

**Invitation to the Annual General Meeting  
of Gigaset AG with registered offices in Munich**

**Securities Identification Number (WKN) 515 600  
ISIN DE0005156004**

Munich, in July 2015

Dear Shareholders,

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

**August 11, 2015, at 10:00 a.m.**

in the

**Conference Center Munich  
Hanns-Seidel-Stiftung  
Lazarettstr. 33  
80636 Munich**

The General Meeting has the following agenda:

**Item 1**

**Presentation of Gigaset AG's adopted annual financial statements, the endorsed consolidated financial statements as of December 31, 2014, the combined management report for Gigaset AG and the Group, including the Executive Board's explanatory report on the disclosures in accordance with sections 289(4) and 315(4) of the German Commercial Code (Handelsgesetzbuch, HGB) and the Supervisory Board's report for fiscal year 2014**

The aforementioned documents can be inspected in the offices of Gigaset AG, Seidlstr. 23, 80335 Munich, as well as online under [www.gigaset.ag](http://www.gigaset.ag) and are also sent to the shareholders upon request. The Supervisory Board has already endorsed the separate annual financial statements as well as the consolidated financial statements. Therefore, in accordance with statutory provisions, this agenda item does not include the adoption of a resolution.

**Item 2**

**Adoption of a resolution approving the actions of the members of the Executive Board**

The Supervisory Board and Executive Board propose that the actions of those individuals who were members the Executive Board in fiscal year 2014 be approved for the same period.

**Item 3**

**Adoption of a resolution approving the actions of the members of the Supervisory Board**

The Supervisory Board and Executive Board propose that the actions of those individuals who were members the Supervisory Board in fiscal year 2014 be approved for the same period.

**Item 4**

**Adoption of a resolution appointing the auditor for fiscal year 2015**

Upon recommendation by the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be

appointed as auditor of the separate annual financial statements and the consolidated financial statements for fiscal year 2015 PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main.

## **Agenda Item 5 Elections to the Supervisory Board**

The term of office of all Supervisory Board members ends when the 2015 Annual General Meeting is adjourned.

Thus, the entire Supervisory Board is to be newly elected.

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

1. Bernhard Riedel, attorney at MR Meindl & Riedel Rechtsanwälte, Munich
2. Hau Yan Helvin Wong, attorney, Executive Director and General Counsel, Goldin Properties Holdings Limited, and Executive Director and General Counsel, Goldin Financial Holdings Limited, Hong Kong, People's Republic of China
3. Paolo Vittorio Di Fraia, Kaufmann (businessman) and business consultant, Paris, France
4. Ulrich Burkhardt, Wirtschaftsprüfer (German Public Auditor) and Steuerberater (German Tax Advisor) ECOVIS BLB Steuerberatungsgesellschaft mbH, Niederlassung München
5. Prof. Xiaojian Huang, Kaufmann (businessman), Managing Director, Matsunichi Digital Development (Shenzhen) Company Limited, Shenzhen, People's Republic of China
6. Flora Ka Yan Shiu, Kauffrau (businesswoman) Executive Director – Head of Corporate Development, Goldin Real Estate Financial Holdings Limited, Hong Kong, People's Republic of China

The Supervisory Board further proposes that the following person be elected as deputy member of the Supervisory Board:

1. Barbara Münch, Legal Counsel bei AssetMetrix GmbH, München

The election is subject to the following terms: In the event one of the members elected by the General Meeting to the Supervisory Board leaves the board before the expiry of his election term, the deputy member shall become member of the Supervisory Board. Should, subsequently, a General Meeting elect a new member to fill the vacancy left by the elected member who left the supervisory board before the expiry of his regular election term, the deputy member re-gains the position of a deputy member.

The members of the Supervisory Board and the deputy member are elected by the General Meeting for a period ending with the adjournment of the General Meeting adopting a resolution regarding approval of the actions of the members of the Supervisory Board for the first fiscal year after the commencement of the terms of office. The fiscal year during which the term of office commences is not included.

The members of the Supervisory Board and the deputy member are each elected individually.

Pursuant to section 96(1), section 101(1) of the German Stock Corporation Act (Aktiengesetz, AktG) in conjunction with Article 7(1, 2) of the Articles of Association, the Supervisory Board consists of six members to be elected by the General Meeting.

The General Meeting is not required to accept the persons nominated by the Supervisory Board.

With regard to Section 5.4.1 of the German Corporate Governance Code, please note that the candidates for election to the Supervisory Board – Prof. Dr. Huang, Mr. Wong, and Ms. Shiu – are

employees of, or members of executive bodies of, Goldin Fund Pte. Ltd., Singapore, or its affiliated companies. Goldin Fund Pte. Ltd., Singapore, is a major shareholder of the Company.

In accordance with Section 5.4.3 sentence 3 of the German Corporate Governance Code, please note that if Bernhard Riedel is elected to the Supervisory Board, he should be proposed as a candidate for Chairman of the Supervisory Board.

Information about the candidates proposed for election to the Supervisory Board under Item 5 of the agenda:

1. The proposed candidate Bernhard Riedel is also Chairman of the Supervisory Board of Gigaset Communications GmbH.
2. The proposed candidate Hau Yan Helvin Wong is also an Executive Director of Goldin Properties Holdings Ltd. and an Executive Director of Goldin Financial Holdings Ltd., Hong Kong, People's Republic of China.

The other proposed candidates do not hold any seats in other statutory supervisory boards to be formed or comparable domestic and foreign boards of business enterprises.

## **Item 6**

### **Resolution pursuant to Sections 286 Para. 5 HGB, 314 Para. 2 Sentence 2 HGB**

The Supervisory Board and Executive Board propose to resolve as follows:

During preparation of the annual accounts of Gigaset AG and the group annual accounts, the information required for the respective annexes under Section 285 Nr. 9a Sentence 5 to 8 and Section 314 Para. 1 Nr. 6 a Sentence 5 to 8 of the Commercial Code (Handelsgesetzbuch) shall be omitted. This resolution applies to the annual accounts of Gigaset AG and group annual accounts for the business year commencing on 1 January 2015 and the following four business years, in no event however longer than 10 August 2020.

#### Explanation relating to Item 6:

Under Section 286 Para. 5 HGB of the Commercial Code, the information required under Section 285 Nr. 9a Sentence 5 to 8 of the Commercial Code can be omitted in the annex to the annual accounts in the event the General Meeting resolves so. Such resolution, which may not be effective longer than five years, requires a majority of three quarters of the share capital present at the adoption of the resolution. Under Sections 314 Para. 1 Nr. 6 a Sentence 5 to 8, 286 Para. 5 HGB of the Commercial Code, the information required under Section 285 Nr. 9a Sentence 5 to 8 of the Commercial Code can be omitted in the annex to the group annual accounts in the event the General Meeting resolves so. Such resolution, too, may not be effective longer than five years and requires a majority of three quarters of the share capital present at the adoption of the resolution.

## **Participation in the General Meeting**

By virtue of Article 14 of the Articles of Association, those shareholders are entitled to take part in the General Meeting and exercise their voting right who have registered with the Company at the address, fax number or e-mail address specified below and have submitted specific evidence of their shareholding issued by their custodian bank to the same address, fax number or e-mail address:

Gigaset AG  
c/o Commerzbank AG  
GS-MO 4.1.1 General Meetings  
D-60261 Frankfurt am Main  
Fax: +49 (0) 69 1362 6351  
E-mail: [hv-eintrittskarten@commerzbank.com](mailto:hv-eintrittskarten@commerzbank.com)

The evidence of shareholding must reflect the status at the beginning of July 21, 2015 (12:00 midnight CEST) (referred to as the evidence date) and must be submitted in writing (section 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB)). The evidence of shareholding and the

registration must be received by the Company no later than by the end of August 4, 2015 (12:00 midnight CEST).

### **Importance of the evidence date**

The evidence date is decisive for the purpose of exercising the participation right and the extent of the voting right at the General Meeting. In relationship to the Company, a person is considered a shareholder for purposes of participating in the General Meeting and exercising the voting right only if that person has submitted specific evidence of shareholding as of the evidence date. Changes in the shareholding amount after the 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 evidence date, and who acquired shares only after the 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 specific 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 evidence date. The evidence date is not relevant for the dividend qualification. Shareholders can still dispose freely of their shares even after the evidence date and registration.

After the receipt of the registration and evidence of shareholding, the registration office will send General Meeting 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 also exercise their voting right in the General Meeting 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 – 2015 General Meeting  
Seidlstr. 23  
80335 Munich  
or by fax: +49 (0) 89 444456 902  
or electronically by e-mail: [Hauptversammlung@gigaset.com](mailto:Hauptversammlung@gigaset.com)

This can also occur on the date of the General Meeting at the entrance or exit controls.

Financial institutions and persons or institutions declared equivalent to them may require special forms of proxy, 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 proxies will not accept any instructions to speak, to submit objections to resolutions adopted by the General Meeting or to ask questions or submit resolutions.

Proxies and instructions to the proxy holders appointed by the Company which are not given in the General Meeting must be received by the Company on or before August 9, 2015.

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 as early as possible at the address, fax number, or e-mail address specified above for registration.

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 address, fax number, or e-mail address specified above for the registration of a proxy. The revocation of the proxy must also be in writing (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 General Meeting, thus by no later than July 11, 2015, 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  
-The Executive Board-  
Seidlstr. 23  
80335 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 General Meeting (section 142(2) sentence 2 AktG in conjunction with section 122(1) sentence 3, (2) sentence 1 AktG). A corresponding confirmation of the custodian bank suffices for the evidence of shareholding.

### **Counter-motions and nominations by shareholders pursuant to section 126(1) and section 127 AktG**

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

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 include, among other things, shareholders who demand this) if the shareholder submits 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 General Meeting of the Company, not counting the date of receipt. The cut-off date is consequently July 27, 2015, 24.00 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 nominations 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 July 27, 2015, 12:00 midnight CEST, also applies in this connection as the last possible date by which nominations must have been received at the address shown below in order to be made accessible. Any motions (including the reasons) or nominations by shareholders in accordance with section 126(1) and section 127 AktG before the General Meeting and other inquiries by shareholders about the General Meeting shall be addressed solely to:

Gigaset AG  
Investor Relations – 2015 General Meeting  
Seidlstr. 23  
80335 Munich  
or by fax: +49 (0) 89 444456 902  
or electronically by e-mail: [Hauptversammlung@gigaset.com](mailto:Hauptversammlung@gigaset.com)

Counter-motions and nominations by shareholders (along with the name of the shareholder and – in the case of counter-motions – the reasons) will be made accessible online after receipt at [www.gigaset.ag](http://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 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 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](http://www.gigaset.ag). The adopted voting results will also be published on the website after the General Meeting.

The documents to be made accessible are also open to inspection in the Company's offices (Gigaset AG, Seidlstr. 23, 80335 Munich) and are sent to the shareholders free of charge upon request.

The documents listed will also be displayed during the General Meeting on August 11, 2015.

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.

### **Publication in the Federal Gazette**

The invitation to the General Meeting has been published in the Federal Gazette on July 1, 2015 and has also been submitted to such media as can be assumed will distribute the information throughout the European Union.

### **Information pursuant to section 30b of the German Securities Trading Act**

In accordance with Section 30b para. 1 no. 1 of the German Securities Trading Act (Wertpapierhandelsgesetz, WpHG), we provide the following information:

At the time of convening the 2015 General Meeting, Gigaset AG had issued a total of 122.979.019 no par value shares, each of which confers one vote. At the time of convening the meeting, this total also includes 38,118 treasury shares, which currently grant no rights pursuant to sections 71b and 71d AktG.

**Gigaset AG**  
**The Executive Board**