

Invitation
to the Annual General Meeting of
Gigaset AG
with registered offices in Munich
WKN 515 600
ISIN DE0005156004

Munich, in May 2012

Dear Shareholders,
Dear Shareholders,

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

June 12, 2012

at 10:00 a.m.

at the location

Alte Kongresshalle
Theresienhöhe 15
80339 Munich

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

Item 1

Presentation of the adopted annual financial statements of Gigaset AG and the approved consolidated financial statements at December 31, 2011, the combined management report for Gigaset AG 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 2011

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

Resolution Regarding the Appropriation of Net Profit

The Supervisory Board and the Executive Board propose that the net profit for the 2011 fiscal year in the amount of 48,688,782.21 euros be used as follows:

Appropriated to other retained earnings reserves: 46,121,180.98 euros

Carried forward to new account: 2,567,601.23 euros

Item 3

Resolution regarding approval of the actions of the members of the Executive Board

The Supervisory Board and the Executive Board propose that approval be granted to the members of the Executive Board in the fiscal year 2011 for their actions in the said period.

Item 4

Resolution regarding approval of the actions of the members of the Supervisory Board

The Supervisory Board and the Executive Board propose that approval be granted to the members of the Supervisory Board in the fiscal year 2011 for their actions in the said period.

Item 5

Resolution on the appointment of the auditor for the 2012 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 2012 fiscal year.

Item 6

Resolution on authorizing the Executive Board to issue warrant-linked and/or convertible bonds, creating Contingent Capital 2012, excluding subscription rights, cancelling the previous authorization to issue warrant-linked and/or convertible bonds and Contingent Capital 2009, and corresponding amendment of the Articles of Incorporation in Article 4 (4)

Warrant-linked and/or convertible bonds can be significant instruments for ensuring an adequate equity base as a critical cornerstone for corporate development. Outside capital flows into a company, usually with a low interest rate, and may later be retained as equity under certain circumstances. A corresponding authorization and creation of contingent capital is required in order to issue such bonds.

The Executive Board was authorized by the Annual General Meeting of August 5, 2009, to issue warrant-linked and/or convertible bonds with the consent of the Supervisory Board. The Executive Board exercised this authority in 2010 with the

consent of the Supervisory Board by issuing a convertible bond for 23,800,002.00 euros. This convertible bond has been repaid in its entirety by exercise of the conversion to shares in the Company. Thus the Executive Board only still has the authority to issue warrant-linked and/or convertible bonds with a corresponding Contingent Capital 2009 in the amount of 1,576,759.00 euros.

In order to preserve the necessary flexibility of the Company to use this important financing instrument in the future, it is proposed to the Annual General Meeting that it cancel the remaining authority and Contingent Capital 2009, and to adopt a new authorization to issue warrant-linked and/or convertible bonds as well as a new Contingent Capital 2012, and to amend the Articles of Incorporation accordingly.

The Executive Board should also be authorized to exclude the subscription rights of shareholders to the warrant-linked and/or convertible bonds with the consent of the Supervisory Board.

The Supervisory Board and the Executive Board therefore propose the following resolutions:

1. Authorization of the Executive Board to issue warrant-linked and/or convertible bonds

a) Authorization period, nominal amount, number of shares

The Executive Board is authorized to perform the following actions with the consent of the Supervisory Board, once or multiple times, until June 11, 2017:

- To issue bearer or registered warrant-linked and/or convertible bonds with a total nominal amount of up to 250,000,000.00 euros (“bonds”), with or without a term limitation, by the Company or by companies in which the Company holds a majority directly or indirectly (“subordinate Group companies”), and
- To assume the guarantee for such bonds issued by subordinate Group companies, and
- To grant option rights and/or conversion rights to the bearers or creditors of bonds for a total of up to 23,500,000 bearer no par value shares of the Company with a proportional share in the share capital of up to 23,500,000.00 euros after further specification of the individual terms and conditions of the bonds.

The individual issues can be subdivided into fractional bonds, each with equal rights, and shall be issued against a cash contribution.

If warrant-linked bonds are issued, then each fractional bond will include one or more warrants that entitle the bearer or creditor to purchase Gigaset shares in accordance with the terms of the bond or warrant.

The relevant warrants can be separable from the individual fractional bonds. The bond or warrant terms may provide that the payment of the exercise price can also be satisfied by transfer of fractional bonds and possibly by a cash

payment. The proportional amount of the share capital of the shares to be purchased for each fractional bond shall be, at a maximum, the nominal amount of the warrant-linked bond or the issue price lower than the nominal amount.

If convertible bonds are issued, the bearers or creditors receive the right and/or have the obligation to convert their convertible bonds into Gigaset shares according to the specifications in the terms of the convertible bonds. The conversion ratio is derived by dividing the nominal amount or the lower issue price of a fractional bond by the established conversion price for a bearer no par value share in the Company. The conversion ratio shall be rounded to the fourth decimal place. The bond terms may stipulate an additional payment in cash and provide that fractional amounts that cannot be converted are merged and/or compensated in cash. Moreover, the bond terms may also provide for a conversion obligation. The proportional amount of the share capital of the shares to be purchased for each fractional bond shall be, at a maximum, the nominal amount of the convertible bond or the issue price lower than the nominal amount.

b) Subscription rights, exclusion of subscription rights

The shareholders are in principle entitled to a subscription right to the bonds; the bonds can also be accepted by a bank or a banking consortium with the obligation to offer them to the shareholders for purchase. However, the Executive Board is authorized to exclude the subscription rights of the shareholders to the bonds, with the consent of the Supervisory Board, as follows:

- Insofar as the issue price does not materially fall short of the theoretical market value of the bonds determined using recognized investment mathematics; however, this only applies insofar as the shares to be issued to service the option and/or conversion rights or conversion obligations established in this way do not exceed a total of 10% of the share capital, neither in relation to the effective date nor the date of exercise of this authority, if this value is lower. The notional share in the share capital allocated to shares that are issued or sold starting June 12, 2012, up to the end of the term of this authority, excluding subscription rights, by direct or analogous application of Section 186 (3)(4) of the German Stock Corporation Act (AktG) shall be applied to this amount of 10% of the share capital. Moreover, the notional share in the share capital of those shares that were issued or can still be issued to service option and/or conversion rights or conversion obligations shall be applied to this amount insofar as the underlying bonds were issued during the term of this authority, excluding subscription rights, in accordance with Section 186 (3)(4) AktG.
- For fractional amounts resulting from the subscription ratio, to be excluded from the subscription right of the shareholders to the bonds, or
- In order to grant the bearers or creditors of option or conversion rights or conversion obligations subscription rights to compensate for dilution to the

extent that they would be entitled to them after exercise of these rights or performance of these obligations.

c) Option or conversion price, anti-dilution protection

- aa) The option or conversion price shall not be permitted to fall below 80% of the price of the Gigaset share in Xetra trading (or in a comparable successor system). The average closing price on the ten stock exchange trading days prior to the final decision of the Executive Board on publication of an offer to subscribe bonds or on the statement of acceptance by the Company following a public request to issue subscription offers shall govern. In case of trading in subscription rights, the days of subscription rights trading shall govern, excluding the last two stock exchange days of subscription rights trading, unless the Executive Board conclusively determines the option or conversion price already prior to the beginning of subscription rights trading.
- bb) Notwithstanding Section 9 (1) AktG, the option or conversion price can be reduced or cash components can be changed or subscription rights can be granted based on an anti-dilution protection clause following further specification of the terms, if the Company increases its share capital or issues or guarantees additional bonds by the expiration of the option or conversion period while granting a subscription right to its shareholders, while the bearers of option rights and/or the creditors of convertible bonds are not granted any subscription right to which they would be entitled after exercise of their option or conversion rights or conversion obligations. The same also applies to other measures that may lead to dilution of the value of the option and/or conversion rights or conversion obligations. In any case, however, the proportional amount of the share capital of the shares to be purchased per fractional bond shall correspond at a maximum to the nominal amount of the fractional bond or any lower issue price.

Sections 9 (1) and 199 AktG shall remain unaffected thereby.

d) Further design possibilities

The Executive Board is authorized, with the consent of the Supervisory Board, to independently establish the further details of the issuance and features of the bonds and their terms while complying with the foregoing requirements, or to establish them by mutual consent with the executive bodies of the subordinate group company issuing the bonds, particularly the option or conversion price, interest rate, issue price, maturity period and trading units, establishment of an option or conversion requirement, setting an additional cash payment, compensation for or pooling of fractional shares, cash payment instead of delivery of shares, delivery of treasury shares instead of issuing new shares, anti-dilution protection provisions, and the option or conversion period.

2. Contingent capital increase

The share capital is contingently increased by up to 23,500,000.00 euros by issue of up to 23,500,000 new bearer no par value shares with dividend rights starting with the beginning of the fiscal year of their issue. The contingent capital increase will be used to grant shares to the bearer or creditor of warrant-linked and/or convertible bonds that are issued by the Company or a subordinate Group company by June 11, 2017, against cash payment, based on the authorization of the Annual General Meeting of June 12, 2012. This issue of the new shares shall occur at the option or conversion price individually determined in accordance with the authorization described above. The contingent capital increase shall only be implemented insofar as the option and/or conversion rights from the bonds are exercised, or conversion obligations from the bonds are satisfied and thus no cash settlement is granted or treasury shares are used for service. The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details for carrying out the contingent capital increase (Contingent Capital 2012).

3. Repeal of Contingent Capital 2009

The Contingent Capital 2009 and the corresponding authorization of the Executive Board by the Annual General Meeting of August 5, 2009, is repealed.

4. Amendment of Articles of Incorporation

In Article 4 of the Articles of Incorporation, Paragraph 4 is repealed and replaced as follows:

“4. The share capital is contingently increased by up to 23,500,000.00 euros by issue of up to 23,500,000 new bearer no par value shares with dividend rights starting with the beginning of the fiscal year of their issue. The contingent capital increase will be used to grant shares to the bearer or creditor of warrant-linked and/or convertible bonds that are issued by the Company or a subordinate Group company by June 11, 2017, against cash payment, based on the authorization of the Annual General Meeting of June 12, 2012. This issue of the new shares shall occur at the option or conversion price individually determined in accordance with the authorization described above. The contingent capital increase shall only be implemented insofar as the option and/or conversion rights from the bonds are exercised, or conversion obligations from the bonds are satisfied and thus no cash settlement is granted or treasury shares are used for service. The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details for carrying out the contingent capital increase (Contingent Capital 2012).”

Item 7

Resolution regarding authorization to acquire treasury shares as well as to exclude subscription and tender rights

The Supervisory Board and Executive Board recommend the adoption of the following resolution:

1. The Company is authorized to acquire treasury shares up to a total of 10% of the share capital existing at the time the resolution is adopted or at the time the authority is exercised, if this value is lower. The shares acquired based on this authority are not permitted to constitute more than 10% of the respective share capital at any time, together with other shares in the Company that the Company has already acquired and still holds, or that are attributable to it pursuant to Sections 71d and 71e AktG.

This authority can be utilized in whole or in partial amounts within the scope of the legal restrictions, once or in multiple steps, also in order for the Company or its affiliated companies, as well as third parties for the Company's or affiliate's account, to pursue various purposes.

This authority applies to the acquisition of treasury shares by June 11, 2017.

2. The acquisition of shares in Gigaset AG ("Gigaset shares") can occur at the option of the Executive Board either a) by purchase on the stock exchange or b) using a public purchase offer directed to all shareholders.

- a) If the acquisition of the Gigaset shares occurs by purchase through the stock exchange, then the purchase price paid per Gigaset share (without ancillary acquisition costs) is not permitted to exceed or fall short of the average of the share prices (closing auction prices of the Gigaset share in Xetra trading or a comparable successor system) by more than 10% on the last three trading days prior to the obligation to acquire the shares.

- b) In case of acquisition using a public offer to purchase, the purchase price paid per Gigaset share (without ancillary acquisition costs) is not permitted to exceed or fall short of the average of the share prices (closing auction prices of the Gigaset share in Xetra trading or a comparable successor system) by more than 10% on the last three trading days prior to the date of the Executive Board's final decision on the offer or on a possible adjustment of the offer.

In case of a public offer to purchase, if the number of tendered Gigaset shares exceeds the total repurchase volume provided for by the Company for the acquisition, the shareholders' subscription rights can be excluded in such a way that the acquisition occurs in proportion to the number of tendered Gigaset shares. Likewise, preferred acceptance of lower numbers of shares may be provided for, up to 100 tendered Gigaset shares per shareholder, as well as rounding according to commercial principles in order to avoid fractional shares.

3. In addition to sale on the stock exchange or through an offer to all shareholders, the Executive Board is also authorized to use the treasury shares acquired based on this authority as follows:

- a) They can be redeemed without such redemption or the performance thereof requiring an additional resolution of the Annual General Meeting. The Executive Board can stipulate that the share capital will remain unchanged and instead increase the proportion of the remaining shares in the share capital by such redemption pursuant to Section 8 (3) AktG.

- b) With the consent of the Supervisory Board, they can be offered and transferred to third parties in exchange for payments in kind, particularly in the context of business combinations or the acquisition of companies, operations, parts of companies, or investments in associates.
- c) With the consent of the Supervisory Board, they can be sold to third parties against cash payment if the price at which the Gigaset shares are sold is not materially less than the market price of the Gigaset shares at the time of sale.
- d) They can be used to service acquisition obligations or acquisition rights to Gigaset shares arising from and in connection with warrant-linked and/or convertible bonds issued by the Company or one of its affiliated companies.

Overall, the shares used pursuant to the authorities under 3. c) and d) are not permitted to exceed a total of 10% of the share capital insofar as they were issued by analogous application of Section 186 (3)(4) AktG (against cash payment not materially below the market price while excluding subscription rights), neither in relation to the effective date nor the date the authority is exercised, if this value is lower. The notional share in the share capital allocated to shares that are issued or sold starting June 12, 2012, up to the end of the term of this authority, excluding subscription rights, by direct or analogous application of Section 186 (3)(4) of the German Stock Corporation Act (AktG) shall be applied to this amount of 10% of the share capital. Moreover, the notional share in the share capital of those shares that were issued or can still be issued to service option and/or conversion rights or conversion obligations shall be applied to this amount insofar as the underlying bonds were issued during the term of this authority, excluding subscription rights, in accordance with Section 186 (3)(4) AktG.

- 4. The authorities under 3. can be utilized once or multiple times, individually or collectively, in whole or in part, also by affiliated companies or by third parties acting for the account of the Company or its affiliated companies.
- 5. The shareholders' subscription rights to acquired treasury shares are excluded insofar as these shares are used pursuant to the foregoing authorities under 3. b) through d). In the case that treasury shares are sold by offering them to the shareholders, the Executive Board is authorized to exclude the shareholders' subscription rights for fractional amounts, with the consent of the Supervisory Board. In case of an offer to all shareholders to acquire treasury shares, moreover, the Executive Board is authorized to grant a subscription right to the shares to the bearers of the option and/or conversion rights or conversion obligations issued by the Company or its affiliated companies, with the consent of the Supervisory Board, to the extent that they would be entitled to it if the individual option and/or conversion rights or conversion obligations would already have been exercised. Shareholders' subscription rights are also excluded in these cases and to this extent.

Reports of the Executive Board:

The following reports of the Executive Board on Item 6 and Item 7 can be inspected at the business premises of Gigaset AG, Hofmannstr. 61, 81379 Munich, as well as on the internet at www.gigaset.ag . They will also be available at the Annual General Meeting and will be sent to shareholders upon request.

Re Item 6

Report of the Executive Board to the Annual General Meeting pursuant to Section 221 (4) in conjunction with Section 186 (4)(2) AktG

The Executive Board of Gigaset AG makes the following written report for the regular Annual General Meeting of the Company convened for June 12, 2012, pursuant to Section 221 (4) in conjunction with Section 186 (4)(2) AktG on the creation of Contingent Capital 2012 with authority to exclude subscription rights recommended under Item 6:

Warrant-linked and/or convertible bonds (“bonds”) are an important financing instrument for us. They initially provide the Company with outside capital at a low interest rate, which may be retained later in the form of equity under certain circumstances. Alongside the traditional possibilities of debt and equity financing, this provides the Company with the opportunity of using attractive financing alternatives in the capital market depending on the market situation. In addition, the conversion and option premiums benefit the Company.

The Executive Board's authority to issue bonds, which was granted by the Annual General Meeting of August 5, 2009, has been largely utilized by the issue of a convertible bond in 2010 with a volume of 23,800,002.00 euros, for which the shareholders had subscription rights. This authority should be cancelled with regard to the remaining amount.

The new authority recommended to the Annual General Meeting is intended to be used to issue bonds with a total amount of up to 250,000,000.00 euros through June 11, 2017. In order to service the related option and/or conversion rights or conversion obligations, shares with a proportional ratio of the share capital of up to 23,500,000.00 euro, i.e., up to 23,500,000 shares, should be available with the Contingent Capital 2012. The authority should give the Company the necessary flexibility to issue the bonds itself or through affiliated companies.

Our shareholders fundamentally have a subscription right to the bonds under the legal regulations. This gives them the opportunity to invest their capital with the Company and simultaneously to preserve their investment share. In order to simplify processing, the bonds should also be able to be issued to financial institutions with the obligation to offer them to the shareholders according to their subscription rights. In conformity with the legal regulations, the Executive Board should, however, also be authorized to exclude the shareholders' subscription rights in certain cases with the consent of the Supervisory Board:

First, the Executive Board should be authorized by analogous application of Section 186 (3)(4) AktG to exclude the subscription rights with the consent of the Supervisory Board when the issue price of the bonds does not fall materially below their

theoretical market value calculated using recognized investment mathematics (Section 221 (4)(2) in conjunction with Section 186 (3)(4) AktG). This exclusion of subscription rights is necessary when a bond needs to be placed quickly in order to use a favorable market environment. In this way, the Company obtains the opportunity to accept new financing in the capital markets flexibly and inexpensively, in order to cover a possible capital requirement and to use market opportunities on very short notice. Excluding subscription rights makes it possible to act quickly and to place the bonds close to their theoretical market value without the discounts on subscription rights issues that are otherwise customary due to the high volatility. Therefore, this form of issuing bonds is also in the interest of the shareholders. Dilution of the value of the existing shares is minimized in compliance with the legal limits in that the issue price is not permitted to fall materially below the theoretical market value calculated using recognized investment mathematics. The shareholders' interests are thus preserved in that the bonds are not issued materially below the market value, meaning that the value of the subscription right practically approaches zero. This thus guarantees protection of the shareholders from dilution of their investment holdings, and shareholders do not suffer any economic disadvantage worth mentioning. However, this only applies insofar as the shares to be issued to service the option and/or conversion rights or conversion obligations established in this way do not exceed a total of 10% of the share capital, neither in relation to the effective date nor the date of exercise of this authority, if this value is lower. The notional share in the share capital allocated to shares that are issued or sold starting June 12, 2012, up to the end of the term of this authority, excluding subscription rights, by direct or analogous application of Section 186 (3)(4) of the German Stock Corporation Act (AktG) shall be applied to this amount of 10% of the share capital. Moreover, the notional share in the share capital of those shares that were issued or can still be issued to service option and/or conversion rights or conversion obligations shall be applied to this amount insofar as the underlying bonds were issued during the term of this authority, excluding subscription rights, in accordance with Section 186 (3)(4) AktG.

Moreover, it should also be possible to exclude the subscription right in order to permit exploitation of fractional amounts in issues for which shareholders have a subscription right in principle. This serves to simplify such an issue. Excluding subscription rights for fractional amounts is reasonable and customary, because the costs of trading in subscription rights for fractional amounts has no reasonable relationship to the advantage to the shareholders. The possible dilution effect can be disregarded due to the restriction to fractional amounts. The value of such fractional amounts is also generally low for individual shareholders. In contrast, the expense for an issue without such an exclusion of subscription rights would be significantly higher for the Company and would cause additional costs.

The exclusion of subscription rights in favor of bearers or creditors of bonds already issued is also customary in the market and is primarily used so that the option or conversion price of such bonds, which are typically equipped with anti-dilution protection, need not be reduced.

In any case, the shareholders can maintain their investment share in the Company despite an exclusion of subscription rights by acquiring shares on the stock exchange.

The recommended authorizations to exclude subscription rights therefore serve the overall interests of the Company and the shareholders.

There are currently no specific plans to utilize the authority to issue bonds. The Executive Board will carefully check in each case whether utilizing the authority and possibly excluding shareholders' subscription rights are in the interest of the Company and the shareholders. The Executive Board will inform the Annual General Meeting of each utilization of the authority.

Re Item 7

Report of the Executive Board to the Annual General Meeting pursuant to Section 71 (1)(8)(5) AktG in conjunction with Section 186 (4)(2) AktG

The Executive Board of Gigaset AG makes the following written report for the regular Annual General Meeting of the Company convened for June 12, 2012, pursuant to Section 71 (1)(8) in conjunction with Section 186 (4)(2) AktG on the authorization to acquire and to use treasury shares while excluding subscription rights and tender rights recommended under Item 7:

Under Item 7, Gigaset AG is to be authorized by this year's Annual General Meeting to acquire treasury shares within the legal limits. The authority to acquire treasury shares is to apply through June 11, 2017, and thus utilize the full legal framework of five years for such authorizations. Acquisition of treasury shares can occur as a purchase on the stock exchange or using a public purchase offer by the Company itself or through affiliated companies or through third parties acting for its own or their account.

In case of a public offer to purchase, if the number of tendered shares exceeds the repurchase volume provided for the acquisition, then the acquisition or acceptance can occur while excluding the shareholders' subscription rights in proportion to the number of tendered shares in order to simplify the allocation process. This simplification also serves the possibility of preferred acceptance of lower numbers of shares up to 100 tendered shares per shareholder, as well as the possibility of rounding to avoid fractional shares.

It would be possible to redeem the treasury shares acquired under the authority under Item 7 without another resolution by the Annual General Meeting.

The Executive Board is to be permitted to use treasury shares in consideration of payments in kind, particularly in the context of business combinations, to acquire companies, operations, parts of companies, or investments in associates, with the consent of the Supervisory Board. This part of the authority is intended to strengthen Gigaset AG in its competition for interesting properties for acquisition and to make it possible for it to react quickly and flexibly to acquisition opportunities that may arise, while preserving liquidity. The recommended exclusion of shareholders' subscription rights serves this purpose. The Executive Board will make the decision, with the consent of the Supervisory Board, as to whether treasury shares or shares from authorized capital will be used in any individual case, whereby it shall be guided solely by the interests of the shareholders and the Company. When specifying the

valuation relationships, the Executive Board will ensure that the interests of the shareholders will be preserved to the greatest possible extent. In doing so, the Executive Board will factor in the market price of the Gigaset share; however, no schematic linking to any market price is intended, particularly so that negotiation results that have been achieved cannot be called into question again by fluctuations in the market price.

Furthermore, it will also be possible, with the consent of the Supervisory Board, for acquired treasury shares to be sold to third parties against cash payment, excluding the shareholders' subscription rights, e.g., to institutional investors or in order to develop new groups of investors. A prerequisite for any such sale, however, is that the price obtained in each case does not materially fall short of the market price of a Gigaset share at the time of sale. This possibility of selling treasury shares against cash payment while excluding shareholders' subscription rights serves the interest of the Company in obtaining the best possible price for its treasury shares. The Company receives the possibility of using the opportunities that arise in the individual market situations quickly and flexibly, but also inexpensively. The sale proceeds that can be obtained by pricing close to the market generally leads to a higher funds inflow per share than in case of placement of share with subscription rights. By relinquishing time-consuming and expensive processing of subscription rights with a corresponding subscription rights deadline, capital requirements can be covered in a timely manner from market opportunities that arise on short notice, and it will be possible to react quickly to favorable market conditions. Setting the sale price based on the current market price takes the idea of anti-dilution protection into account, and the shareholders' pecuniary interests are adequately recognized. When setting the final sale price, management will endeavor to keep any discount from the market price as small as possible.

Finally, the Company will also to be able to use treasury shares to service acquisition obligations or acquisition rights to Gigaset shares from and in connection with warrant-linked and/or convertible bonds that were or are issued by the Company or one of its affiliated companies. This also assumes exclusion of the shareholders' subscription rights. This procedure may be particularly useful in avoiding an increase in the share capital of the Company by utilizing the Contingent Capital to supply shares for such bonds. The use of treasury shares to service acquisition obligations or acquisition rights to Gigaset shares leads to a situation in which the investment share of the shareholders remains unchanged—differently than when the Contingent Capital is used. In case of sale of treasury shares by a public offering to all shareholders, the possibility will also exist, for similar reasons, to likewise grant the creditors of such instruments subscription rights to the shares as anti-dilution protection to the extent that they would be entitled to them if the individual option and/or conversion rights or conversion obligations had already been exercised.

The shareholders fundamentally have the opportunity to maintain their investment share by purchasing Gigaset shares on the stock exchange, while the Company receives additional flexibility in the interest of the shareholders by the exclusion of subscription rights.

The authority recommended under Item 7 ensures that the shares used pursuant to the authorities under 3. c) and d) are not permitted to exceed a total of 10% of the share capital insofar as they were issued by analogous application of Section 186

(3)(4) AktG (against cash payment not materially below the market price while excluding subscription rights), neither in relation to the effective date of this authority nor the date the authority is exercised, if this value is lower. The notional share in the share capital allocated to shares that are issued or sold starting June 12, 2012, up to the end of the term of this authority, excluding subscription rights, by direct or analogous application of Section 186 (3)(4) of the German Stock Corporation Act (AktG) shall be applied to this amount of 10% of the share capital. Moreover, the notional share in the share capital of those shares that were issued or can still be issued to service option and/or conversion rights or conversion obligations shall be applied to this amount insofar as the underlying bonds were issued during the term of this authority, excluding subscription rights, in accordance with Section 186 (3)(4) AktG.

There are currently no specific plans for utilization of the authority under Item 7.

The Executive Board will inform the Annual General Meeting on the utilization of the authority.

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
GS-MO 4.1.1 General Meetings
60261 Frankfurt am Main
Fax: +49 (0) 69 1362 6351
E-Mail: hv-eintrittskarten@commerzbank.com

The evidence of shareholding must reflect the status at the beginning of May 22, 2012 (12:00 a.m. CEST) (referred to as the evidence date) and must be in writing to be effective (Section 126b BGB). The evidence of shareholding and the registration must be received by the Company no later than by the end of June 5, 2012 (12:00 midnight CEST) at the specified address.

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 financial institution or an association of shareholders. Also in this case, timely registration and evidence of shareholdings according to the foregoing provisions are required. If neither a financial 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 authorized, the granting and the revocation of the proxy and evidence of proxy authorization vis-à-vis the Company requires the text form (Section 126b BGB).

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 (Section 126b BGB).

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 2012
Hofmannstr. 61
81379 Munich

or by

Fax: +49 (0) 89 444456 930

or electronically by

E-Mail: hv-2012@gigaset.com

This can also occur on the date of the Annual General Meeting at the entrance.

Financial institutions and persons or institutions declared equivalent to them may require 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 authorized proxy holder if you wish to authorize a financial 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, 2012.

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 authorization 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 authorized 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 (Section 126b BGB).

If the shareholder has authorized 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 12, 2012, 12:00 midnight 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

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 28, 2012, 12 midnight 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 nominations by shareholders in accordance with Section 127 AktG. Nominations are made accessible only if they contain the name, the profession practiced 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 on 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 28, 2012, 12 midnight 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 2012
Hofmannstr. 61
81379 Munich

Fax: +49 (0) 89 444456 930

E-Mail: hv-2012@gigaset.com

Counter-motions and nominations by 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, the invitation to the Annual General Meeting, the documents to be made accessible, 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 reports on Item 6 and Item 7 and the other documents to be made accessible are also available for inspection at the business premises of the Company (Gigaset AG, Hofmannstr. 61, 81379 Munich) and will also be sent to shareholders free of charge upon request.

The documents listed will also be available during the Annual General Meeting on June 12, 2012.

Any counter-motions, nominations, 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.

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

As provided in Section 30b (1)(1) WpHG, we provide the following information:

At the time of calling the Annual General Meeting 2012, Gigaset AG had issued a total of 50,014,911 no par value shares, each of which confers one vote. At the time of calling the meeting, this total includes 38,118 treasury shares which currently grant no rights pursuant to Sections 71b and 71d AktG.

Gigaset AG
The Management Board