

Certified Photocopy

Register of Instruments No. 1495 L/2010

Certification of Articles of Incorporation

In accordance with Section 181 (1) sentence 2 of the German Stock Corporation Act (AktG), I hereby certify that the following version is the full text of the Articles of Incorporation of the company

Gigaset AG

having its registered office and principal place of business in Munich

and that the amended terms of the Articles of Incorporation conform to the resolution of December 20, 2010 – Register of Instruments No. 1493 L/2010 – and the unamended terms conform to the full text of the Articles of Incorporation last submitted to the Commercial Register.

Munich, December 20, 2010

[signature]

Konrad Lautner, Notary

[notary's stamp]

Articles of Incorporation

I.

General

Article 1

Name, Registered Office, Fiscal Year

1. The Company has the following legal name:
Gigaset AG
2. The Company has its registered office and principal place of business in Munich, Germany.
3. The fiscal year is the same as the calendar year.

Article 2

Corporate Purpose

1. The corporate purpose (is):
 - a) To consult for other entities or affiliated entities with the exception of legal and tax consulting,
 - b) To acquire or invest in any type of small and medium-sized enterprise, particularly in the industrial sector,
 - c) To hold, manage and sell small and medium-sized enterprises or equity interests therein, particularly in the industrial sector,
 - d) To acquire, manage and sell real property,
 - e) To manage its own assets,
 - f) To provide other services in connection with the aforementioned activities.
2. The Company is authorized to carry out all transactions and measures that serve the corporate purpose. It may also establish and acquire other entities, or acquire equity interests in other entities for this purpose.

Article 3

Notices

- (1) The Company's notices will be filed solely in the electronic version of the German Federal Gazette (*Bundesanzeiger*), except as required otherwise by mandatory law.
- (2) Information for shareholders and for the holders of investment securities comparable to stock, and of certificates representing stock, may also be transmitted via data telecommunications, subject to the conditions provided by law.

Article 4

Capital, Stock

1. The Company's share capital is in the amount of:

EUR 39,666,670.00

(in words: thirty-nine million, six hundred sixty-six thousand, six hundred seventy euros).

2. The share capital is divided into 39,666,670 no-par shares. The shares are bearer shares. The form of the share certificates and of profit participation certificates and renewal coupons shall be decided by the Executive Board. Shareholders shall not be entitled to have their shares certificated.
3. The share capital is conditionally increased by not more than a nominal value of EUR 1,300,000.00, divided into not more than 1,300,000 new bearer no-par shares (the "2008 Conditional Capital I"). The conditional capital increase is to serve solely for the granting of subscription rights ("Options") to members of the Executive Board, selected employees of the Company, and members of the management of affiliated entities (the "Entitled Subscribers") under the "ARQUES Industries AG 2008 Stock Option Plan" (the "Stock Option Plan"), which shall be distributed in accordance with the more detailed provisions of the resolution of

the Shareholders' Meeting of July 3, 2008. The conditional capital increase shall be carried out only to the extent that Options are issued under the Stock Option Plan, Entitled Subscribers exercise those Options, and the Company does not grant treasury stock or cash compensation in satisfaction of the Options. The new shares shall participate in profits from the beginning of the fiscal year in which they are created by issuance. If the shares are issued before the Annual Shareholders' Meeting, the shares shall also participate in the profits of the most recent past fiscal year.

4. The share capital is conditionally increased by not more than EUR 11,925,000.00, by the issue of not more than 11,925,000 new bearer no-par shares, entitled to participate in profits as of the beginning of the fiscal year in which they are issued. The conditional capital increase shall serve for granting stock to the holders or creditors of bonds with warrants and/or convertible bonds issued by the Company or a subordinated Group company, in return for a cash payment, under the authorization from the Shareholders' Meeting of August 5, 2009. The new shares shall be issued at the option or conversion price as provided in the aforementioned authorization. The conditional capital increase shall be carried out only to the extent that options and/or conversion rights under the bonds are exercised, or conversion obligations under the bonds are met, and to the extent that no cash compensation is granted or treasury stock is used to service the obligation. The Executive Board is authorized, subject to the consent of the Supervisory Board, to decide the further details of the performance of the conditional capital increase (2009 Conditional Capital).
5. The Executive Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital on or before **December 20, 2015**, in a single amount or partial amounts, by a total of not more than **EUR 19,833,335**, by issuing new no-par bearer shares, entitled to participate in profits as of the beginning of the fiscal year in which they are issued, in return for contributions in cash and/or in kind (2010 Authorized Capital). The shareholders are normally to be entitled to preemptive rights.

The new shares may also be assumed by one or more banking institutions with the obligation to offer them to the shareholders for subscription (indirect preemptive right).

The Executive Board is authorized, subject to the consent of the Supervisory Board, to decide the content of the share rights and the terms for the stock issue, as well as the details of the performance of the capital increase.

The Executive Board is furthermore authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights in the following cases:

- a) For capital increases in return for contributions in cash, if the issue amount of the new shares is not significantly less than the market price on the date of the final determination of the issue amount, and the total shares issued excluding preemptive rights in return for cash contributions under this item a) of this authorization do not exceed 10% of the share capital, either on the effective date or on the exercise date of this authorization. This amount of 10% of the share capital is to include the proportionate amount of the share capital represented by shares:
 - (i) That have been issued or sold excluding preemptive rights, from **December 20, 2010**, until the end of the term of this authorization, in direct or equivalent application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG); or
 - (ii) That have been issued or may yet be issued to service conversion rights or options or conversion obligations, if the underlying bonds were issued with an exclusion of preemptive rights during the term of this authorization, in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act; or

- (iii) That have been sold by the Company (treasury stock) if the sale takes place on the basis of an authorization excluding preemptive rights that was in effect as of the effective date of the authorized capital;
- b) If it is necessary to grant a preemptive right to new shares to the holders or creditors of convertible bonds or options with warrants issued by the Company or subordinated group entities, to the extent of their entitlement upon the exercise of the option or conversion right, or after satisfaction of the conversion obligation;
- c) If the capital increase takes place in return for contributions in kind for purposes of the acquisition (including indirectly) of entities, portions of entities, equity interests in entities, or other assets;
- d) In order to exclude fractional amounts from preemptive rights.

II.

Executive Board

Article 5

Composition and By-Laws

1. The Executive Board shall consist of one or more members. The exact number shall be decided by the Supervisory Board. If there are multiple members of the Executive Board, the Supervisory Board may appoint a Chairman of the Executive Board and a Vice-Chairman.
2. If the Executive Board consists of multiple members, all decisions of the Executive Board shall be adopted by a simple majority vote. In the event of a tie, the vote of the Chairman shall decide.
3. The relationships among the members of the Executive Board shall be governed by the by-laws of the Executive Board. For this purpose the Executive Board shall adopt by-laws by its own unanimous decision, subject to the approval of the Supervisory Board.

Article 6
Representation of the Company

1. If there is only one member of the Executive Board, that member shall have a power of sole representation of the Company.
2. If there are multiple members of the Executive Board, the Company shall be represented by two members of the Executive Board or by one member of the Executive Board and one executive vested with power of commercial representation under German law (“*Prokurist*”).
3. The Supervisory Board may grant a power of sole representation to any member of the Executive Board at any time. It may furthermore permit any member of the Executive Board to also represent the Company as its agent in transactions with a third party (exemption from the restrictions under Section 181 Alternative 2 of the German Civil Code (BGB)).
4. Except in the cases provided by law, the Executive Board must obtain the consent of the Supervisory Board only in the following cases:
 - Transactions and measures resulting in a material change of corporate strategy, particularly engaging in new lines of business and discontinuing or significantly restricting previous lines of business,
 - Selling real property,
 - Signing service or employment agreements involving annual compensation of more than EUR 200,000.00,
 - Signing intercompany agreements,
 - Entering into continuous obligations with a contractual base term of more than 15 years each,
 - Appointing executives vested with power of commercial representation under German law (“*Prokurist*”),
 - Borrowing, if the loan exceeds the limit of EUR 10,000,000.00 per individual instance,
 - Granting loans to members of the Executive Board and employees,
 - Issuing guidelines concerning rules about occupational safety or data protection, and about operating safety and data security.

5. In general, guarantees, suretyships and notes cannot be issued. Exceptions for special cases must be approved by the Supervisory Board. The Supervisory Board may grant consent by a 2/3 majority vote of the voting members of the Supervisory Board.

III.

Supervisory Board

Article 7

Composition, Term of Office

1. The Supervisory Board shall have six members.
2. The members of the Supervisory Board shall be elected by the Shareholders' Meeting for a term until the end of the Shareholders' Meeting that decides on ratifying the acts of management for the first fiscal year after the beginning of the term of office. The fiscal year in which the term of office begins shall not be included in the calculation.

The term of office of members of the Supervisory Board who are appointed in mid-term shall end with the term of office of the entire Supervisory Board.

3. Any member of the Supervisory Board may resign from office at any time by a written declaration to the Executive Board or the Chairman of the Supervisory Board, on two weeks' notice.
4. A member of the Supervisory Board may be removed from office by a simple majority of the enfranchised votes present at the Shareholders' Meeting.

Article 8

Chairman, Vice-Chairman

1. Following the Shareholders' Meeting at which the members of the Supervisory Board are elected, in a meeting to be held without special convocation the Supervisory Board shall elect from their midst a Chairman and a Vice-Chairman. The term of office of the Chairman and Vice-Chairman shall be the same as their term of office as members of the Supervisory Board, unless a shorter term of office is specified at the time of election.

2. If the Chairman or Vice-Chairman leaves office before the end of the term, the Supervisory Board shall hold a new election for the remainder of the term.
3. Declarations of the will of the Supervisory Board are to be issued in its name by the Chairman, or if the Chairman is impeded, by the Vice-Chairman.

Article 9

Decisions of the Supervisory Board

1. Decisions of the Supervisory Board shall be made at meetings.
2. The meetings of the Supervisory Board shall be convoked by the Chairman of the Supervisory Board, or if the work of the Executive Board is concerned, by the Chairman of the Executive Board/sole Executive Board member, on 10 days' written notice. The date on which the invitation is sent and the date of the meeting shall not be included in calculating the notice period.
3. The Supervisory Board shall have a quorum if half of its members, but in no case fewer than three members, participate in the resolution. A member of the Supervisory Board may also participate in meetings of the Supervisory Board by filing their vote in writing with the Chairman or Vice-Chairman.
4. A resolution may be voted upon outside meetings via letter, telegraph, telephone, telex or other means of telecommunications and data transmission (particularly by telefax or electronic voting), if the Chairman of the Supervisory Board so decides in special cases. This provision shall be without prejudice to the requirements of mandatory law for resolutions of the Supervisory Board.
5. Resolutions and elections shall normally be by simple majority, with no special privileging of the vote of the Chairman. In the event of a tie, a resolution shall fail.
6. Except where internal organizational matters of the Supervisory Board alone are concerned, each member of the Executive Board shall generally have a right to attend meetings of the Supervisory Board, unless in an exceptional case the Supervisory Board decides otherwise by resolution.
7. The Supervisory Board shall adopt by-laws for itself.

Article 10

Declarations of the Will of the Supervisory Board

1. Declarations of the will of the Supervisory Board shall be issued on behalf of the Supervisory Board by the Chairman, or if the Chairman is impeded from doing so, by the Vice-Chairman.
2. The permanent representative of the Supervisory Board to third parties, particularly before courts and the authorities, as well as to the Executive Board, shall be the Chairman or, if the Chairman is impeded, the Vice-Chairman.

Article 11

Amendments of the Articles of Incorporation

The Supervisory Board is empowered to adopt amendments of the Articles of Incorporation that concern only their wording, or that result from resolutions of the Shareholders' Meeting.

Article 12

Reimbursement of Expenses, Compensation

1. The members of the Supervisory Board shall be reimbursed for their necessary expenses.
2. The Shareholders' Meeting shall decide the amount of any compensation. The Shareholders' Meeting may decide the compensation for the entire term of office at the time of election of the Supervisory Board.

IV.

Shareholders' Meeting

Article 13

Place and Convocation, Notification of Agenda

1. The Shareholders' Meeting shall be held at the Company's headquarters, or in a major German city with a population of more than 200,000.

2. The Shareholders' Meeting shall be convoked by the Executive Board or by the Chairman of the Supervisory Board.
3. The Shareholders' Meeting shall be convoked in the manner provided by law, no less than 30 days before the last date for registration; the date of the notice and the last day for registration shall not be included in this time period.
4. The Executive Board is entitled, but not required, to release information on the Company's Web site before the Shareholders' Meeting. The information, if any, must be posted there no less than seven days before the start of the

Shareholders' Meeting, and must remain available until the end of the Shareholders' Meeting, as well as continuously at the Shareholders' Meeting.

Article 14

Participation in Shareholders' Meeting, Voting Rights

Those shareholders shall be entitled to participate in the Shareholders' Meeting and to exercise voting rights who have registered no less than six days before the Shareholders' Meeting with the Company or another entity named in the convocation notice, providing evidence of their holdings. The date of receipt of the registration is not to be included in this time period. The holdings must be documented by a confirmation in text form from the custodian institution; this documentation shall refer to the beginning of the twenty-first day before the Shareholders' Meeting.

Article 15

Chairing of the Meeting

1. The Shareholders' Meeting shall be chaired by the Chairman of the Supervisory Board, or if the Chairman is impeded, by the Vice-Chairman. If both the Chairman and Vice-Chairman are impeded, the Chairman of the meeting shall be elected by the Shareholders' Meeting.
2. The Chairman shall lead the meeting. The Chairman shall decide the sequence in which matters on the agenda are to be addressed, and the nature and sequence of votes.

3. The Chairman may set time limits on shareholders' rights to speak and ask questions. The Chairman is in particular authorized to establish an appropriate time frame for the entire course of the Shareholders' Meeting, for individual agenda items, and for individual remarks and questions, at the beginning of the Shareholders' Meeting or during the course thereof.

Article 16

Resolutions

1. Voting rights are to be exercised in accordance with the number of no-par shares held. Voting rights shall commence upon payment of the minimum contribution required by law.
2. Resolutions of the Shareholders' Meeting are adopted by simple majority of the shares present and enfranchised to vote, except where a different majority is mandatorily required by these Articles of Incorporation or by law. In the event of a tie, except in elections, a motion shall fail.
3. In the case of elections, if the first round of voting does not result in a simple majority, a run-off election shall be held between the persons who have received the highest numbers of votes.
4. A resolution to liquidate the Company shall be subject to an 80 percent majority of the total share capital enfranchised to vote, irrespective of attendance at the Shareholders' Meeting.

Article 17

Annual Financial Statements and Annual Shareholders' Meeting

1. During the first three months of each fiscal year, the Executive Board shall prepare the annual financial statements and management report for the previous fiscal year, and, if required by law, submit them to the independent auditor. The annual financial statements, the management report, the audit report and the proposal for the allocation of distributable profit shall be presented to the Supervisory Board immediately after receipt of the audit report.

2. Upon receipt of the report of the Supervisory Board on the results of its audit, the Executive Board must immediately convoke the Annual Shareholders' Meeting, which must take place within the first eight months of each fiscal year. That meeting shall decide on the ratification of the acts of the Executive Board and Supervisory Board, and on the allocation of the distributable profit, and shall elect the independent auditor.
3. If the Executive Board and Supervisory Board adopt the annual financial statements, they may allocate amounts up to one-half of the profit for the period to other retained earnings. They are moreover authorized to allocate up to an additional one-quarter of the profit for the period to other retained earnings, as long as the retained earnings do not exceed one-half of the share capital, or as long as they would not exceed one-half of the share capital after the allocation.
4. If the Shareholders' Meeting approves the annual financial statements, one-fifth of the profit for the period must be allocated to retained earnings until retained earnings attain the amount of the share capital.
5. In calculating the portions of the profit for the period to be allocated to retained earnings under Items 3 and 4, allocations to the statutory reserve and loss carry-forwards must be deducted in advance.
6. The Shareholders' meeting shall decide the allocation of the distributable profit resulting from the adopted annual financial statements. It may allocate additional portions of the distributable profit to retained earnings, or may also carry the profit forward to the new period, or may distribute it among the shareholders.

- End of Articles of Incorporation -

The foregoing photocopy conforms to the submitted original.

Munich, December 27, 2010

[seal]

[signature]

Konrad Lautner,

Notary