option, please take postal delivery times into account.

In the run-up to the Annual General Meeting, proxy authorizations and instructions to the proxies appointed by the Company may be submitted in text form until **14 June 2023, midnight (time of receipt)**, using the proxy authorization and instruction form for the Company's proxies that is mailed with the admission tickets and is available on the Company's website, without prejudice to the requirement of timely registration and proof of shareholding in accordance with the above provisions, by sending them:

by mail to Gigaset AG, c/o UBJ. GmbH, Kapstadtring 10, 22297 Hamburg, Germany

by telefax to +49 (0) 40-6378-5423 or

electronically by e-mail: hv@ubj.de

Authorizations and instructions issued to the proxies may also be amended or revoked in text form by these methods and up to this point in time.

Issuing an authorization and instructions to the Company's proxies does not preclude personal participation in the Annual General Meeting. If a shareholder wishes to attend and exercise his or her shareholder rights in person or through another authorized representative despite having already issued an authorization and instructions to the Company's proxies, attendance in person or through an authorized representative is deemed to be a revocation of the authorization and instructions issued to the Company's proxies, in accordance with the authorization and instruction forms provided by the Company.



In addition, we offer shareholders who have registered for the Annual General Meeting and have provided evidence of their shareholding in a timely manner in accordance with the above provisions and are present at the Annual General Meeting the opportunity to authorize the proxies nominated by the Company to exercise their voting rights at the Annual General Meeting.

### **Voting by an authorized third party**

Shareholders may also appoint a representative, e.g. an intermediary, a shareholder association or another person of their choice, to exercise their voting rights ("Authorizing a third party").

Including the event that power of attorney is issued for a third party, registration and verification of shareholding must be completed in a timely manner in accordance with the aforementioned provisions. If power of attorney is granted to an entity other than an intermediary (e.g. a credit institution), shareholder association or another equivalent entity pursuant to Section 135 AktG, issuance, revocation and verification of said power of attorney must be made to the Company in writing (Section 126b BGB).

Shareholders receive further information on powers of attorney and a corresponding form with their admission ticket. A power of attorney form can also be obtained from the Company's website; use of this form is not mandatory, however. Shareholders have the option to issue a power of attorney in another way in writing (Section 126b BGB).

To notify the Company of a power of attorney, revoke a power of attorney or provide verification of a power of attorney granted to a representative, shareholders can use the following address:

Mailing address: Gigaset AG, c/o UBJ. GmbH, Kapstadtring 10, 22297 Hamburg, Germany

Telefax: +49 (0) 40-6378-5423 or

Email: hv@ubj.de

When using the postal option, please take delivery times into account.

Intermediaries (e.g. credit institutions) and equivalent persons or institutions may request powers of attorney in specific forms, as they need to keep a verifiable record thereof. The power of attorney must also be complete and may only contain declarations connected with the exercise of voting rights. Therefore, if you wish to grant power of attorney to an intermediary (e.g. a credit institution), a shareholder association or another equivalent institution, company or person as per Section 135 AktG, please clarify the form of the power of attorney with the entity authorized.

If the power of attorney is not granted to an intermediary (e.g. a credit institution), a shareholder association or another equivalent institution, company or person as per Section 135 AktG, but another third party is to exercise your voting right, please ensure that you provide this representative with the voting form sent with the admission ticket.

If you give notice of the power of attorney when you register, we will send the admission card to the representative directly. In this case, there is no need to pass on the voting form. If the shareholder grants a power of attorney to more than one person, the Company may reject one or more of the powers of attorney granted.

### **Further information on exercising voting rights by absentee ballot and authorization and instructions for the proxies appointed by the Company**

If multiple declarations are received, the last declaration received takes precedence.

If mail-in ballots or declarations on issuing authorizations and instructions to the Company's proxies are received in due time through multiple permissible transmission methods and if it is not clear which was sent last, they will be considered in the following order of priority irrespective of the time of receipt: (1) by e-mail, (2) by fax, (3) in paper form. If both mail-in ballots and authorizations and instructions to the proxies of the Company are received in due time through the same transmission method, mail-in

ballots take priority over authorizations and instructions to the Company's proxies. The last revocation of a declaration received in due time shall apply.

If an individual vote is held on an agenda item without this having been announced in advance of the Annual General Meeting, the vote cast or instruction given in this regard shall apply accordingly to each item of the individual vote.

## **Shareholder rights**

### **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 (not counting the day of the Annual General Meeting and the day of delivery), i.e. by

**15 May 2023, midnight,**

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](https://www.gigaset.com/hq_en/cms/gigaset-ag/investor-relations/general-meetings.html)

and communicated to shareholders.

### **Countermotions and shareholder election proposals pursuant to Sections 126 (1) and 127 AktG**

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 Supervisory Board members and/or 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](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

**31 May 2023, midnight,**

at the latest, at the following address:

Gigaset AG  
c/o UBJ. GmbH  
Kapstadtring 10  
22297 Hamburg, Germany

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 Supervisory Board members and/or 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, if reasons for it are provided) 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. Likewise, proposals on the election of Supervisory Board members do not need to be published if the proposal does not contain information on their membership in other supervisory boards mandated by the law.

Please note: even if countermotions and election proposals have been submitted to the Company in advance and in due time, they will be considered at the Annual General Meeting only if they are verbally put forward or submitted there. The right of any shareholder to submit countermotions to the various agenda items or election proposals during the Annual General Meeting without prior communication to the Company shall remain unaffected thereby.

### **Right to information pursuant to Section 131 (1) AktG**

Pursuant to Section 131 (1) AktG, any shareholder must be given information by the Executive Board at the Annual General Meeting on matters relating to the Company in response to a verbal request made at the Annual General Meeting insofar as the information is necessary for a proper assessment of the item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements, as the consolidated financial statements and the summary management report of the Company and the Group are also presented to the Annual General Meeting under agenda item 1.

The Executive Board may decline to answer individual questions for the reasons set out in Section 131 (3) AktG, for example because providing the information is likely to cause a not-insignificant disadvantage to the Company or an affiliated company according to a reasonable business assessment. Under Section 15 (3) of the Articles of Association, the chairman of the meeting may impose reasonable time limits not only on the right of shareholders to speak but also on their right to ask questions. Specifically, at the beginning of or anytime during the Annual General Meeting, he may set a reasonable time limit for the entire course of the Annual General Meeting, for individual agenda items and for individual speeches and questions.

### **Publications on the website**

Further comments on the aforementioned shareholders' rights, the convening of the Annual General Meeting, documents to be made accessible and other information pursuant to Section 124a AktG can be found on the Company's website at [https://www.gigaset.com/hq\\_en/cms/gigaset-ag/investor-relations/general-meetings.html](https://www.gigaset.com/hq_en/cms/gigaset-ag/investor-relations/general-meetings.html). The voting results will also be published here after the Annual General Meeting.

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

At the time of convening the Annual General Meeting, Gigaset AG had issued a total of 132,455,896 shares, each granting one vote. The total number of shares and voting rights at the time of convening the Annual General Meeting therefore amounts to 132,455,896.

### **Information on data protection**

Gigaset AG, Frankenstr. 2, 46395 Bocholt, Germany, phone: +49 (0) 2871 / 912 912, e-mail: [datenschutz@gigaset.com](mailto:datenschutz@gigaset.com) processes your personal data as the data controller in connection with the Annual General Meeting.

Gigaset AG processes your personal data in connection with the Annual General Meeting for the purposes of preparing and holding the Annual General Meeting, enabling the exercise of the rights of shareholders and shareholder representatives, and fulfilling other obligations under the law on stock corporations. The legal basis for this is the German Stock Corporation Act (Aktengesetz), in particular Section 67e AktG in conjunction with Article 6 (1) (c) GDPR. Further information on the processing of your personal data in connection with the Annual General Meeting, as well as on your rights (to information, correction, restriction of processing, objection, deletion, transfer of your data and complaint to a competent supervisory authority) can be found at [https://www.gigaset.com/de\\_de/cms/gigaset-ag/investor-relations/hauptversammlung.html](https://www.gigaset.com/de_de/cms/gigaset-ag/investor-relations/hauptversammlung.html). We will also be happy to send it to you by mail.

Gigaset AG  
**The Executive Board**

**This document is a convenience translation of the German language original. In case of any discrepancy between the English language and the German language versions, the German language version shall prevail.**