



Annual General Meeting on 15 June 2023

Additional information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (Aktiengesetz, AktG)

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

Shareholders whose shares together make up one-twentieth of the share capital or the proportionate share of EUR 500,000.00 (currently corresponding to 500,000 shares) may request that items are added to the agenda and published by notice pursuant to Section 122 (2) AktG. A reason for the motion or a draft resolution must be provided for each new item. Such requests must be submitted to the Executive Board of the Company in writing (Section 126 of the German Civil Code (Bürgerliches Gesetzbuch, BGB)) and must be received by the Company at least thirty days prior to the Annual General Meeting, i.e. by 15 May 2023, midnight CEST, at the latest. Any requests received later than this date will not be considered. Requests to add items must be sent to the following address:

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

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

Items requested to be added to the agenda and published by notice will be, unless they were already published when the meeting was convened, published in the Federal Gazette immediately upon receipt thereof and passed on for publication to the media regarding which it can be assumed that they will disseminate the information across the entire European Union. They will also be published on the website

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

and communicated to shareholders.

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

Section 122 (1) AktG:

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

Section 122 (2) AktG:

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

Section 121 (7) AktG:

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

Section 70 AktG:

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

2. Countermotions and shareholder election proposals pursuant to Sections 126 (1) and 127 AktG

Shareholders may submit countermotions to a proposal of the Executive Board and / or Supervisory Board on a specific aspect of the agenda as well as proposals on the election of auditors. In accordance with Section 126 (1) AktG, the Company makes countermotions, including the name of the shareholder, the reasons for which the countermotion is being made and a statement by the management regarding its position, available on its website at

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

provided that the Company has received the countermotions, together with the reasons for which the countermotion is being made, at the latest 14 days prior to the Annual General Meeting (not counting the day of the Annual General Meeting and the date of receipt), i.e. by 31 May 2023, midnight CEST, 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 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 it is justified) 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. Proposals for the election of Supervisory Board members also do not have to be published if the proposal does not contain information on their membership in other statutory Supervisory Boards.

It is noted that countermotions and election proposals, even if they have been submitted to the Company in advance and in due time, will only be considered at the Annual General Meeting if they are made or submitted verbally at the Annual General Meeting. The right of each shareholder to submit countermotions to the various items of the agenda or election proposals during the Annual General Meeting without prior submission to the Company shall remain unaffected.

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

Section 126 AktG:

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

(2) A counter-motion and the reasons for which it is being made need not be made accessible:

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

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

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

Section 127 AktG:

"Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and

section 125 (1), fifth sentence. The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:

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

Section 124 (3) sentence 4 AktG:

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

3. Right to information pursuant to Section 131 (1) AktG

Pursuant to Section 131 (1) AktG, each shareholder shall be provided with information by the Executive Board at the Annual General Meeting on the Company's affairs upon a verbal request made at the Annual General Meeting, to the extent that such information is necessary for a proper evaluation 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 as well as to the situation of the group and the companies included in the consolidated financial statements, since the consolidated financial statements and the combined management report of the Company and the Group are also presented to the Annual General Meeting on item 1 of the agenda.

The Executive Board may refrain from answering individual questions for the reasons stated in Section 131 (3) AktG, e.g. because the provision of the information is, according to reasonable commercial judgement, likely to cause a not inconsiderable disadvantage to the Company or an affiliated company. Pursuant to Section 15 (3) of the Articles of Association, the Chairman of the meeting may impose reasonable time limits on the shareholders' right to speak and ask questions. In particular, at the beginning of the Annual General Meeting or during its course, 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.

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

Section 131 AktG:

"(1) Each shareholder shall, upon request, be provided with information at the general meeting by the executive board regarding the affairs of the company, to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information shall also extend to the legal and business relations of the company with an affiliated company. If a company makes use of the facilitations pursuant to section 266, paragraph 1, sentence 3, section 276 or section 288 of the Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the general meeting on the annual financial statements in the form they would have been presented without these facilitations. The duty of the management board of a parent company (section 290 (1), (2) of the Commercial Code) to provide information at the general meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.

[...]

(2) The information shall comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure pursuant to § 129 may authorise the chairman of the

meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and to determine further details in this respect.

- (3) The executive committee may refuse to provide information,
1. insofar as the provision of the information is, according to reasonable commercial judgement, likely to cause a not inconsiderable disadvantage to the company or an affiliated enterprise;
 2. insofar as it relates to tax valuations or the amount of individual taxes;
 3. on the difference between the value at which items have been shown in the annual balance sheet and a higher value of these items, unless the annual general meeting approves the annual financial statements;
 4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes suffices to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of section 264 para. 2 of the German Commercial Code; this shall not apply if the annual general meeting adopts the annual financial statements;
 5. insofar as the executive board would render itself liable to prosecution by providing the information;
 6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the accounting and valuation methods applied and offsets made in the annual financial statements, management report, consolidated financial statements or group management report;
 7. to the extent that the information is continuously available on the company's website for at least seven days prior to the commencement of and at the general meeting.

The information may not be refused for other reasons.

(4) If information has been given to a shareholder outside the general meeting because of his capacity as a shareholder, it shall be given to any other shareholder at his request in the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. [...] The executive board may not refuse to provide the information pursuant to paragraph 3 sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (section 290 subs. 1, 2 of the Commercial Code), a joint venture (section 310 subs. 1 of the Commercial Code) or an associated enterprise (section 311 subs. 1 of the Commercial Code) provides the information to a parent enterprise (section 290 subs. 1, 2 of the Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent enterprise and the information is required for this purpose.

(5) If a shareholder is refused information, he may demand that his question and the reason for which the information was refused be recorded in the minutes of the meeting. [...]"

Section 15 (3) of the Articles of Association:

"The Chairman may set time limits on shareholders' rights to speak and ask questions. The Chairman is in particular authorized to establish an appropriate time frame for the entire course of the Shareholders' Meeting, for individual agenda items and for individual remarks and questions, at the beginning of the Shareholders' Meeting or during the course thereof."

Bocholt, May 2023

Gigaset AG

The Executive Board