

Invitation
to the Annual General Meeting of

Gigaset AG
with its head office in Munich

WKN 515 600
ISIN DE0005156004

Munich, in April 2011

Dear Shareholders,

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

June 10, 2011

at 10:00 a.m.

at the location

Paulaner am Nockherberg
Hochstrasse 77
81541 Munich

The Annual General Meeting (AGM) has the following agenda:

Item 1

Presentation of the adopted annual financial statements of Gigaset AG (formerly ARQUES Industries Aktiengesellschaft) and the approved consolidated financial statements at December 31, 2010, the combined management report for Gigaset AG (formerly ARQUES Industries Aktiengesellschaft) and the Group including the explanatory report of the Executive Board relating to the specifications pursuant to Section 289 (4), Section 315 (4) of the German Commercial Code [*Handelsgesetzbuch - HGB*], as well as the report of the Supervisory Board for the fiscal year 2010

The documents set out above may be viewed in the offices of Gigaset AG, Hofmannstr. 61, 81379 Munich (Germany), as well as on the Internet, at www.gigaset.ag, and will also be sent to shareholders upon request. The Supervisory Board has already approved the annual and consolidated financial statements. In accordance with the provisions of law, therefore, no resolution will be adopted on this item.

Item 2

Appropriation of profits

The Supervisory Board and the Executive Board propose that the balance sheet profit for the 2010 fiscal year in the amount of EUR 46,121,180.98 be carried forward to new account.

Item 3

Resolution on the approval of the Executive Board's actions

The Supervisory Board and the Executive Board propose that approval be granted to the members of the Executive Board in the fiscal year 2010 for their actions in the said period.

Item 4

Resolution on the approval of the Supervisory Board's actions

The Supervisory Board and the Executive Board propose that approval be granted to the members of the Supervisory Board in the fiscal year 2010 for their actions in the said period.

Item 5

Resolution on the appointment of the auditor for the 2011 fiscal year

The Supervisory Board proposes, at the recommendation of the Audit Committee, that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed auditors of the separate and consolidated financial statements for the 2011 fiscal year.

Item 6

Elections to the Supervisory Board

The term of office of the member of the Supervisory Board Dr. Rudolf Falter ends upon the closure of the Annual General Meeting in 2011.

In order to ensure that all members of the Supervisory Board are elected for the same period, the Supervisory Board members Dr. Dr. Peter Löw, Prof. Dr. Michael Judis, David Hersh, Bernhard Riedel and Hubertus Prinz zu Hohenlohe-Langenburg have resigned from office as members of the Supervisory Board with effect from the end of the AGM 2011.

The Supervisory Board must therefore be re-elected as a whole.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board as Supervisory Board members:

- Dr. Dr. Peter Löw,
Businessman, Munich
- Prof. Dr. Michael Judis,
Lawyer, Munich
- David Hersh,
Managing Partner of Mantra Holdings SARL, Paris
- Bernhard Riedel,
Lawyer, Munich

- Rudi Lamprecht,
Engineer, Munich

and

- Susanne Klöß,
Business woman, Munich

Furthermore, the Supervisory Board proposes that Ms Barbara Thätig, COO/General Council, residing in Munich be elected as a substitute member. The election is conducted subject to the condition that the substitute member becomes a member of the Supervisory Board if a Supervisory Board member elected by the AGM should resign from office before the end of his or her term and that the substitute member regains the status as substitute member if the AGM conducts a new election for a Supervisory Board member who prematurely resigned and was replaced by the substitute member.

The members of the Supervisory Board and the substitute member are elected by the AGM for the period until the end of the AGM which decides on the formal approval for the first fiscal year after the commencement of the term of office, not including the fiscal year in which the term of office commences.

The election of members of the Supervisory Board and the substitute member is conducted on an individual basis.

The Supervisory Board is composed in accordance with Section 96 (1) and Section 101 (1) of the German Stock Corporation Act [*Aktiengesetz - AktG*] in conjunction with Article 7 of the Articles of Incorporation.

The AGM is not obliged to follow election proposals.

Information on the Supervisory Board candidates proposed for election under item 6 of the agenda:

Memberships of other supervisory boards prescribed by law and of comparable bodies of German and foreign business enterprises

Dr. Dr. Peter Löw:

- Member of the supervisory board of greenB AG, Munich
- Member of the supervisory board of ddp TV AG, Munich

Prof. Dr. Michael Judis:

- Member of the advisory board of GIG Holding GmbH, Munich
- Member of the supervisory board of Your Family Entertainment AG, Munich

Dipl.-Ing. Rudi Lamprecht:

- Member of the supervisory board of Fujitsu Technology Solutions GmbH
- Chairman of the executive board of Duagon AG, Switzerland

Mr Hersh, Mr Riedel, Ms Thätig and Ms Klöß are not currently members of statutory supervisory boards or of comparable bodies of German and foreign business enterprises.

Item 7

Remuneration of the Supervisory Board

In accordance with Article 12 paragraph 2 of the Articles of Incorporation of the Company, the AGM may specify the remuneration of the Supervisory Board for the entire term of office of the Supervisory Board. This shall also be specified for the new term of office of the Supervisory Board.

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

For the entire term of office of the Supervisory Board commencing at the end of the AGM 2011, the following applies:

Each member of the Supervisory Board receives a fixed remuneration of EUR 1,000.00 per month commenced of his or her term of office and a meeting fee of EUR 1,000.00 for each Supervisory Board meeting or committee meeting which he or she attends. The Chairman of the Supervisory Board receives a fixed remuneration of EUR 1,500.00 per month commenced of his or her term of office and a meeting fee of EUR 1,500.00 for each Supervisory Board meeting or committee meeting which he or she attends.

The remuneration is due and payable at the end of the AGM which decides on the formal approval for the preceding fiscal year.

Item 8

Resolution on the creation of the 2011 Conditional Capital and the authorisation to issue options under the Gigaset AG 2011 Stock Option Plan, an appropriate amendment and supplementation of Article 4 (Capital, Stock) of the Articles of Incorporation, revocation of the 2008/I Conditional Capital and the authorisation to issue options under the ARQUES Industries AG 2008 Stock Option Plan and revocation of the previous Article 4 (3) of the Articles of Incorporation.

The ARQUES Industries AG Stock Option Plan resolved by the AGM in 2008 and the 2008/I Conditional Capital resolved in this connection have not been utilised to date and no longer comply with the listing of our Company in TecDAX as regards the exercise hurdle. They should therefore be revoked and superseded by a new authorisation for the issuance of options and the creation of a new 2011 Conditional Capital. The Gigaset AG 2011 Stock Option Plan should again create an opportunity for members of the Executive Board, selected employees of the Company, members of the management and selected employees of affiliated companies to be granted

subscription rights to new, no-par bearer shares of the Company. The shares to be granted on the exercise of the Options should be provided from a new Conditional Capital to be resolved. The Company should also be authorised to grant cash compensation in performance of its obligations based on the Options. Provided that the AGM resolves to grant an appropriate authorisation to purchase treasury stock, it should also be possible to service the Options with treasury stock.

The Supervisory Board and Executive Board propose the following resolution:

- (a) The share capital of the Company shall be conditionally increased by up to a nominal value of EUR 1,300,000.00 by issuing not more than 1,300,000 new, no-par bearer shares ("**2011 Conditional Capital**"). The conditional capital increase shall serve solely for the granting of subscription rights ("**Options**") to members of the Executive Board of the Company, selected employees of the Company as well as members of the management and selected employees of affiliated entities (the "**Entitled Subscribers**") under the Gigaset AG 2011 Stock Option Plan (the "**Stock Option Plan**"), which shall be issued in accordance with the more detailed provisions of the resolution of the AGM on June 10, 2011. The conditional capital increase shall be carried out only insofar as Options are issued under the Stock Option Plan, Entitled Subscribers exercise those Options and the Company does not grant treasury stock or cash compensation in satisfaction of the Options. The new shares shall participate in profits from the beginning of the fiscal year in which they are created by issuance.

The Supervisory Board is authorised to issue Options under the Stock Option Plan to members of the Executive Board of the Company on or before December 31, 2014.

The Executive Board is authorised, with the approval of the Supervisory Board, to issue Options to other Entitled Subscribers under the Stock Option Plan on or before December 31, 2014. Insofar as this concerns members of the management and employees of affiliated entities, this shall be carried out in agreement with the respective governing bodies responsible for the remuneration of these Entitled Subscribers.

- (b) The Stock Option Plan has the following key points:

1. Content of Options

Every option confers the right to purchase one share of Gigaset AG ("**Gigaset Share**").

2. Group of Entitled Subscribers

Under the Stock Option Plan, Options to new, no-par bearer shares of the Company are issued to members of the Executive Board of the Company, selected employees of the Company as well as members of the management and selected employees of affiliated entities. In total, not more than 1,300,000 Options may be issued for all groups together on or before December 31, 2014 ("**Aggregate Volume**"). The Options are

divided between the individual groups of the Entitled Subscribers as follows:

- (a) for members of the Executive Board of the Company, a maximum of 600,000 Options (hence up to approx. 46%)
- (b) for selected employees of the Company or an affiliated enterprise, a maximum of 500,000 Options (hence up to approx. 38.5%)
- (c) for members of the management of affiliated entities, a maximum of 200,000 Options (hence up to approx. 15.5%)

3. Acquisition periods

Options may be allocated in one or in more than one tranche respectively within 45 (forty five) days after the date of announcing the results of the past fiscal year or within 45 (forty five) days respectively after the date of announcing the results of the first, second or third quarter of a current fiscal year, however no later than two weeks before the end of the current respective quarter.

The date of the allocation of Options ("**Allocation Date**") should be the same for all the tranches and, insofar as members of the Executive Board are affected, should be specified by the Supervisory Board, otherwise by the Executive Board.

4. Term of the Options, blocking periods

Options have a total term of 7 years from the Allocation Date and may be exercised for the first time after the expiry of a waiting period. The waiting period amounts to at least 4 years from the Allocation Date. Options that are not exercised by the end of their term lapse without replacement or compensation.

Options may not be exercised within a period of 15 calendar days before the end of each quarter or the end of each fiscal year up to and including the first trading day after publication of the quarterly results or the annual results respectively ("**Blocking Periods**").

In other respects, the Entitled Subscribers must observe the restrictions following from general legal provisions, such as the German Securities Trading Act [*Wertpapierhandelsgesetz - WpHG*] (insider trading law).

5. Performance targets and exercise price

(a) Performance targets

Conclusive for determining performance targets shall be the unweighted opening price of the Gigaset Share in XETRA trading (or a comparable successor system) of the Frankfurt Stock Exchange on the date of exercising the Option and concerning the relative performance target also the status of the TecDAX (or a comparable successor index) on the Allocation Date and on the date of exercising the option.

The option can only be exercised

- provided that the opening price of the Gigaset Share in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange is at least 15% higher than the exercise price on the date of exercising the option (“**Absolute Performance Target**”) and
- provided that the price of the Gigaset Share in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange has performed better between the Allocation Date and the date of exercising the Option than the TecDAX (or a comparable successor index) in the same period (“**Relative Performance Target**”)

If the Absolute and the Relative Performance Target have been achieved, each Option may be exercised within its term in compliance with the provisions of the Gigaset AG 2011 Stock Option Plan.

(b) Exercise price

The exercise price for one Gigaset Share upon exercising an Option is equivalent to the unweighted average of the opening price of the Gigaset Share on the Frankfurt Stock Exchange in XETRA trading (or a comparable successor system) on the ten (10) trading days on the Frankfurt Stock Exchange before the respective Allocation Date of the Option. The lowest issue price as defined by Section 9 (1) AktG is payable at the minimum.

6. Capital and structural measures, protection against dilution

If, during the term of the Option, the Company increases its share capital and at the same time grants a direct or indirect subscription right to shareholders, the exercise price shall be reduced subject to the option terms. There shall be no reduction if the Entitled Subscriber receives a direct or indirect subscription right to new shares which places him as if he had already exercised the Options under the Share Option Plan. The option terms may specify adjustment rules for other cases of capital, structural or comparable measures. Section 9 AktG remains unaffected.

The option terms must specify a reasonable upper limit for option gains in case of extraordinary developments. This also applies if option gains would lead to an unreasonable level of total remuneration for an individual Entitled Subscriber.

7. Non-transferability

The Options cannot be transferred and may be exercised only by the Entitled Subscriber as a basic principle. However, the Options can be inherited. The option terms can specify that the heir(s) of the Entitled Subscriber must exercise the Options within three months of the accrual of the inheritance, however after the expiry of the waiting period at the earliest.

8. Satisfaction of Options

At the Company's choice, an offer may be made to the Entitled Subscribers that they purchase treasury shares of the Company or receive cash compensation instead of the issuance of Gigaset shares from the 2011 Conditional Capital created for this purpose.

The Supervisory Board decides as to which alternative is offered to the Entitled Subscribers in an individual case where this involves the Executive Board of the Company as the Entitled Subscribers; otherwise the Executive Board decides. The Executive Board and the Supervisory Board shall be guided solely by the interests of the shareholders and the Company when taking their decision. The option terms shall be arranged so that the Company has a choice.

The cash compensation should make up the difference in amount between the exercise price and the opening price of the Gigaset share in XETRA trading (or a comparable successor system) on the date of exercising the Option.

9. Further rules

Further details on the granting and satisfaction of Options as well as other exercise conditions are specified by the Supervisory Board as far as this concerns members of the Executive Board of the Company. This shall be carried out by the Executive Board for the other Entitled Subscribers and, as far as members of the management and employees of affiliated entities are concerned, in concert with the respective governing bodies responsible for the remuneration of these Entitled Subscribers.

Other rules include the following in particular:

- (a) The stipulation of Options for individual Entitled Subscribers or groups of Entitled Subscribers.
- (b) The stipulation of regulations on the implementation of the Share Option Plan.
- (c) The procedure for the granting and exercise of Options.
- (d) The stipulation of holding periods exceeding the minimum waiting period of 4 years, particularly the stipulation of graduated holding periods for individual partial quantities of Options and the modification of holding periods in compliance with statutory provisions in special cases, such as a change of control over the Company.
- (e) The rules on the treatment and exercise of Options in special cases, such as an Entitled Subscriber leaving the Company, change of control over the Company or the implementation of a squeeze-out procedure.

10. Taxation

All taxes which fall due upon allocation or exercise of the Options or upon the sale of the Gigaset Shares by the Entitled Subscribers shall be borne by the Entitled Subscribers.

11. Reporting duty

The Executive Board and the Supervisory Board shall report on the utilisation of the Stock Option Plan and the Options granted to the Entitled Subscribers for each fiscal year in the respective annual report.

- (c) Article 4 of the Articles of Incorporation is supplemented by a new paragraph 3 with the following wording:

“3. The share capital of the Company is conditionally increased by up to a nominal value of EUR 1,300,000.00 by issuing not more than 1,300,000 new, no-par bearer shares (“2011 Conditional Capital“). The conditional capital increase shall serve solely for the granting of subscription rights (“Options”) to members of the Executive Board of the Company, selected employees of the Company as well as members of the management and selected employees of affiliated entities (the “Entitled Subscribers”) under the Gigaset AG 2011 Stock Option Plan (the “Stock Option Plan”), which shall be issued in accordance with the more detailed provisions of the resolution of the AGM on June 10, 2011. The conditional capital increase shall be carried out only insofar as Options are issued under the Stock Option Plan, Entitled Subscribers exercise those Options, and the Company does not grant treasury stock or cash compensation in satisfaction of the Options. The new shares shall participate in profits from the beginning of the fiscal year in which they are created by issuance.“

- (d) The authorisation to grant Options under the ARQUES Industries AG 2008 Stock Option Plan, the 2008/I Conditional Capital and the previous Article 4 (3) of the Articles of Incorporation are revoked.

Report of the Executive Board on Item 8

The Executive Board and the Supervisory Board are convinced that a stock option plan should be an important part of any remuneration concept that unites the interests of the management, employees and shareholders.

As the 2008 Stock Option Plan existing to date was not exercised and its provisions no longer comply with the listing of our Company in the TecDAX either, the existing 2008 Stock Option Plan and the related Conditional Capital should be revoked and superseded by the Gigaset AG 2011 Stock Option Plan and a new 2011 Conditional Capital.

Executives and staff who significantly shape and implement the corporate strategy both at Gigaset AG and at affiliated companies are to benefit from the new stock

option plan. Hence, members of the management and employees who are particularly responsible for the value-added of the Company are to participate to a greater extent in the performance of the Company. Above all, the reorientation of our Company requires strong incentives for especially qualified employees in order to retain or win these people. This incentive is in the interests of both the Company and the shareholders.

At around 3% of the share capital of our Company, the volume of the Stock Option Plan and the 2011 Conditional Capital proposed for this is far below the statutory limit. The plan specifies that around 46% of the Options are granted to the Executive Board of the Company, approx. 38.5% to employees of the Company and employees of affiliated enterprises and around 15.5% of the Options to members of the management of affiliated companies.

The minimum waiting period of four years from allocation and the term of the Options of seven years act as a long-term incentive for the Entitled Subscribers.

The Absolute Performance Target requires an increase in share price by at least 15%. The Relative Performance Target demands that the share price of our Company has developed better between the Allocation Date and the date of exercising the Option than the entire TecDAX.

These exercise hurdles are challenging and constitute a good incentive for the Entitled Subscribers. The Company and the shareholders can equally benefit from this.

To obtain full flexibility for our Company, the Options can also be serviced through treasury shares, provided that the AGM permits the acquisition of these, or through cash compensation.

Overall, the Executive Board is convinced that the Gigaset AG 2011 Stock Option Plan is a very good instrument for boosting the motivation of the managers of the Gigaset Group and is thus in the interests of the Company and the shareholders.

Participation in the Annual General Meeting

By virtue of Article 14 of the Articles of Incorporation, those shareholders are entitled to take part in the AGM and exercise their voting right who have registered with the Company at the address specified below and submitted special evidence of their shareholding issued by their custodian bank to the same address:

Gigaset AG
c/o Commerzbank AG
WASHV dwpbank AG
Wildunger Strasse 14
60487 Frankfurt am Main
Fax: 069 5099-1110

E-mail: hv-eintrittskarten@dwppbank.de

The evidence of shareholding must reflect the status at the beginning of May 20, 2011 (00:00 a.m. CEST) (referred to as the evidence date). The evidence of shareholding and the registration must be received by the Company no later than by the end of June 3, 2011 (12:00 midnight CEST) at the specified address. The registration and the shareholding evidence must be provided in text form (Section 126 b of the German Civil Code *[BGB]*).

Importance of the shareholding evidence date

The shareholding evidence date is decisive for the purpose of exercising the participation right and the extent of the voting right at the Annual General Meeting. In relationship to the Company, a person is considered a shareholder for purposes of participating in the Annual General Meeting and exercising the voting right only if that person has submitted special evidence of shareholding as of the shareholding evidence date. Changes in the shareholding amount after the shareholding evidence date are irrelevant for purposes of the participation right and the extent of the voting right. Consequently, persons who did not hold any shares at the shareholding evidence date, and who acquired shares only after the shareholding evidence date, are not entitled to participate or vote unless they obtain a proxy or an authority to exercise their rights. Shareholders who have duly registered and submitted special evidence of shareholding shall still be entitled to participate and exercise their voting right to the extent reflected by their evidenced shareholding, even if they sell their shares in full or in part after the shareholding evidence date. The shareholding evidence date is not relevant for the dividend qualification. Shareholders can still dispose freely of their shares even after the shareholding evidence date and registration.

After the receipt of the registration and evidence of shareholding, the registration office will send AGM admission tickets to the shareholders entitled to participate. To ensure the timely receipt of the tickets, we ask the shareholders to make sure that the registration and the shareholding evidence are sent to the Company at an early stage.

Proxy

Shareholders may exercise their voting right in the AGM also by being represented by a proxy holder, e.g. by a credit institution or an association of shareholders. Also in this case, registration by the shareholder or authorised proxy holder and the evidence of shareholdings are required. If neither a credit institution, nor an association of shareholders, nor other persons or institutions declared equivalent to credit institutions pursuant to Section 135 (8) or (10) in conjunction with Section 125 (5) AktG have been authorised, the granting and the revocation of the proxy and evidence of proxy authorisation vis-à-vis the Company requires the text form.

The shareholder will receive additional information on the proxy and a proxy form with his admission ticket. Use of the proxy form is not mandatory. The shareholder is free to issue the proxy in some other text form.

Declarations vis-à-vis the Company concerning the granting of a proxy, the revocation of a proxy and the transmission of evidence of a proxy granted to a representative should be sent to the address shown below:

Gigaset AG
Investor Relations – Annual General Meeting 2011
Hofmannstr. 61
81379 Munich

or by fax to the number:

Fax: +49 (0) 89 444456 930

or electronically by

e-mail: hv-2011@gigaset.com

Credit institutions and persons or institutions declared equivalent to them can possibly request special forms of proxies, as they have to record the proxy in a verifiable manner. The proxy declaration must also be complete and may only contain declarations related to the exercise of voting rights. Therefore, please coordinate the form of proxy to be used with the authorised proxy holder if you wish to authorise a credit institution, association of shareholders or other institutions, companies or persons declared equivalent to them in accordance with Section 135 AktG.

Our Company wishes to simplify the proxy procedure for its shareholders. For this purpose, the Executive Board has appointed two employees of Gigaset AG as representatives for the exercise of the shareholders' voting right bound by instructions. All shareholders who neither appear in person nor wish to instruct their custodian bank or any other third party to exercise their voting right may choose this option. The proxy holders are obliged to vote in accordance with the instructions. Without instruction, the proxy is totally invalid or – if the instruction was not given only for one item on the agenda – invalid for the relevant item. For this reason, the proxy holders will abstain from voting completely or in relation to the item on the agenda for which no instruction was given. If separate votes are to be held in relation to a single agenda item, an instruction given for that item shall apply accordingly for every sub-item. Please note that the proxy holders will not accept any instructions to speak or ask questions.

Proxies and instructions to the proxy holders appointed by the Company which are not given in the AGM must be received by the Company on or before June 8, 2011.

The shareholders wishing to grant a proxy to the proxy holders appointed by the Company need an admission ticket to the AGM to do so. It is therefore necessary to register and submit evidence of shareholding as specified above even if a proxy is granted to the proxy holders appointed by the Company. To make sure that the ticket and the other documents for the authorisation of the proxy holders will be received in due time, the registration should be received at the above-mentioned address as soon as possible.

If the proxy holders appointed by the Company are authorised to exercise the voting right, the proxy may be granted in text form or by electronic data transmission (e-mail) also to the addresses indicated above. The revocation of the proxy must also be in text form.

If the shareholder has authorised more than one person to represent him, the Company shall be entitled to refuse admission to one or more of them.

Rights of shareholders

Requests for additions to the meeting agenda pursuant to Section 122 (2) AktG

Pursuant to Section 122 (2) AktG, those shareholders whose combined shareholdings are at least equal to one twentieth of the Company's share capital or the proportional amount of EUR 500,000.00 (corresponding to 500,000 shares at the present time) may demand that items be added to the agenda and announced. A justification or draft resolution must be included with every new agenda item. The request 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, thus by no later than May 10, 2011, 12:00 p.m. CEST. Requests for additions to the meeting agenda received after that time will be disregarded. Any requests for additional agenda items should be submitted to the following address:

Gigaset AG
- Executive Board -
Hofmannstr. 61
81379 Munich

or electronically by
e-mail: hv-2011@gigaset.com

The applicants must prove that they have held the shares meeting the minimum shareholding requirement for at least three months prior to the date of the Annual General Meeting (Section 142 (2) sent. 2 AktG in conjunction with Section 122 (1) sent. 3, (2) sent. 1 AktG). A corresponding confirmation of the custodian bank suffices for the evidence of shareholding.

Counter-motions and election proposals of shareholders pursuant to Section 126 (1) and Section 127 AktG

Shareholders may submit counter-motions against the proposals of the Executive Board and/or Supervisory Board for certain agenda items and make election proposals.

Motions by shareholders including the name of the shareholder, the reasons and any comments by the management are made accessible to those entitled to such information named in Section 125 (1) to (3) AktG on the conditions stated therein (these are, inter alia, shareholders who demand this) if the shareholder sends a counter-motion against a proposal by the Executive Board and/or Supervisory Board on a specific item on the agenda with reasons to the address shown below at least 14 days before the AGM of the Company, not counting the date of receipt. The last valid date of receipt is thus May 26, 2011, 12 p.m. CEST. A counter-motion is not required to be made accessible if one of the exclusion clauses under Section 126 (2) AktG applies. If several shareholders submit counter-motions on the same subject for decision-making, the Executive Board may combine the counter-motions and their reasons.

Reasons do not need to be given for election proposals by shareholders in accordance with Section 127 AktG. Election proposals are made accessible only if they contain the name, the profession practised and the place of residence of the person proposed and, in case of an election of members of the Supervisory Board, information on their membership of other statutory supervisory boards. Pursuant to Section 127 sentence 1 AktG in conjunction with Section 126 (2) AktG, there are further cases in which election proposals are not required to be made accessible on the website. In other respects the preconditions and rules for making motions accessible apply accordingly, in particular the date of May 26, 2011, 12 p.m. CEST also applies in this connection as the last possible date by which election proposals must have been received at the address shown below in order to be made accessible.

Any motions (including the reasons) or election proposals of shareholders in accordance with Section 126 (1) and Section 127 AktG before the AGM and other inquiries by shareholders about the AGM shall be addressed solely to:

Gigaset AG
Investor Relations – Annual General Meeting 2011
Hofmannstr. 61
81379 Munich
Fax: +49 (0) 89 444456 930

E-mail: hv-2011@gigaset.com

Counter-motions and election proposals of shareholders (along with the name of the shareholder and - in case of counter-motions - the reasons) will be made accessible after receipt on the Internet at www.gigaset.ag. Any comments by the management will also be published at the Internet address named above.

Right to information pursuant to Section 131 (1) AktG

Pursuant to Section 131 (1) AktG, every shareholder is entitled, upon request in the Annual General Meeting, to request information from the Executive Board concerning the affairs of the Company, insofar as such information is required to make an informed decision regarding an item of the agenda and there is no reason to refuse it. The right to information also extends to the legal and business relationships of the Company with an affiliated Company, and to the situation of the Group and the companies included in the consolidated financial statements.

Publications on the Company's website

Additional information on the above-mentioned rights of shareholders and the information required pursuant to Section 124a AktG can be found on the Company's website at www.gigaset.ag. The adopted voting results will also be published on the website after the Annual General Meeting.

The documents to be made accessible will also be available for inspection during the Annual General Meeting on June 10, 2011.

Any counter-motions, election proposals and requests for additional agenda items received by the Company that are subject to the publication requirement will also be published on the above-mentioned website.

Publication in the electronic version of the Bundesanzeiger [*German Federal Gazette*]

The invitation to the Annual General Meeting was published in the electronic version of the Federal Gazette on April 13, 2011, and was also submitted for publication to such media about which it can be assumed that they will disseminate the information throughout the entire European Union.

Information pursuant to Section 30b of the German Securities Trading Act [*WpHG*]

As provided in Section 30b (1) (1) WpHG, we inform as follows:

At the time of calling the Annual General Meeting 2011, Gigaset AG had issued a total of 39,666,670 shares conferring 39,628,552 votes. The Company holds 38,118 nonvoting treasury shares.

Gigaset AG
The Executive Board