

Invitation to the 2011 Annual General Meeting of Ascom Holding AG

Berne, March 2011

Dear Shareholder

We have pleasure in inviting you to the Annual General Meeting of Ascom Holding AG for the financial year 2010, to be held on

**Wednesday, 13 April 2011, at 15:30 at the BEA bern expo Convention Center,
Mingerstrasse 6, Berne**

Agenda

**1. 2010 Annual Report and Financial Statements of Ascom Holding AG,
Report of the Statutory Auditors**

Proposal of the Board of Directors:

That the 2010 Annual Report and Financial Statements be approved.

2. 2010 Consolidated Financial Statements, Report of the Group Auditors

Proposal of the Board of Directors:

That the 2010 Consolidated Financial Statements be approved.

	in CHFm
Revenue	571.2
EBITDA	68.4
EBIT	48.4
Net profit	32.5

3. Remuneration Report: consultative vote

Proposal of the Board of Directors:

That the 2010 Remuneration Report be approved.

4. Reporting of the "reserves from capital contribution" in the balance sheet

Proposal of the Board of Directors:

Due to the new principle of capital contribution

- a) The "special reserves from capital increase" in the amount of CHF 6,188,000 as of 31 December 2010 shall be allocated to the general legal reserve.
- b) The "reserve for own shares" in the amount of CHF 15,688,000 as of 31 December 2010 shall be reported under the subaccount "reserve for own shares from reserves from capital contribution".

5. Appropriation of Retained Earnings of Ascom Holding AG for 2010

Proposal of the Board of Directors:

	in CHF
Retained earnings from previous year	75,875,244
Net profit 2010	274,781,802
Retained earnings	350,657,046
Distribution of a dividend of 50% on share capital totaling CHF 18,000,000	9,000,000
Allocation to reserves for own shares	15,687,563
Balance to be carried forward	325,969,483

6. Discharge from liability of the Board of Directors

Proposal of the Board of Directors:

That the Board of Directors be discharged from liability.

7. Elections

7.1 Board of Directors

Proposal of the Board of Directors:

That the following members be re-elected:

- Juhani Anttila
- Dr. J.T. Bergqvist
- Kenth-Ake Jönsson
- Paul E. Otth
- Andreas Umbach

for a term of one year, i.e. until the 2012 Annual General Meeting.

7.2 Statutory Auditors and Group Auditors

Proposal of the Board of Directors:

That PricewaterhouseCoopers Ltd. be elected for a further year.

8. Miscellaneous

Documents

The Annual Report (incl. Remuneration Report) and the Financial Statements (incl. Consolidated Financial Statements) as well as the Report of the Statutory Auditors are available for inspection at the company's registered office. The Annual Report will be sent to shareholders upon request.

Proxy Form

Along with this invitation, you have received a reply form for ordering the admission ticket required to attend the meeting or for appointing a proxy to:

- a) *another shareholder* (use proxy form or back of admission ticket request)
- b) *our company*
If you sign the proxy form (using the reply form or the back of the admission ticket request) and return it to our company without voting instructions, your vote will be cast in favor of the proposals of the Board of Directors (representative: Dr. Daniel Lack, General Secretary).
- c) *the independent proxy*
Under Article 689c of the Swiss Code of Obligations, you may authorize Mr Franz Müller, Attorney and Notary, Herrengasse 22, Postbox 663, 3000 Berne 7, to act as your proxy (use reply form or back of admission ticket request). Mr Müller will vote in accordance with your instructions (please use the reverse side of the reply form or the admission ticket request). In the absence of instructions, Mr Müller will vote in favor of the proposals of the Board of Directors. This will also apply should amendments or additions to proposals be made at the AGM. You should send the reply form giving written voting instructions by 5 April 2011 at the latest.

Proxy holders of deposited shares under Article 689d of the Swiss Code of Obligations are requested to notify the company regarding the number and nominal value of shares held by them as soon as possible but by 13 April 2011 at 15:00 at the latest, upon admission to the meeting. Institutions subject to the Swiss Banking Law and commercial asset managers shall qualify as proxy holders of deposited shares.

The shareholders' ledger will be closed on 5 April 2011. Shareholders who sell their shares after this date will no longer be entitled to vote at the Annual General Meeting.


Practical Information

After the Annual General Meeting, you are cordially invited to attend a reception at the BEA bern expo Center.

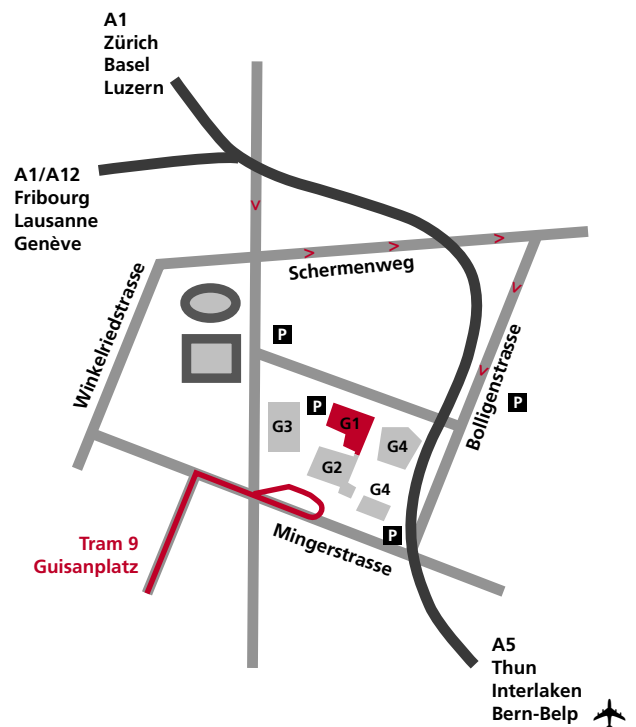
You can reach the BEA bern expo Center by taking tram line 9 from the main station to the terminus at "Guisanplatz". Parking spaces are also available on site, subject to payment of a charge.

Ascom Holding AG

On behalf of the Board of Directors



Juhani Anttila



Enclosures

Reply form and order form for the 2010 Annual Report
Return envelope addressed