Gigaset AG
Bocholt

WKN 515 600 ISIN DE0005156004

Addition to the agenda of the Annual General Meeting on 15 June 2023

By announcement in the Federal Gazette dated 5 May 2023, the Annual General Meeting of Gigaset AG, Bocholt,

for Thursday**, 15 June 2023, 10.00 (CEST)** (= 8.00 UTC (Coordinated Universal Time))

convened.

The Annual General Meeting will take place at the Conference Center, Haus der Bayerischen Wirtschaft, Europasaal, Max-Joseph-Str. 5 in 80333 Munich.

The shareholder Ludic GmbH, Bad Oldesloe, which holds a pro rata amount in the share capital of Gigaset AG of more than EUR 500,000.00, has, after the convening of the Annual General Meeting, requested in due time pursuant to Section 122 (2) of the German Stock Corporation Act (Aktiengesetz, AktG) by letter dated 12 May 2023 that the following items be added to the agenda of the Annual General Meeting convened for 15 June 2023 and has proven the further requirements pursuant to Section 122 (2) AktG.

The following items are therefore added to the agenda, retaining the previous agenda items 1 to 7, and the addition is announced as follows:

8. Resolution on an amendment to the Articles of Association to reduce the size of the Supervisory Board

The shareholder Ludic GmbH proposes the amendment of the Articles of Association as follows:

Section 7 (1) of the Articles of Association shall be amended as follows:

"The Supervisory Board consists of four members."

The shareholder Ludic GmbH has stated the following in support of its motion pursuant to the supplemented agenda item 8:

Currently, the Supervisory Board of Gigaset AG consists of six members. Pursuant to Section 96 (1) last case of the German Stock Corporation Act (AktG), these are exclusively members of the shareholders.

The company's business development has been unsatisfactory for years. In the 2022 business year, the company generated a deficit of EUR 5.6 million. As in previous years, a dividend distribution is not expected.

At the same time, the company employs six members on the Supervisory Board.

Their total compensation increased from EUR 709 thousand to EUR 768 thousand in the 2022 financial year.

The core competences of the current Supervisory Board members overlap in many ways. In particular, the areas of competence "Finance", "Legal Competence" and "Accounting and Auditing" are over-represented: Thus, all six Supervisory Board members have core competences in the area of "Finance".

The minimum number of Supervisory Board members is three, the maximum number 21.

Because all Supervisory Board members were elected to the Supervisory Board as shareholder representatives, there is no one-third requirement and the number of Supervisory Board members does not have to be divisible by three.

In order to avoid blockades of work due to the inability of a single Supervisory Board member to attend, the Supervisory Board should not only be composed of the minimum number of three members. Instead, it is proposed that the Supervisory Board be composed of four members.

This is associated with significant savings potential, without affecting the business activities of the Supervisory Board in other respects.

9. Resolution on an amendment to the Articles of Association to change the compensation of the Supervisory Board

The shareholder Ludic GmbH proposes the amendment of the Articles of Association as follows:

Section 12 (2) and Section 12 (3) of the Articles of Association shall be deleted without replacement.

The previous Section 12 (4) of the Articles of Association thus becomes Section 12 (2) and is amended as follows:

> *"The Chairman of the Supervisory Board shall receive a supplement of 100 %, the Deputy Chairman of the Supervisory Board a supplement of 50 % on the compensation determined in paragraph 1."*

Former Section 12 (5) becomes new Section 12 (3).

Former Section 12 (6) becomes new Section 12 (4).

Former Section 12 (7) becomes new Section 12 (5).

The compensation of the members of the Supervisory Board shall be determined in accordance with the amended Section 12 of the Articles of Association and as described below with regard to the amended compensation system.

Compensation System for the Members of the Supervisory Board of Gigaset AG

The compensation system takes into account the responsibility and the scope of activities of the members of the Supervisory Board. By monitoring the management of the Company by the Executive Board, the Supervisory Board contributes to the promotion of the business strategy and the long-term development of the Company.

The members of the Supervisory Board receive a fixed monthly compensation in addition to the reimbursement of expenses incurred in the exercise of their office and any value added tax payable on compensation and reimbursement of expenses. Variable compensation and financial or non-financial performance criteria are not provided for. This is the best way to take into account the independent control and advisory function of the Supervisory Board, which is not geared to short-term corporate success but to the long-term development of the Company.

The respective amount of compensation takes into account the concrete function and responsibility of the members of the Supervisory Board. For example, the higher time expenditure of the Chairman of the Supervisory Board and the Deputy Chairman of the Supervisory Board is appropriately taken into account by a corresponding surcharge.

The compensation is due monthly and payable after the corresponding invoice has been issued.

The compensation and the compensation system for the Supervisory Board are regularly reviewed by the administration. In particular, the time taken up by the members of the Supervisory Board as well as the Supervisory Board compensation granted by other, comparable companies are decisive in this respect. Due to the special nature of the Supervisory Board compensation, which is granted for its activities and which differs fundamentally from the activities of the employees of the company and the Group, a so-called vertical comparison with employee compensation is out of the question. If the Executive Board and the Supervisory Board see a need to adjust the compensation or the compensation system, they will submit a corresponding resolution proposal to the Annual General Meeting; in any case, a resolution proposal on the compensation, including the underlying compensation system, will be submitted to the Annual General Meeting at least every four years.

The regulations applicable to the avoidance and handling of conflicts of interest will also be observed in the process of establishing and implementing the compensation system.

The shareholder Ludic GmbH has stated the following in support of its motion pursuant to the supplemented agenda item 9:

The activities of Supervisory Board members may be compensated pursuant to Section 113 (1) Sentence 1 AktG, but need not be. In any case, the compensation must be commensurate with the duties of the Supervisory Board members and the situation of the company pursuant to Section 113 (1) Sentence 3 AktG.

The shareholder Ludic GmbH is of the opinion that the members of the Supervisory Board should be compensated for their activities. However, the current compensation system sends the wrong signals: It is not the number of meetings and resolutions that distinguishes good and successful Supervisory Board work. Rather, the Supervisory Board should focus on monitoring the Company, steering the Executive Board and being exemplary in terms of efficient work.

The expenses associated with this activity are sufficiently covered by the fixed compensation pursuant to Section 12 (1) of the Articles of Association. Any performance-related compensation in excess of this is prohibited against the background that, especially in times of crisis, the workload of Supervisory Board members tends to increase rather than decrease and the liability risk for decisions made by Supervisory Board members increases. However, this liability risk is covered by the previous Section 12 (7) of the Articles of Association (now: Section 12 (5)), because a liability insurance policy must be taken out for the benefit of the Supervisory Board members.

10. Resolution on a reduction of the share capital for the creation of a free capital reserve by consolidation of shares in a ratio of 8 to 1 and corresponding amendment of the Articles of Association as well as on a reduction of the existing authorised capital and the existing conditional capital and corresponding amendments of the Articles of Association

The shareholder Ludic GmbH proposes a capital cut at a ratio of 8 to 1:

That the Annual General Meeting resolve to reduce the share capital of the Company to create a free capital reserve by consolidating shares at a ratio of 8 to 1.

To this end, the Annual General Meeting shall adopt the following resolution:

a) "The share capital of the Company in the amount of EUR 132,455,896, divided into 132,455,896 no par value shares, shall be reduced by EUR 115,898,909 to EUR 16,556,987, divided into 16,556,987 no par value bearer shares, for the purpose of creating a free capital reserve.

   The reduction shall be carried out in accordance with the provisions on ordinary capital reduction (Sections 222 et seq. AktG). It will be carried out in such a way that 8 no-par value bearer shares will be merged into one no-par value bearer share.

   The Executive Board is authorised to decide on the further details of the implementation of the resolution with the consent of the Supervisory Board."

b) In order to adapt the Articles of Association to the capital reduction, the following

   RESOLUTION

   proposed:

   "Section 4 (1) and Section 4 (2) of the Articles of Association (amount and division of the share capital) shall be amended as follows when the capital reduction becomes effective:

   Section 4 (1) The share capital of the Company amounts to EUR 16,556,987 (in words sixteen million five hundred and fifty six thousand nine hundred and eighty seven Euros).

   Section 4 (2) The share capital is divided into 16,556,987 no-par value shares. The shares shall be made out to the bearer. The form of the share certificates and the dividend and renewal coupons shall be determined by the Executive Board. The right of the shareholder to securitisation of his shares is excluded."

The shareholder Ludic GmbH has stated the following in support of its motion pursuant to the supplemented agenda item 10:

The Company's shares are traded on the Regulated Market (Prime Standard) of the Frankfurt Stock Exchange under the symbol GGS (ISIN: DE0005156004).

The stock market price has developed negatively for many years and is currently not in line with the positive operational development of the Company. This is unsatisfactory for the Company and its shareholders. The clear goal is to increase the attractiveness of the share in the context of the operational development. The capital reduction increases the value per share. This means a significant reputational gain and increases the perception of the company among institutional investors. This should have a positive effect on the share price.

It is therefore considered appropriate to reduce the share capital of the Company and to create a free capital reserve accordingly.

There are no disadvantages associated with the capital reduction, in particular the value of the Company and the value of the Company share held by each shareholder does not change.

The above resolution to reduce the share capital legally requires consequential amendments to the Articles of Association with regard to the authorised capital referred to in Section 4 (3) and the conditional capital referred to in Section 4 (4):

Pursuant to Section 202 (3) Sentence 1 AktG, the nominal amount of the authorised capital may not exceed half of the share capital.

Pursuant to Section 192 (3) Sentence 1 AktG, the nominal amount of the conditional capital may also not exceed half of the share capital.

Due to the proposed reduction of the share capital, the authorised and conditional capitals must be adjusted: The maximum amount of the authorised and conditional capital will then only be EUR 8,278,493 each.

In accordance with Section 4 (3) of the Articles of Association, the authorised capital (2020) currently amounts to EUR 66,200,000.00, which is half of the share capital, rounded.

No use has yet been made of the authorisation pursuant to Section 4 (3) (see Annual Report 2022 of the Company page 55).

In accordance with Section 4 (4) of the Articles of Association, the conditional capital currently amounts to EUR 64,700,000.00, which corresponds to almost half of the share capital.

No use has yet been made of the authorisation pursuant to Section 4 (4) (see Annual Report 2022 of the Company page 58).

c) In order to maintain rounding, it is proposed that the authorised and the conditional capital also be reduced in each case in the ratio of 8 to 1:

    The authorised capital of the Company in the amount of EUR 66,200,000 shall be reduced to EUR 8,275,000.00.

    The conditional capital of the Company in the amount of EUR 64,700,000 shall be reduced to EUR 8,087,500.

    This complies with the legal requirements of Section 202 (3) Sentence 1 AktG and Section 192 (3) Sentence 1 AktG.

The Executive Board is authorised to decide on the further details of the implementation of the resolution with the consent of the Supervisory Board.

d) In order to adapt the Articles of Association to the capital reduction, the following

RESOLUTION

proposed:

"Section 4 (3) paragraph 1 of the Articles of Association (Authorised Capital) shall be replaced by the following when the reduction of the authorised capital becomes effective:

The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital in the period until 3 June 2025 once or in partial amounts by a total of up to EUR 8,275,000.00 by issuing new no-par value bearer shares with profit entitlement from the beginning of the financial year in which they are issued against cash and/or non-cash contributions (Authorised Capital 2020). The shareholders are generally entitled to a subscription right.

Section 4 (4) of the Articles of Association (Conditional Capital) shall be amended as follows when the reduction of the conditional capital becomes effective:

The share capital is conditionally increased by up to EUR 8,087,500.00 through the issue of up to 8,087,500 new no-par value bearer shares with dividend rights from the beginning of the financial year in which they are issued. The conditional capital increase serves to grant shares to the holders or creditors of option bonds and/or convertible bonds issued by the Company or a subordinate Group company until 03 June 2025 against cash and/or non-cash contributions on the basis of the authorisation of the Annual General Meeting of 04 June 2020. The new shares shall be issued at the option or conversion price determined in accordance with the above authorisation. The conditional capital increase shall only be carried out to the extent that option and/or conversion rights from the bonds are exercised or conversion obligations from the bonds are fulfilled and to the extent that a cash settlement is not granted or treasury shares are not used for servicing. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase (Conditional Capital 2020).

The other provisions of the Articles of Association shall remain unaffected."

The Executive Board of Gigaset AG points out that it is intended to make a statement by the administration on the supplemented agenda items and proposed resolutions available on the Internet at https://www.gigaset.com/de_de/cms/gigaset-ag/investor-relations/hauptversammlung.html.

Bocholt, May 2023

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.