



Annual General Meeting on 15 June 2023

Counter motions and election proposals of the shareholder Ludic GmbH

Dear Shareholder,

We have received the following counter motions and election proposals from the shareholder Ludic GmbH regarding the agenda of the Annual General Meeting of Gigaset AG on 15 June 2023 within the statutory period, which we hereby make available.

You can join a counter motion or election proposal aimed at rejecting the administration proposal or refusing to grant discharge by voting against the proposal of the Executive Board and Supervisory Board or the Supervisory Board.

The election of **Mr Andreas Tenhofen** to the Supervisory Board proposed by the shareholder Ludic GmbH under **ITEM 6** "Supervisory Board elections" can be voted on or instructions given under "Motions from shareholders" under **letter A**.

You can support the election of **Ms Barbara Münch, Mr Rainer Koppitz and Ms Jenny Pan** to the Supervisory Board proposed by the shareholder Ludic GmbH under **ITEM 6** "Supervisory Board elections" by voting in favour of the respective proposal of the Supervisory Board.

It is intended to have the Annual General Meeting decide on the elections to the Supervisory Board on ITEM 6 by way of an individual vote. In the event that, contrary to expectations, a list election should be held on ITEM 6, you may vote on the **list** proposed by the shareholder Ludic GmbH on **ITEM 6** "Supervisory Board elections" for **the election of Ms Barbara Münch, Mr Rainer Koppitz, Ms Jenny Pan and Mr Andreas Tenhofen** to the Supervisory Board under "Motions from shareholders" under **letter B** or issue instructions. Instructions or votes on a list election shall also apply to each item of a possible individual vote. In the event of conflicting votes or instructions, expressly issued individual instructions or votes shall take precedence over instructions or votes on a list election.

Bocholt, June 2023

Gigaset AG
The Executive Board

Ludic GmbH

[...]

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

Email: hv@ubj.de

Bad Oldesloe, 31 May 2023

Countermotions and election proposals pursuant to Sections 126 (1), 127 of the German Stock Corporation Act (Aktiengesetz, AktG)
Annual General Meeting on 15 June 2023

Dear Sir or Madam,

On the basis of the information contained in the invitation to the above-mentioned Annual General Meeting, I am sending you the following countermotions for publication on the company's website. The shareholder status results from the bank confirmation already available to you as well as the registration and the right to participate in the Annual General Meeting.

ITEM 2 Adoption of a resolution approving the actions of the members of the Executive Board

ITEM 3 Adoption of a resolution approving the actions of the members of the Supervisory Board

Countermotion:

Ludic GmbH proposes that the members of the Executive Board and the Supervisory Board be refused discharge.

Justification:

The situation of the company, the future orientation and strategy as well as the scope of action of some members of the Supervisory Board are unclear. In addition, the question arises whether the requirements of group law are taken into account, especially with regard to possible disadvantageous assignments. Without an inter-company agreement, for example, no business opportunities may be shifted or disadvantageous instructions carried out.

Since this need for clarification is not met and violations of the law are to be feared, discharge is ruled out.

ITEM 6 Supervisory Board elections

Countermotion:

The following persons are proposed for election to the Supervisory Board:

- Barbara Münch (Legal)
- Rainer Koppitz (Industry expert)
- Jenny Pan (Entrepreneur)
- Andreas Tenhofen (New, Finance, Industry knowledge)

The following election proposals are to be rejected:

- Helvin Wong (Legal)
- Paolo di Freia (Finance)
- Ulrich Burkhardt (Finance)

Justification:

The old six-member Supervisory Board was double staffed in the areas of law and finance, so that with regard to a new four-member Supervisory Board, one member is superfluous for each of the functional areas mentioned. As there is a candidate for finance in Andreas Tenhofen, who at the same time has a sound knowledge of the industry, he is better suited than the previous financial experts on the Supervisory Board. In the case of the foreign Supervisory Board members, the situation is aggravated by the fact that they are not very familiar with the German legal system, do not speak German and cause the company high costs with low efficiency. For example, Helvin Wong's remuneration in 2022 of € 174,000 plus travel expenses from his adopted home in Brisbane, Australia, with € 120,000 in fixed compensation, suggests € 54,000 in meeting and resolution fees. With a compensation of € 1,000 each for meetings and resolutions, Mr Wong therefore participated in 54 meetings and resolutions. Despite this high expenditure, it took more than two years to find a suitable successor for the former Executive Board member Klaus Wessing. Six Supervisory Board members, some of them full-time, supervise only two Executive Board members and keep them from their actual tasks by holding inefficient meetings.

The candidates we propose for election ensure continuity, but also renewal, integrity and at the same time representation of the major shareholder, so that the appointment is designed for sustainability.

ITEM 7 Resolution on amendments to the Articles of Association to allow Annual General Meetings and on the modalities for participation by members of the Supervisory Board

Counter-motion:

Ludic GmbH will request that this agenda item be rejected.

Justification:

The Annual General Meeting is the only opportunity in the year where the Executive Board, Supervisory Board and Shareholders can meet. The opportunity for personal exchange is of particular importance here for outside shareholders. With regard to the orientation, there is considerable need for information and discussion, which makes a direct exchange necessary.

Furthermore, experience from other Annual General Meetings has shown that the virtual Annual General Meeting and the face-to-face meeting are not equivalent. For further details, reference can be made, for example, to the criticism also raised by fund companies: <https://www.handelsblatt.com/meinung/gastbeitraege/gastkommentar-pro-und-contra-sollten-aktienkonzerne-ihre-hauptversammlungen-virtuell-abhalten-/29025266.html> (Handelsblatt of 29 March 2023, Should stock corporations hold their AGMs virtually?).

Please confirm receipt and timeliness of registration.

Kind regards,

Andreas Tenhofen

Businessman and Senior Manager EU Taxonomy at Siemens AG, Munich, Germany

Year of birth: 1968 in Bocholt

Nationality: German

Mr Tenhofen is a results- and solution-oriented finance manager in an international corporate environment in the mechanical & plant engineering, medical services, communications technology and humanitarian aid sectors with proven success in setting up and managing professional finance and controlling organisations. He has many years of in-depth experience in the management and control of subgroups, family businesses, a charity association and corporate divisions. Among other positions, he was CFO at the Bavarian Red Cross, Head of Corporate Finance at Siemens Logistics GmbH and Division Manager Controlling at the Schön Klinik Group. Prior to this, Mr Tenhofen worked for around 15 years at Gigaset's predecessor organisation in Bocholt, Munich and Shanghai and held various management positions, including plant management in Bocholt (authorised signatory).

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

Other significant activities besides the Supervisory Board mandate: None

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.