

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

**WKN 515 600  
ISIN DE0005156004**

Munich, July 2013

Dear shareholders,

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

**August 14, 2013 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, 2012, 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 2012 fiscal year**

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](http://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 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 2012 fiscal year for their actions in the said period.

**Item 3****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 2012 fiscal year for their actions in the said period.

**Item 4****Resolution regarding the appointment of the independent auditor for the 2013 fiscal year**

The Supervisory Board proposes, at the recommendation of the Audit Committee, that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed independent auditors of the separate and consolidated financial statements for the 2013 fiscal year.

**Item 5****Election of the Supervisory Board**

The term of office of all members of the Supervisory Board ends when the Annual General Meeting 2013 is adjourned.

Consequently, the Supervisory Board as a whole must be elected afresh.

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

1. Paolo Vittorio Di Fraia, businessman and management consultant, Paris, France
2. David Hersh, businessman, New York, New York, USA
3. Professor Michael Judis, independent attorney-at-law, Munich
4. Susanne Klöß-Braekler, businesswoman, Munich
5. Barbara Münch, independent attorney-at-law, Munich
6. Bernhard Riedel, attorney-at-law, MR Meindl & Riedel Rechtsanwälte, Munich

The Supervisory Board also proposes that

7. Ulrich Burkhardt, auditor and tax consultant, optegra GmbH & Co. KG, Fürstenfeldbruck

be elected to serve as a substitute member. The election takes place upon condition that the substitute member shall become a member of the Supervisory Board if one of the members of the Supervisory Board elected by the General Meeting leaves the Supervisory Board prior to the completion of the term of office and that the substitute member returns to the position of substitute member if the General Meeting convenes an election for a member of the Supervisory Board who left the Supervisory Board prematurely and was replaced by the substitute member.

The members of the Supervisory Board and the substitute 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 term of office. The fiscal year during which the term of office commences is not included.

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

Pursuant to Section 96 (1), Section 101 (1) German Stock Corporation Act [Aktengesetz - AktG] in conjunction with Article 7 (1, 2) of the Articles of Incorporation, 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.

In the opinion of the Supervisory Board, none of the candidates listed above have personal or business relations with Gigaset AG or its Group companies, the executive bodies of Gigaset AG or a shareholder holding a material interest in Gigaset AG to be disclosed pursuant to Section 5.4.1 of the German Corporate Governance Code.

Pursuant to Section 5.4.3 3 of the German Corporate Governance Code, it is advised that the intention is to propose Mr. Bernhard Riedel as candidate for Chairman of the Supervisory Board in the event of his election to the Supervisory Board.

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

Memberships in other statutory supervisory boards to be formed and comparable domestic and international boards of business enterprises:

Susanne Klöß-Braekler: member of the Board of Directors, EUREX Frankfurt AG; member of the Supervisory Board, DB Bauspar AG

Professor Michael Judis: substitute member of the Supervisory Board, YourFamily Entertainment AG

## **Item 6**

### **Resolution regarding the remuneration paid to the members of the Supervisory Board**

Pursuant to Article 12 (2) of the Articles of Incorporation, the General Meeting may determine the remuneration paid to the members of the Supervisory Board for the entire term of office of the Supervisory Board. This is also intended to happen for the new term of office of the Supervisory Board.

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

The following shall apply for the entire term of office of the Supervisory Board commencing with the adjournment of the Annual General Meeting 2013:

Each member of the Supervisory Board shall receive fixed remuneration of EUR 3,000.00 for every commenced month of office and a meeting fee of EUR 1,000.00 for each meeting of the Supervisory Board or committee meeting attended. The Chairman of the Supervisory Board shall receive remuneration at 50% above this level.

The Company shall reimburse the members of the Supervisory Board the out-of-pocket expenses they incur through the exercise of their office, including any value-added tax accruing on the remuneration and out-of-pocket expenses. The Company shall conclude liability insurance in favor of the members of the Supervisory Board to cover the statutory liability arising from their Supervisory Board activities.

## **Item 7**

### **Resolution regarding the creation of Authorized Capital 2013, exclusion of subscription rights and the corresponding amendment to Article 4 (6) of the Articles of Incorporation**

The Authorized Capital 2010 currently specified in Article 4 (5) of the Articles of Incorporation only partially exploits the statutory possibilities for authorized capital. In order to give the Company the greatest possible flexibility with regarding to its financing, the intention is to create a new Authorized Capital 2013, with the option of excluding the subscription right, for capital increases in exchange for cash and/or in-kind capital contributions.

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

1. The Executive Board is authorized to increase the share capital, with the consent of the Supervisory Board, by up to a total of EUR 5,100,000.00, once or in partial amounts, through the issuance of new bearer shares qualifying for dividends as of the beginning of the fiscal year in which they are issued, in exchange for cash and/or in-kind capital contributions, in the time until August 13, 2018 (Authorized Capital 2013). As a rule, the shareholders are entitled to a subscription right.

The new shares may be underwritten by one or more banks with the obligation to offer them to the shareholders (indirect subscription right).

The Executive Board is authorized, with the consent of the Supervisory Board, to decide the content of the share rights and the terms and conditions of the share issue, and to specify the details for the execution of the capital increase.

Furthermore, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders in the following cases:

- a) In the case of capital increases in exchange for cash capital contributions, provided that the issue amount of the new shares is not significantly less than the stock exchange price at the time of the final determination of the issue amount, and provided that the shares issued by virtue of the present Letter a) of this authorization under exclusion of the subscription right in exchange for cash capital contributions are not in total more than 10% of the share capital, either at the time when the present authorization takes effect or when it is exercised. To be applied against this limit of 10% of the share capital is the proportional amount of share capital attributable to shares that are issued or sold in the time from August 14, 2013 to the end of the term of the present authorization under exclusion of the subscription right by direct or analogous application of Section 186 (3) 4 AktG. Furthermore, to be applied against this limit is the proportional amount of share capital attributable to shares that were or may still be issued for the purpose of servicing conversion or warrant rights or conversion obligations, insofar as the underlying bond was issued during the term of the present authorization under exclusion of the subscription right in accordance with Section 186 (3) 4 AktG;
- b) To the extent that it is necessary in order to grant to the holders or creditors of convertible bonds or warrant-linked bonds issued by the Company or by subordinated Group companies a subscription right for new shares for an amount to which they would be entitled after exercising the warrant right or conversion right or after fulfilling the conversion obligation;
- c) Insofar as the capital increase in exchange for in-kind contributions is executed for the purpose of the (also indirect) acquisition of companies, parts of companies, investments in companies, or other assets;
- d) For the purpose of excluding fractional amounts from the subscription right.

The Supervisory Board is further authorized to amend the current version of the Articles of Incorporation in accordance with the respective amount of the capital increase from the Authorized Capital 2013.

2. The following paragraph 6 shall be added to Article 4 of the Articles of Incorporation:

“6. The Executive Board is authorized to increase the share capital, with the consent of the Supervisory Board, by up to a total of EUR 5,100,000.00, once or in partial amounts, through the issuance of new bearer shares qualifying for

dividends as of the beginning of the fiscal year in which they are issued, in exchange for cash and/or in-kind capital contributions, in the time until August 13, 2018 (Authorized Capital 2013). The shareholders are fundamentally entitled to a subscription right.

The new shares may be underwritten by one or more banks with the obligation to offer them to the shareholders (indirect subscription right).

The Executive Board is authorized, with the consent of the Supervisory Board, to decide the content of the share rights and the terms and conditions of the share issue, and to specify the details for the execution of the capital increase.

Furthermore, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders in the following cases:

- a) In the case of capital increases in exchange for cash capital contributions, provided that the issue amount of the new shares is not significantly less than the stock exchange price at the time of the final determination of the issue amount, and provided that the shares issued by virtue of the present Letter a) of this authorization under exclusion of the subscription right in exchange for cash capital contributions are not in total more than 10% of the share capital, either at the time when the present authorization takes effect or when it is exercised. To be applied against this limit of 10% of the share capital is the proportional amount of share capital attributable to shares that are issued or sold in the time from August 14, 2013 to the end of the term of the present authorization under exclusion of the subscription right by direct or analogous application of Section 186 (3) 4 AktG. Furthermore, to be applied against this limit is the proportional amount of share capital attributable to shares that were or may still be issued for the purpose of servicing conversion or warrant rights or conversion obligations, insofar as the underlying bond was issued during the term of the present authorization under exclusion of the subscription right in accordance with Section 186 (3) 4 AktG;
- b) To the extent that it is necessary in order to grant to the holders or creditors of convertible bonds or warrant-linked bonds issued by the Company or by subordinated Group companies a subscription right for new shares for an amount to which they would be entitled after exercising the warrant right or conversion right or after fulfilling the conversion obligation;
- c) Insofar as the capital increase in exchange for in-kind contributions is executed for the purpose of the (also indirect) acquisition of companies, parts of companies, investments in companies, or other assets;
- d) For the purpose of excluding fractional amounts from the subscription right."

### **Report of the Executive Board:**

The following report of the Executive Board on 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](http://www.gigaset.ag). It will also be available at the Annual General Meeting and will be sent to shareholders upon request.

## **Re Item 7**

### **Report of the Executive Board to the Annual General Meeting pursuant to Section 203 (2) 2 in conjunction with Section 186 (4) 2 AktG**

The Executive Board of Gigaset AG makes the following written report for the Annual General Meeting of the Company convened for August 14, 2013, pursuant to Section 203 (2) 2 in conjunction with Section 186 (4) 2 AktG on the creation of Authorized Capital 2013 with authority to exclude subscription rights recommended under Item 7:

The existing Authorized Capital 2010 only partially exploits the statutory possibilities for authorized capital.

Insofar as it purposes a capital increase in exchange for a cash contribution, the proposed authorization is intended to allow the greatest possible exploitation of the statutory possibilities to broaden the Company's capital base. An appropriate capital base is an essential foundation for future business activities, especially given the Company's object and the desire to attract further investors as well as the need to invest in the future of our Company. Consequently, the intention is to again allow the fullest possible exploitation of the full legally permissible framework for authorized capital by means of the Authorized Capital 2013 and also again create the restricted option of excluding the subscription right for capital increases in exchange for cash to the full legally permissible extent.

Furthermore, the Company is to be given the possibility of using shares to finance acquisitions. Since a capital increase is required at short notice to carry out an acquisition, adopting an appropriate resolution in the Annual General Meeting is not an alternative to using the authorized capital. Creating authorized capital is the only way of putting the Executive Board in a position to quickly and easily exploit opportunities that arise for company acquisitions in the interest of the shareholders in order to conform to the Company's business activities and to strengthen its competitiveness.

In the event of the Authorized Capital 2013 being exploited by way of capital increases in exchange for cash, the shareholders fundamentally have a statutory subscription right. In this context, the new shares from a capital increase in exchange for cash are also to be offered to the shareholders directly for purchase or underwritten by banks with the obligation to offer them to the shareholders for purchase (indirect subscription right).

However, the Executive Board is to be authorized, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders for several cases:

Excluding the subscription right within the framework of a capital increase in exchange for cash contributions within the 10% threshold specified in Section 186 (3) 4 AktG makes it easier to finance the Company by raising equity capital. This gives

the Company the possibility to raise new capital on the capital markets flexibly and inexpensively. This authorization makes it easier for the Company to cover a possible capital requirement at very short notice and to exploit market opportunities. Excluding the subscription right makes it possible to act promptly and place the shares close to the stock exchange price without the usual discounts otherwise associated with issues with subscription rights due to the high volatility. Consequently, this form of capital increase is also in the interest of the shareholders. A dilution of the value of the existing shares is minimized in accordance with the statutory thresholds by the fact that the issue price may not be significantly less than the market price.

The capital increase in exchange for cash making use of the present authorization under exclusion of the subscription right may not exceed a total of 10% of the share capital, either at the time when the present authorization takes effect or when it is exercised. To be applied against this limit of 10% of the share capital is the proportional amount of share capital attributable to shares that are issued or sold in the time from August 14, 2013 to the end of the term of the present authorization under exclusion of the subscription right by direct or analogous application of Section 186 (3) 4 AktG. Furthermore, to be applied against this limit is the proportional amount of the share capital attributable to shares that were or may still be issued for the purpose of servicing conversion or warrant rights or conversion obligations, insofar as the underlying bond was issued during the term of the present authorization under exclusion of the subscription right in accordance with Section 186 (3) 4 AktG.

Furthermore, there is to be the possibility, with the consent of the Supervisory Board, to exclude the subscription right to the extent that it is necessary in order to grant to the holders or creditors of convertible bonds or warrant-linked bonds issued by the Company or by subordinated Group companies a subscription right for new shares for an amount to which they would be entitled after exercising the warrant right or conversion right or after fulfilling the conversion obligation. To make it easier to place bonds on the capital market, the relevant issue terms and conditions generally specify dilution protection. One means of dilution protection consists of similarly granting a subscription right for new shares to the holders of warrants and the creditors of convertible bonds in the event of a share issue under which the shareholders have a subscription right. They are thus given a status as if they had already exercised their warrant or conversion right or already fulfilled their conversion obligations. Since the dilution protection in this case does not need to be ensured by reducing the warrant and/or conversion price, a higher issue price can be obtained for the new shares to be issued upon exercise of the conversion right or warrant right. This approach is, however, only possible insofar as the subscription right of the shareholders for the new shares is excluded. Since the placement of bonds with conversion and/or warrant rights or conversion obligations is facilitated by granting corresponding dilution protection, the exclusion of subscription right serves the interest of the shareholders in their Company having an optimum finance structure.

The possibility of excluding the subscription right for capital increases in exchange for in-kind contributions is intended to put the Executive Board in a position, with the consent of the Supervisory Board, to acquire companies or investments in companies in particular against the transfer of shares in Gigaset AG. In many cases, there is an interest for both the Company and the seller in the consideration for the acquisition of a company being settled in shares rather than in cash. From the



Company's point of view, the granting of shares makes sense especially with regard to the financing of a company acquisition. But in many cases it may also be of interest to the seller to receive shares instead of cash. This part of the authorization gives the Company the leeway it needs to exploit opportunities that arise to acquire companies, parts of companies, investments in companies, or other assets quickly, flexibly and using little liquidity in order to improve its competitive situation and to strengthen its profitability. In order not to have to accept competitive disadvantages compared with other companies that do have this possibility to use treasury shares as an acquisition currency, Gigaset AG is also to be able to avail itself of this possibility.

Moreover, the subscription right is to be excluded for fractional amounts. This provision is intended to facilitate the execution of an issue with a fundamental subscription right of the shareholders. Fractional amounts may arise from the respective issue volume and from the need to present a technically feasible subscription right ratio. As a general rule, the value of such fractional amounts is low for the individual shareholder. The possible dilution effect is also negligible due to the restriction to fractional amounts. On the other hand, the expense for the issuance without such an exclusion of subscription right is much higher for the Company, which incurs additional costs. The new shares excluded from the subscription right of the shareholders as free fractions are monetized to best effect for the Company by either sale on a stock exchange or other means. Thus, excluding the subscription right promotes practicality as well as cost efficiency, and facilitates the execution of an issue and is hence in the interest of the shareholders.

In every instance, the Executive Board will carefully analyze the issuance of shares under exclusion of the subscription right to see if this is in the interest of the company and hence its shareholders in each case. Only then will the Executive Board make use of the option granted to it and report on such utilization during the next General Meeting.

## **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, fax number or e-mail address specified below and submitted special 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  
Group Markets Operations  
GS-MO 4.1.1 General Meetings  
D-60261 Frankfurt am Main  
Germany  
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 24, 2013 (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 August 7, 2013 (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 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 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 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 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 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 also exercise their voting right in the AGM 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 2013  
Hofmannstr. 61  
D-81379 Munich  
Germany  
or by fax: +49 (0) 89 444456 930  
or electronically by e-mail: [hv-2013@gigaset.com](mailto:hv-2013@gigaset.com)

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

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 proxies will not accept any instructions to speak, to submit objections to resolutions adopted by the Annual 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 AGM must be received by the Company on or before August 12, 2013.

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 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 July 14, 2013, 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-  
Hofmannstr. 61  
D-81379 Munich  
Germany

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) 2 AktG in conjunction with Section 122 (1) 3, (2) 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 against 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 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 July 30, 2013, 12:00 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 30, 2013, 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 AGM and other inquiries by shareholders about the AGM shall be addressed solely to:

Gigaset AG  
Investor Relations – Annual General Meeting 2013  
Hofmannstr. 61  
D-81379 Munich  
Germany  
or by fax: +49 (0) 89 444456 930  
or electronically by e-mail: [hv-2013@gigaset.com](mailto:hv-2013@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](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 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](http://www.gigaset.ag). The adopted voting results will also be published on the website after the Annual General Meeting.

The report on 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 August 14, 2013.

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 Annual General Meeting was published in the Federal Gazette on July 3, 2013 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 (WpHG)**

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

At the time of calling the Annual General Meeting 2013, 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 Executive Board**