

REPORT OF THE SUPERVISORY BOARD

The Supervisory Board closely followed the Company and its Executive Board in all significant transactions in 2020. This can be seen in the number of meetings held, which exceeds the requirements set forth under section 110(3) of the German Stock Corporation Act (Aktiengesetz, AktG).

The 2020 fiscal year was heavily impacted by the coronavirus pandemic, which had significant repercussions for the global economy. In the first quarter of the fiscal year, as well as at the end of the year, Germany and Europe were subject to massive restrictions, with businesses and borders closed and stay-at-home orders imposed. This led to unpredictable developments in consumer sentiment and impacted international logistics and supply chains and sales potential in the traditional retail sector, and thus also the Gigaset Group. The employees of the Gigaset Group delivered exceptional work in the 2020 fiscal year. Despite the appreciable effects of the coronavirus pandemic, Gigaset recorded strong operations performance.

Sustainability, too, once again played a key role for Gigaset – the last few years have seen the introduction of new, smaller systems packaging, which has partly replaced two other packaging sizes. In addition, Gigaset began to switch to product packaging meeting the high “FSC Recycled” sustainability standard, as well as to make this packaging climate-neutral.

In August 2020, the Supervisory Board extended the term of Klaus Weßing as CEO of the Company prematurely in order to honor his accomplishments and ensure a sense of continuity within the Company in these unstable times marked by a great pressure for change.

Collaboration with the Executive Board

The Supervisory Board collaborated intensively and constructively with the members of the Executive Board over the entire course of the 2020 fiscal year. The Supervisory Board discharged all its duties as

required by law and the Articles of Association and monitored and also advised the Executive Board in its work.

One focal point of the Supervisory Board’s activities in the 2020 fiscal year was its trusting cooperation with the Executive Board within the context of the coronavirus pandemic, which saw the Executive Board provide it with regular, timely and comprehensive information on any issues relevant to the Company, particularly on planning matters, business development and the risk situation. Furthermore, the Executive Board regularly provided the Supervisory Board with a comprehensive overview of the development of the business, in particular sales revenues and the position of the Company since the last report, in the form of reports as stipulated under section 90(1) no. 3 AktG. The Supervisory Board required the Executive Board to provide precise and clear presentations detailing the Company’s performance, the current situation, and the reasons for this, including an appropriate analysis and the associated figures. The Supervisory Board also discussed and scrutinized the budgets in order to evaluate the transactions, the financial situation, the Company’s financial performance and liquidity, the market situation and the specifics regarding business performance as well as the risks to future development. To the extent necessary, the Executive Board reported on important occasions directly to the Chair and Vice Chairs of the Supervisory Board outside of the regular meetings. The Supervisory Board was directly involved in all decisions of fundamental importance for the Company at an early stage of the decision-making process and discussed these decisions with the Executive Board in detail and at length.

Other regular topics of discussion included compliance, the risk position and risk management, the early risk identification system, the development of liquidity and the budget, and basic questions regarding corporate policy and strategy. In addition, the Supervisory Board began to develop a clear, understandable system on the remuneration of Executive Board members pursuant to section 87a AktG in the 2020 fiscal year.

Activity of the Supervisory Board

The Supervisory Board discharged its duties at regular (sometimes virtual) meetings and update conferences. At these meetings, the Supervisory Board routinely dealt with the reports of the Executive Board on finance and investment and human resource planning, as well as the implementation of corporate strategies and the resulting intermediate and long-term opportunities for growth. In addition, the Supervisory Board provided advice on the financing of the Company and its growth in 2020. Special emphasis was placed on concluding the exclusive contract on the acquisition of the next end-device family for desk telephones between Gigaset Communications GmbH and Unify Software and Solutions GmbH & Co. KG. The Company's liquidity situation and strategic and personnel approaches were also discussed. Furthermore, the Supervisory Board continued to work on clarifying and eliminating the Company's risks. The appointment of personnel to the Executive Board formed a further focal point of the Supervisory Board's activities in the reporting year. Klaus Weßing was once again appointed as CEO of the Company.

The Supervisory Board questioned the Executive Board critically regarding its reports, current developments, and pending decisions. The documents presented by the Executive Board were reviewed and scrutinized. Moreover, periodic meetings were held between the Chair and Vice Chairs of the Supervisory Board and the members of the Executive Board. At these meetings, the Management was questioned about current developments and risks, pending decisions were discussed in detail, and resolutions of the Supervisory Board were prepared.

Supervisory Board meetings in 2020

The Supervisory Board convened for a total of eight regular meetings and one extraordinary meeting in fiscal year 2020. These took place on February 27, April 21, May 28, July 6 (extraordinary meeting), July 15, August 20, October 28, November 19 and December 15. These meetings were all attended by all Supervisory Board members, with the exception of Mr. Xiaojian Huang, who did not attend the regular meeting on October 28. Four additional update conferences also took place with the Executive

Board to discuss the current impacts of the coronavirus pandemic and the corresponding measures taken by the Executive Board. These conferences were all attended by all Supervisory Board members, with the exception of Mr. Paolo Di Fraia, who did not attend one of the conferences.

The auditor selected by the Annual General Meeting, PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, was also present at the meeting to adopt the financial statements for the 2019 fiscal year held on April 21, 2020.

The Supervisory Board convened on a regular basis, including sometimes without the Executive Board. At these meetings, they addressed agenda items that concerned either the Executive Board itself or internal Supervisory Board matters.

The Supervisory Board formed an Audit Committee, a Personnel Committee and a Finance Committee.

Activity of the Audit Committee

The Audit Committee convened in preparation for the Supervisory Board meeting to adopt the financial statements on April 21, as well as on May 28, September 24, and November 19. All members of the Committee participated in each of these meetings. The Audit Committee additionally had the Executive Board provide a report at all meetings and the auditor provide a report at the meeting to prepare for the meeting to discuss the financial statements on April 21, and critically reviewed the Company's interim and quarterly financial reports. In general, the Audit Committee dealt in great depth with the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system, and the internal auditing system, compliance as well as the audit of the financial statements. The activities of the Audit Committee in connection with the audit comprised in particular the interim audit of the annual financial statements (and the consolidated financial statements) as well as the management report (and the Group management report), including the validity and usefulness of the annual, half-yearly, and quarterly financial reports. Furthermore, the

Audit Committee also addressed the accounting process per se, including the principles and methods of accounting and the relevant precautionary measures. With regard to the monitoring of the internal control system and the risk management system, the Audit Committee monitored the effectiveness of these systems and inspected whether the Executive Board had installed corresponding systems, whether the nature and concept of the systems set up by the Executive Board were adequate, and whether these systems were in fact completed in such manner that they perform their intended functions. Regarding compliance, the Audit Committee monitored the effectiveness of the Compliance Management System for the responsible business behavior of Gigaset Group employees and reviewed the work of the Compliance Committee. Furthermore, the Audit Committee carried out a preparatory review of the separate non-financial Group report pursuant to section 315b of the German Commercial Code (HGB). Moreover, the Audit Committee monitored the auditor with respect to its independence, discussed the areas of audit emphasis and major audit topics, and issued the audit engagement for the annual financial statements and consolidated financial statements for the fiscal year ending December 31, 2020. At its meeting on April 21, the Audit Committee assessed the quality of the audit.

Activity of the Personnel Committee

The Personnel Committee convened on March 12 and December 10. All members of the Committee participated in each of these meetings.

The Personnel Committee's responsibilities include the preparation of personnel decisions, insofar as they are reserved for plenary meetings due to the prohibition on the delegation of duties, in particular the submission of recommendations regarding the appointment and dismissal of members of the Executive Board and regarding the remuneration components of the employment contracts to be formed or already concluded with the Executive Board members. In addition, the Personnel Committee prepares the proposals on the respective appointments. The focal points in the 2020 fiscal year were preparing the re-appointment of Mr. Klaus Weßing as CEO and Chair of the Executive Board and preparing the corresponding employment contract extension, and holding consultations on

Executive Board remuneration and remuneration components. This included consultations on the remuneration system for Executive Board members pursuant to section 87a AktG.

Activity of the Finance Committee

The Finance Committee convened on February 28 in fiscal year 2020.

During this meeting, the evaluation of further options for external financing over and above the existing bank financing as well as potential future M&A strategies were discussed.

Corporate Governance

The Supervisory Board, together with the Executive Board, was responsible for the application and further development of the standards for sound and responsible management in accordance with the AktG and the German Corporate Governance Code.

On February 24, 2021, the Executive Board and Supervisory Board of Gigaset AG submitted the declaration of conformity with the German Corporate Governance Code in the version dated December 16, 2019 (which entered into force on March 20, 2020), as required annually under section 161 AktG, and then made it permanently available to the shareholders on the Company's website (www.gigaset.com).

The Executive Board and Supervisory Board of Gigaset AG therein declare that, with few exceptions, they have complied with the recommendations made by the Commission of the Code, as published in the electronic Federal Gazette, regarding the management and supervision of the enterprise (version of the Code dated February 7, 2017) since the last declaration of conformity was submitted on February 27, 2020, and that they will comply with the recommendations made by the "Government Commission of the German Corporate Governance Code" (version of the Code dated December 16,

2019) published in the official part of the Federal Gazette on March 20, 2020, except for four exceptions.

Separate non-financial Group report pursuant to section 315b HGB

The Executive Board submitted the non-financial report prepared separately by the Company in accordance with section 315b HGB to the Supervisory Board in due time and the Supervisory Board reviewed it. In preparation for the review and decision on the part of the Supervisory Board, the Audit Committee first studied the aforementioned documents in detail. The Executive Board explained the separate non-financial Group report pursuant to section 315b HGB to the Audit Committee in detail at the meeting of the Audit Committee on April 20, 2021. Furthermore, Committee members' questions were answered. The Audit Committee assured itself that the separate non-financial report was properly prepared. It concluded that this report fulfills the legal requirements. The Audit Committee recommended to the Supervisory Board not to raise any objections to the separate non-financial Group report pursuant to section 315b HGB.

The Supervisory Board performed its final review at its meeting of April 20, 2021, with due regard to the recommendation of the Audit Committee. The Executive Board also attended this meeting, explained the separate non-financial Group report and answered the questions of the Supervisory Board members. Based on this review and the report presented by the Audit Committee, the Supervisory Board assured itself that the separate non-financial Group report pursuant to section 315b HGB was properly prepared and reviewed. In particular, it concluded that the report fulfills the legal requirements. The Supervisory Board checked the separate non-financial Group report particularly for completeness and accuracy. No reasons for objections were found in this review. Based on the recommendation of the Audit Committee and the final result of the review conducted by the Supervisory Board, no objections are to be raised against the separate non-financial Group report pursuant to section 315b HGB.

Risk management

The Audit Committee and the Supervisory Board dealt with the issue of risk in detail in 2020, in particular with the risk management system. The Executive Board reported extensively on the risk situation and key individual risks. The structure and function of Gigaset AG's control and risk management system were reviewed in accordance with section 315(4) HGB and confirmed by the auditor. The result was discussed with the Supervisory Board.

Personnel matters of the Executive Board

Since August 13, 2019 the Executive Board has consisted of Mr. Klaus Weßing (Chair of the Executive Board) and Mr. Thomas Schuchardt. The term of office of Mr. Klaus Weßing was extended to mid-2022 on August 20. The current Executive Board members represent the Company in accordance with the Articles of Association and are authorized to carry out legal transactions in the name of the Company with themselves as the representatives of a third party.

Personnel matters of the Supervisory Board

The members of the Supervisory Board in the reporting period were: Mr. Hau Yan Helvin Wong (Chair since February 28, 2019), Mr. Ulrich Burkhardt, Mr. Paolo Vittorio Di Fraia, Prof. Xiaojian Huang, Ms. Flora Ka Yan Shiu and Ms. Barbara Münch (Vice Chair since August 14, 2019). All aforementioned Supervisory Board members, with the exception of Ms. Münch, joined the Supervisory Board in 2013 or 2014 and were active members of the Supervisory Board until the regular Annual General Meeting in 2019. Their appointments were (re)confirmed by the Company's regular Annual General Meeting on August 14, 2019.

The members of the Supervisory Board are themselves responsible for performing the training and further education tasks necessary for their work, such as on changes to legal framework conditions,

and are appropriately supported by the Company in this regard. For example, the Supervisory Board was informed of important issues and upcoming changes to legislation at an early stage and received the relevant documentation. In addition, members of the Supervisory Board received information on events covering special topics.

Comments on the management report

With respect to the comments regarding the management report in accordance with section 171 AktG, please refer to the disclosures in the management report regarding sections 289(4), 315(4) HGB. Information related to the Company's subscribed capital, the provisions governing the appointment and removal of members of the Executive Board, the amendment of the Articles of Association, the authorizations of the Executive Board, and shares to be issued or redeemed can be found in the combined management report of the Company.

Audit of the annual and consolidated financial statements

The Executive Board presented the Supervisory Board with the prepared annual financial statements, the consolidated financial statements, and the Group management report combined with the management report as well as its proposal on the losses carried forward on April 13 and 14, 2021.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, which was appointed as the auditor and Group auditor ("auditor") by the Annual General Meeting for fiscal year 2020 upon recommendation by the Audit Committee and in accordance with the election proposal of the entire Supervisory Board, audited the annual financial statements as of December 31, 2020, as well as the consolidated financial statements as of December 31, 2020, including the respective management reports, and issued an unqualified auditors' report in each case.

The Audit Committee and the Supervisory Board both reviewed the annual financial statements at length and provided advice at their respective meetings to adopt the financial statements held on April 20, 2021.

Prior to the adoption of a resolution by the Audit Committee regarding its recommendation to the Supervisory Board with respect to the election proposal to the Annual General Meeting, the auditor declared there are no business, financial, personal, or other relationships between the auditor and its governing bodies and chief auditors on the one hand and the Company and the members of its governing bodies on the other hand that could justify doubts regarding its independence. In connection with this, the Audit Committee examined the independence of the auditor and the additional services carried out by the auditor. The auditor also confirmed to the Audit Committee as well as to the Supervisory Board at their meetings to adopt the financial statements held on April 20, 2021 that there are no circumstances that would raise concerns about a lack of impartiality on its part. In this context, it also presented information regarding services rendered in addition to the audit services. The Audit Committee reported to the Supervisory Board at its meeting held on April 20, 2021 on its monitoring of the auditor's independence in consideration of the non-audit-related services rendered and its assessment that the auditor continues to possess the requisite independence.

The auditor presented the Supervisory Board with its report regarding the nature and scope as well as the result of its audit (long-form audit report). The aforementioned financial statement documents, the auditor's long-form audit report, and the Executive Board's proposal on the losses carried forward were all promptly provided to the Supervisory Board members.

The Supervisory Board for its part reviewed the documents presented by the Executive Board and the auditor's long-form audit report.

In preparation for the review and decision on the part of the Supervisory Board, the Audit Committee first studied the aforementioned documents in detail.

At its meeting held on April 20, 2021, the Audit Committee heard detailed comments by the Executive Board regarding the annual financial statements, the consolidated financial statements, and the combined management report and Group management report as well as its proposal on the losses carried forward. Furthermore, Committee members' questions were answered. In addition, the auditor, who also participated in the meeting, reported on its audit, in particular the areas of audit emphasis agreed with the Audit Committee and the Supervisory Board and the significant results of the audit and commented in detail on its long-form audit report. No material weaknesses of the internal control system, the risk management system, or the accounting process were identified by the auditor. The members of the Audit Committee acknowledged the long-form audit report and the auditors' report, critically reviewed them, and also discussed them with the auditor as with the audit, which included questions regarding the nature and scope of the audit as well as the results of the audit. The Audit Committee assured itself that the audit and the long-form audit report had been properly prepared. It was satisfied in particular that the long-form audit report – as also the audit performed by the auditor – complied with the legal requirements. The Audit Committee shares the auditor's assessment that the internal controls and the risk management system, in particular also with respect to the accounting process, do not exhibit any material weaknesses. The Audit Committee recommended that the Supervisory Board approve the results of the auditor's audit and – since in its opinion there are no objections to be raised against the documents presented by the Executive Board – also endorse the annual financial statements, the consolidated financial statements, and the combined management report and Group management report and endorse the Executive Board's proposal on the losses carried forward.

The Supervisory Board's final review of the annual financial statements, consolidated financial statements, and the combined management report and Group management report as well as the Executive Board's proposal on the losses carried forward was conducted during the Supervisory Board meeting held on April 20, 2021, under consideration of the Audit Committee's report and recommendations as well as the auditor's long-form audit report. The Executive Board participated in this meeting, commented on the documents it presented and answered the Supervisory Board members' questions. The auditor also participated in this meeting and reported on its audit as well as the significant results of the audit, explained its long-form audit report and answered the Supervisory

Board members' questions, in particular regarding the nature and scope of the audit and the audit results. Through this and on the basis of the report issued by the Audit Committee, the Supervisory Board satisfied itself of the propriety of the audit and the long-form audit report. Following the recommendation of the Audit Committee, the Supervisory Board approved the results of the auditor's audit.

Based on the final result of the review conducted by the Supervisory Board of the annual financial statements, consolidated financial statements, and the combined management report and Group management report as well as the Executive Board's proposal on the losses carried forward, there are no objections to be raised; that also pertains to the declaration of conformity and indeed also insofar as it is not to be audited by the auditor. Following the recommendation of the Audit Committee, the Supervisory Board approved the annual financial statements and the consolidated financial statements.

The annual financial statements are deemed to be adopted with the Supervisory Board's endorsement.

In its assessment of the position of the Company and the Group, the Supervisory Board concurs with the Executive Board's assessment in its combined management report and Group management report and, following the Audit Committee's recommendation, also endorsed these reports.

As a result of the review of the Executive Board's proposal on the losses carried forward conducted at the Audit Committee meeting and at the Supervisory Board meeting held on April 20, 2021, which included a discussion with the auditor at both meetings, the Supervisory Board – following the recommendation of the Audit Committee – approved and endorsed the Executive Board's proposal on the losses carried forward. The proposal includes:

"The net loss for fiscal year 2020 amounts to EUR -1,871,580.73. Including the losses carried forward in the amount of EUR -186,191,274.85, this results in a net accumulated loss of EUR -188,062,855.58, which will be carried forward to a new account."

Report of the Executive Board on relationships with affiliated companies

The Executive Board presented the report it prepared on relationships with affiliated companies in fiscal year 2020 (dependent company report) to the Supervisory Board in a timely manner.

The auditor audited the dependent company report and issued the following auditors' report:

"Based on our mandatory audit and assessment, we confirm that

1. the report's factual statements are accurate,
2. the consideration paid by the Company with respect to the transactions listed in the report was not inappropriately high."

The auditor presented the long-form audit report to the Supervisory Board. The dependent company report and the long-form audit report were promptly provided to all members of the Supervisory Board.

For its part, the Supervisory Board reviewed the Executive Board's dependent company report and the auditor's long-form audit report.

In preparation for the review and decision on the part of the Supervisory Board, the Audit Committee first studied the aforementioned documents in detail. At its meeting held on April 20, 2021, the Audit Committee heard comments from the Executive Board on its dependent company report. Furthermore, Committee members' questions were answered. In addition, the auditor, who also participated in the meeting, reported on its audit, in particular the areas of audit emphasis and the significant results of the audit and commented in detail on its long-form audit report. The members of the Audit Committee acknowledged the long-form audit report and the auditors' report, critically

reviewed them, and also discussed them with the auditor as with the audit, which included questions regarding the nature and scope of the audit as well as the audit findings. The Audit Committee assured itself that the audit and the long-form audit report had been properly prepared. It was satisfied in particular that the long-form audit report – as also the audit performed by the auditor – complied with the legal requirements. The Audit Committee recommended that the Supervisory Board approve the results of the auditor's audit and – since in its opinion there are no objections to be raised against the Executive Board's explanation of the dependent company report – adopt a resolution on a corresponding opinion.

The Supervisory Board performed its final review at its meeting of April 20, 2021, with due regard to the recommendation of the Audit Committee and to the auditor's long-form audit report. The Executive Board also participated in this meeting, commented on the dependent company report and answered the Supervisory Board members' questions. The auditor also participated in this meeting, reported on its audit of the dependent company report and the significant results of the audit, commented on its long-form audit report, and answered questions posed by the Supervisory Board members, in particular regarding the nature and scope of the audit of the dependent company report and the audit results. Through this and on the basis of the report issued by the Audit Committee, the Supervisory Board satisfied itself of the propriety of the audit of the dependent company report and the long-form audit report. It was satisfied in particular that the long-form audit report – as also the audit performed by the auditor – complied with the legal requirements. The Supervisory Board reviewed the dependent company report in particular with respect to its completeness and accuracy, whereby it satisfied itself that the group of affiliated companies had been determined with the requisite diligence and that the precautions necessary for the identification of reportable transactions and measures had been taken. No indications suggesting a reason to object to the dependent company report became apparent in this audit. Following the recommendation of the Audit Committee, the Supervisory Board approved the results of the auditor's audit of the dependent company report. Based on the final result of the review conducted by the Supervisory Board of the report on relationships with affiliated companies (dependent company report), there are no objections to be raised against the Executive Board's explanation at the end of the report on relationships with affiliated companies (dependent company report).

The Supervisory Board would like to express its thanks to the Executive Board members active in 2020 and to all the employees for their outstanding commitment in fiscal year 2020.

Bocholt, April 2021

Hau Yan Hevin Wong

Chair of the Supervisory Board