



Articles of Incorporation

Ascom Holding AG

21 April 2010

I. Name, Domicile and Purpose

Article 1 A company limited by shares and with legal domicile in Berne is registered under the name of

Ascom Holding AG
Ascom Holding SA
Ascom Holding Ltd.

Article 2 ¹ The purpose of the Company is to participate in Swiss and foreign companies as well as to manage and to finance such companies.

² The Company may acquire, mortgage or sell real estate in Switzerland and abroad.

³ The Company may operate all types of business which are appropriate to the Company's purpose.

II. Share Capital

Article 3 ¹ The share capital amounts to CHF 18,000,000 divided into 36,000,000 registered shares with a nominal value of CHF 0.50 each.

² The shares are fully paid up.

³ The registered shares may at any time be converted into bearer shares and the bearer shares into registered shares by resolution of the General Meeting.

Article 3a ¹ The Board of Directors is authorized at any time until 15 April 2011, to increase the Company's share capital by no more than CHF 3,600,000, by issuing up to 7,200,000 registered shares with a par value of CHF 0.50 per share, to be fully paid up. Increases by firm underwriting as well as partial increases are permissible. Registered shares are subject to the restriction on registration set out in Article 4 Section 4 of the Articles of Incorporation.

² New registered shares shall be issued subject to conditions to be laid down by the Board of Directors. The issue price, type of contribution, conditions governing the exercising of subscription rights and the date of dividend entitlement shall be determined by the Board of Directors.

³ The new registered shares are intended for placement with existing shareholders. However, the Board of Directors is authorized to exclude the preferential subscription rights of shareholders in favor of third parties if the new shares are used for the acquisition of companies, segments of companies or participations, or in the event of share placement with a view to financing such transactions and corporate investment projects. Preferential subscription rights may also be excluded in the event that shares are issued to acquire participations in strategic partners or in the case of employee share ownership programs. Shares for which subscription rights have been granted but not exercised shall remain at the disposal of the Board of Directors, which shall use them in the interests of the Company.

⁴ The subscription and acquisition of the new registered shares, as well as any subsequent transfer of such shares, shall moreover be governed by the provisions of these Articles of Incorporation.

Article 4

¹ Only persons with valid entries in share ledger are recognised by the Company as shareholders or usufructuaries.

² A share ledger shall be maintained for the registered shares. The name and address of the holders and usufructuaries of registered shares are entered in this share ledger. The Company must be notified of any changes to these details.

³ Registration in the share ledger requires sufficient proof of acquisition of title to the share or reasons for usufruct.

⁴ Those acquiring registered shares shall upon application be registered in the share ledger as shareholder with voting rights upon their express declaration that they acquired these registered shares in their own name and on their own account. If the

acquirer is not prepared to make such a declaration the Board of Directors may refuse to register the acquirer as a shareholder with voting rights.

⁵ The Company is empowered to strike entries from the share ledger if, after consulting the parties involved, it determines that such entries have been made based on false information on the part of the acquirer. The acquirer must be advised that his or her entry has been struck off.

Article 5

¹ Subject to the paragraphs that follow, the company's shares shall be issued as uncertificated securities (in the sense of the Swiss Code of Obligations) and managed as intermediated securities (in the sense of the Swiss Intermediated Securities Act).

² Instructions relating to intermediated securities, including the provision of collateral, may only be effected in accordance with the provisions of the Swiss Intermediated Securities Act. If uncertificated shares are transferred by assignment, notice of this assignment must be given to the company in order for it to be valid.

³ Provided that a shareholder is entered in the share register, he or she may request that the company issue a statement in respect of his or her shares at any time. However, the shareholder shall not have any entitlement to the printing and issue of certificates or to the conversion of shares issued in a particular form into another form. On the other hand, the company may, at any time, print and issue share certificates (individual share certificates, global share certificates or other certificates) or convert uncertificated securities and certificates into another form.

⁴ The company may withdraw shares that are in the form of intermediated securities from the custody system.

⁵ With the shareholder's consent, issued share certificates that are delivered to the company may be cancelled without replacement.

Article 6 Should the share capital be increased, every shareholder is entitled to a proportion of the new shares equivalent to his current holding, provided the decision of the General Meeting in respect of a capital increase does not nullify this preferential right for valid reasons. In particular, the takeover of companies, parts of companies or holdings as well as employee holdings constitute valid reasons. No-one must be improperly favoured or disadvantaged by such nullification of this preferential right.

III. Organisation of the Company

Article 7 The governing bodies of the Company are:

- A) the General Meeting
- B) the Board of Directors
- C) the Auditors

A) The General Meeting

Article 8 The General Meeting is the supreme governing body of the Company and has the following non-transferable powers:

- a) To adopt and amend the Articles of Incorporation
- b) To elect the members of the Board of Directors, the auditors and the group controller
- c) To approve the annual report and the accounts of the group
- d) To approve the annual accounts and to pass resolutions on the appropriation of retained earnings, in particular with regard to dividends
- e) To discharge the members of the Board of Directors
- f) To pass resolutions concerning all matters which are by law or the Articles of Incorporation reserved to the authority of the General Meeting.

Article 9 ¹ The General Meeting shall be convened by the Board of Directors or, if necessary, by the auditors.

² The General Meeting must be convened by way of a once-only announcement published in the publication organ of the Company at least 20 days before the date of the meeting as well as a letter sent to shareholders.

³ Shareholders representing shares with a nominal value of CHF 100,000 shall be entitled to demand an item to be placed on the agenda. The relevant application must be submitted to the Board of Directors at least 45 days prior to the date of the General Meeting. The invitation to submit proposals for agenda items shall take the form of a once-only publication in the Company's publication organ.

Article 10 ¹ The General Meeting shall be presided over by the Chairman or another member of the Board of Directors.

² The presiding officer must designate a secretary to take the minutes and vote counters who need not all be shareholders.

³ The minutes of the General Meeting must be signed by the presiding officer and the secretary of the General Meeting. The minutes shall at least record:

- 1) The number, nominal value and category of shares represented by the organs, by independent representatives and by proxies for deposited shares
- 2) The decisions and results of votes
- 3) The requests for information and the responses to these requests
- 4) Statements by the shareholders concerning the minutes

⁴ The shareholders are entitled to inspect the minutes.

Article 11 ¹ One share entitles the holder to one vote at the General Meeting.

² Each shareholder may be represented at the General Meeting by another shareholder who has received written authorisation to vote and is registered in the share ledger as a shareholder with voting rights.

³ Sole proprietor companies, partnerships and legal entities may be represented by persons with written authorisation to act on their behalf. Individuals may be represented by their legal representatives and married persons may be represented by their spouses even if such representatives are not shareholders.

⁴ The Board of Directors enacts the necessary directives and procedures (such as electronic data registration) for determining voting rights as well as for determining the results of votes and elections.

Article 12 ¹ The General Meeting is capable of passing resolutions regardless of the number of represented shares.

² Unless the law or the Articles of Incorporation require otherwise, the General Meeting shall pass resolutions and elections with an absolute majority of the valid votes cast. Elections shall be decided by a relative majority in a second ballot.

³ In the event of a tie, the presiding officer of the General Meeting has the casting vote.

⁴ The Board of Directors shall define the voting procedure. Shareholders who represent registered shares with a nominal value of CHF 100,000 may request a secret ballot.

B) The Board of Directors

Article 13 The Board of Directors consists of one or more members elected by the General Meeting for a term of office of one year. The members of the Board of Directors may be re-elected. The time from one ordinary General Meeting to the next is regarded as one year.

Article 14 The Board of Directors appoints its Chairman and its secretary. The secretary needs not be a member of the Board of Directors.

Article 15 The Board of Directors may be convened by its Chairman as and when business requires or when one or more members so require in writing, stating their reasons.

Article 16 ¹ The Board of Directors attends to all matters which are not delegated to the General Meeting by law or the Articles of Incorporation.

² The Board of Directors manages the Company unless it has delegated such management to others.

³ The Board of Directors appoints the individuals who have the signatory power to represent the Company and determines the extent of such signatory power.

Article 17 ¹ The Board of Directors performs the following non-delegable and inalienable duties:

- a) The ultimate direction of the business of the Company and issuing the necessary directives
- b) Defining the Company organisation
- c) Defining the accounting system, financial controls and financial planning
- d) The appointment and removal of persons entrusted with management and representation of the Company and the regulation of signatory powers
- e) The ultimate supervision of persons entrusted with management of the Company, specifically in view of their compliance with the law, the Articles of Incorporation, regulations and directives
- f) Preparation of business reports and the General Meeting and implementing resolutions passed by the General Meeting
- g) Notifying the judiciary in the event of over-indebtedness

² The Board of Directors may delegate the preparation and implementation of its resolutions or the supervision of certain business transactions to committees or individual members and must ensure an adequate system of reporting to its members.

Article 18 ¹ The Board of Directors may delegate the management of the Company's business in whole or in part and the representation of the Company within the limits of the law to individual members (delegates) or to third parties (directors) who need not be shareholders of the Company.

² The details of such delegation are to be determined in management regulations drawn up by the Board of Directors. The management regulations will also determine the signatory powers of the Board of Directors.

Article 19 ¹ The Board of Directors constitutes a quorum when the majority of its members are present. In the event of capital increases, such quorum is not required for decisions concerning definition of the capital increase, amendment of the Articles of Incorporation or the report on the capital increase.

² The adoption of resolutions by the Board of Directors requires a majority of the votes cast. In the event of a tie, the Chairman has the casting vote.

³ Resolutions may also be passed in writing by means of a proposal submitted by the Chairman to all board members and passed by majority vote.

⁴ The discussions and resolutions passed by the Board of Directors must be recorded in minutes. The minutes must be signed by the Chairman and the secretary.

C) The Auditors

Article 20 ¹ The General Meeting elects appropriately qualified auditors, in accordance with Article 727b of the Swiss Code of Obligations, as well as the group controller.

² The auditors are elected for a financial year and may be re-elected. The rights and obligations of the auditors are set down in Article 727 ff of the Swiss Code of Obligations.

IV. Closing of Accounts, Appropriate of Retained Earnings, Reserve Funds

Article 21 ¹ The Company's financial year is the calendar year.

² The General Meeting shall, at its own discretion, decide on the appropriation of retained earnings subject to the legal requirements.


V. Notices and Publication Organ

Article 22 Notices are announced in the Swiss Commercial Gazette, which is the Company's publication organ. The Board of Directors may also designate other publication organs.

These Articles of Incorporation shall enter into force immediately and replace the revised Articles of Incorporation dated 15 April 2009.

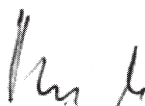
Resolution passed by the General Meeting on 21 April 2010.

Chairman
of the Board of Directors:



Juhani Anttila

Secretary
of the Board of Directors:



Daniel Lack

ascom

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