

# Invitation to the 2024 Annual General Meeting of Ascom Holding AG

Baar, March 2024

Dear Shareholder,

We are pleased to invite you to the Annual General Meeting of Ascom Holding AG for the financial year 2023, to be held on

**Tuesday, 16 April 2024, at 14:00 at the Theater Casino Zug,  
Artherstrasse 2–4, 6300 Zug**

## **AGENDA AND PROPOSALS**

### **1. 2023 Annual Report and Financial Statements of Ascom Holding AG, Report of the Statutory Auditors**

#### **Proposal of the Board of Directors:**

That the 2023 Annual Report and Financial Statements be approved.

#### ***Explanatory notes for agenda items 1 + 2:***

*Detailed information can be found in the Annual Report  
([www.ascom.com/investors/reports-and-presentations/](http://www.ascom.com/investors/reports-and-presentations/)).*

*Ascom generated a net revenue of CHF 297.3 million for fiscal year 2023 (2022: CHF 297.4 million), representing an increase of 5.5% at constant currencies and a flat development at actual currencies. The Group profit increased in 2023 to CHF 17.4 million (2022: CHF 11.0 million).*

*Ascom Holding AG as a company generated a profit of CHF 16.37 million depending on the income from shareholdings. However, the Group result is economically relevant.*

*The Statutory Auditors KPMG audited the 2023 Financial Statements and the Consolidated Financial Statements and recommend their approval.*

## 2. 2023 Consolidated Financial Statements, Report of the Statutory Auditors

### Proposal of the Board of Directors:

That the 2023 Consolidated Financial Statements be approved.

## 3. 2023 Remuneration Report, consultative vote

### Proposal of the Board of Directors:

That the 2023 Remuneration Report be approved.

#### **Explanatory notes:**

*As we did last year, we are putting the Remuneration Report before you for a consultative vote. The Remuneration Report as part of the Annual Report can be found on our website and provides you with comprehensive information on Ascom's compensation system and on the compensation paid in 2023.*

*The following gross compensation was paid out within the limits defined by the Annual General Meeting 2022:*

- *Board of Directors (6 members):*
  - CHF 700,000 for the period of office 2022/23
  - Approved frame: CHF 700,000
  
- *Executive Board (2 members):*
  - CHF 1,628,930 for financial year 2023
  - Approved frame: CHF 2,900,000

*(Further details can be found in the Annual Report [p. 79 - 99])*

## 4. 2023 Report on Non-Financial Matters, consultative vote

### Proposal of the Board of Directors:

That the 2023 Report on Non-Financial Matters (Sustainability Report) be approved.

#### **Explanatory notes:**

*With the introduction of Art. 964a of the Swiss Code of Obligations, Ascom is obliged to prepare a report on Non-Financial Matters from the 2023 financial year onwards. We are submitting this report to you for a consultative vote. The report is part of the Annual Report 2023 (p. 16 – 53) and can be found on our website as a separate document ([www.ascom.com/about-us/sustainability/](http://www.ascom.com/about-us/sustainability/)).*

## 5. Appropriation of Retained Earnings of Ascom Holding AG for 2023

### Proposal of the Board of Directors:

	in CHF 1,000
Retained earnings from previous year	338,490
Distribution of dividends 2023	(7,182)
Result for the period 2023	16,370
<b>Retained earnings at 31 December 2023</b>	<b>347,678</b>
Distribution of dividends 2024	(10,800)
<b>Balance to be carried forward</b>	<b>336,878</b>

#### **Explanatory notes:**

*In 2023, Ascom as a Group generated a net profit of CHF 17.4 million. The Board of Directors proposes to pay a dividend of CHF 0.30 per share, corresponding to a total payout of CHF 10.8 million.*

## 6. Discharge from liability of the members of the Board of Directors

### Proposal of the Board of Directors:

That all members of the Board of Directors be discharged from liability.

#### **Explanatory notes:**

*The discharge resolution is only valid for facts which were brought to the attention of the General Assembly and only towards the approving shareholders (Art. 758 of Swiss Code of Obligations).*

## 7. Elections

### **Explanatory notes:**

*Dr. Andreas Schönenberger is not standing for re-election at the Annual General Meeting 2024. The other five members of the Board of Directors present themselves for re-election for another term of one year. In addition, the Board of Directors proposes the election of Dr. Monika Krüsi. Dr. Monika Krüsi is an experienced board member with a strong track record.*

*All Board members as well as the proposed candidate are **independent** and have non-executive mandates for Ascom.*

*Moreover, the Board of Directors proposes that the current members Nicole Burth Tschudi and Laurent Dubois be re-elected and that Dr. Monika Krüsi be elected as members of the Compensation & Nomination Committee.*

*It is intended that Jürg Fedier will continue to chair the Audit Committee.*

### **7.1 Board of Directors**

#### **Proposal of the Board of Directors:**

Re-election (each separately) of

- a) Dr. Valentin Chapero Rueda
- b) Nicole Burth Tschudi
- c) Laurent Dubois
- d) Jürg Fedier
- e) Michael Reitermann

and election of

- f) Dr. Monika Krüsi

as members of the Board of Directors for the term of one year, i.e., until the completion of the 2025 Annual General Meeting.

### **7.2 Chairman of the Board of Directors**

#### **Proposal of the Board of Directors:**

That Dr. Valentin Chapero Rueda be re-elected as Chairman of the Board of Directors for the term of one year, i.e., until the completion of the 2025 Annual General Meeting.

### **7.3 Compensation & Nomination Committee**

#### **Proposal of the Board of Directors:**

That the following members be re-elected (each separately)

- a) Nicole Burth Tschudi
- b) Laurent Dubois

and that

- c) Dr. Monika Krüsi

be elected as members of the Compensation & Nomination Committee for the term of one year, i.e., until the completion of the 2025 Annual General Meeting.

## 7.4 Statutory Auditors

### **Proposal of the Board of Directors:**

That KPMG be re-elected as Statutory Auditors for a term of one year.

### ***Explanatory notes:***

*The Board of Directors proposes that KPMG be re-elected as auditors. KPMG is in charge since 2022 as Statutory Auditors of Ascom Holding AG.*

## 7.5 Independent Representative

### **Proposal of the Board of Directors:**

That Franz Müller, Attorney and Notary, Berne, be re-elected as Independent Representative for the term of one year, i.e., until the completion of the 2025 Annual General Meeting, and that Ill dasadvokaturbue-ro ag, Berne, be re-elected as his deputy.

### ***Explanatory notes:***

*The Independent Representative, Franz Müller, is standing for another term of office. We propose to re-elect as deputy the law firm Ill dasadvokaturbuero ag in Berne, of which Franz Müller is a partner. Both are independent and have no other mandates for Ascom.*

## 8. Approval of the maximum total amounts for future compensations

### 8.1 Board of Directors

#### **Proposal of the Board of Directors:**

That the maximum amount of gross compensations of CHF 700,000 for the Board of Directors for the period until the 2025 Annual General Meeting be approved (subject to additional mandatory employer contributions to governmental social insurances to the extent they constitute or increase pension benefits for the beneficiaries).

#### ***Explanatory notes:***

*We propose to you that the maximum total amount of gross compensation for the six members of the Board of Directors for the period of one year from the 2024 Annual General Meeting until the 2025 Annual General Meeting be set at CHF 700,000 (same as previous year). An ordinary member shall receive a fee of CHF 100,000 while the Chairperson shall receive CHF 200,000.*

## 8.2 Executive Board

### a) Fixed compensation

#### **Proposal of the Board of Directors:**

That the maximum amount of fixed gross compensations (including contributions to pension funds and other social benefits) of CHF 1,200,000 for the Executive Board (2 members) for the business year 2025 be approved (subject to additional mandatory employer contributions to governmental social insurances to the extent they constitute or increase pension benefits for the beneficiaries).

#### **Explanatory notes:**

*The compensation for the members of the Executive Board consists of three components: fixed compensation, short-term incentive (performance-related variable compensation), long-term incentive (attribution of Performance Stock Units).*

*The proposal for the fixed compensation (base salary including payments into the pension fund and other social benefits) includes the approval of a maximum total amount of CHF 1,200,000 for fiscal year 2025 (2024: CHF 1,200,000) including reserves. In addition, mandatory employer contributions to governmental social insurances (e.g., AHV) are to be additionally declared as compensation to the extent they constitute or increase pension benefits for the beneficiaries, which is generally not the case.*

### b) Variable compensation

#### **Proposal of the Board of Directors:**

That the maximum amount of performance-related variable gross compensations (short-term incentive) of CHF 1,200,000 for the Executive Board (2 members) for the business year 2025 be approved.

#### **Explanatory notes:**

*For the fiscal year 2025, too, variable gross compensation will be determined primarily by reference to quantitative targets (revenue, EBITDA), set for the year 2025 by the Board of Directors in December 2024 in line with the budget targets for 2025. The qualitative targets amount to a maximum of 20% of the total potential of the short-term incentive.*

*Provided that all performance-related targets are met, the CEO will receive variable compensation (short-term incentive) amounting to 80.4% of his base salary, and the CFO will receive a variable compensation amounting to 42.9% of his base salary. Based on the current employment contracts for the present Executive Board, this amounts to approximately CHF 540,000. If the predefined targets are exceeded, the variable compensation of the members of the Executive Board may double at most. In order to cover the maximum amount, we propose to you that a maximum total amount of CHF 1,200,000 be approved for the 2025 financial year (2024: CHF 1,200,000). The maximum amount (200% target achievement) can be reached only if the budget is exceeded by a wide margin, resulting in a substantial increase in value for shareholders.*

*(Please find more details in the Annual Report [p. 82 ff.]).*

### **c) Allocation of equity securities (long-term incentive)**

#### **Proposal of the Board of Directors:**

That the maximum amount of the value of allocation of equity securities (long-term incentive) of CHF 500,000 (fair value at grant following the relevant accounting standards) for the Executive Board (2 members) for the business year 2025 be approved.

#### **Explanatory notes:**

*To further recognize sustainable value creation for the Company and its shareholders, a long-term incentive was approved by the Board of Directors. The long-term incentive in the form of a PSU plan foresees annual issuance of Performance Stock Units ("PSUs"). One PSU represents the conditional right to receive after the expiry of a period of three years a fraction between 0% and 200% of an Ascom share, based on the fulfillment of the predefined performance target.*

*The performance target is represented by the three-year relative Total Shareholder Return ("TSR") measured against the Swiss Performance Index Extra ("SPI EXTRA") and expressed as a percentage point in difference.*

*The award forfeits fully or partly if employment ceased before the vesting date. Furthermore, the PSU plan is subject to malus and claw back provisions. The respective plan rules provide the Board of Directors with absolute discretion to recoup (or cause the forfeiture if not yet vested or awarded) fully or partly any award under the restated financial result and/or for reasons linked to an individual's behavior.*

*According to his contract, the CEO has a target grant level amounting to CHF 300,000 (fair value at grant following the relevant accounting standards in accordance with Article 20b Sector 4 of the Articles of Association) equaling 60% of his base salary. Depending on the target achievement, the CEO receives after the expiry of the three-year vesting period a share allocation between 0% and 200% per PSU. The maximum amount (200% achievement) based on a significant overachievement of all performance targets amounts to 120% of his base salary (not considering share price movements). The maximum amount can only be achieved if substantial added value will be created for shareholders in parallel.*

*The CFO was awarded PSUs with a fair value at grant of CHF 144,000 in 2023.*

*The Board of Directors proposes that a total amount of a maximum of CHF 500,000 be approved for the business year 2025 for the long-term incentive (allocation of equity securities) (2024: CHF 500,000) to the members of the Executive Board following the relevant accounting standards (fair value at grant).*

*(Please find more details in the Annual Report [p. 84/85]).*

## DOCUMENTS

The Annual Report (incl. Remuneration Report and Sustainability Report) and the Financial Statements (incl. Consolidated Financial Statements) as well as the Report of the Statutory Auditors are available from the Company. The complete 2023 Annual Report is available in English and can be downloaded at the website [www.ascom.com/investors/reports-and-presentations/](http://www.ascom.com/investors/reports-and-presentations/). In addition, the Sustainability Report (in English) is also available as a separate document at [www.ascom.com/about-us/sustainability/](http://www.ascom.com/about-us/sustainability/).

## ADMISSION TICKETS

Entry cards and voting materials are delivered together with the invitation documents. Persons registered with the right to vote in the Company's shareholders' ledger on 8 April 2024 are entitled to vote.

## PROXY FORM

You may appoint a proxy at the Annual General Meeting by giving power of attorney and instructions as follows with the enclosed form:

### **a) to a third person**

### **b) to the Independent Representative**

Under Article 689c of the Swiss Code of Obligations, you may authorize Mr. Franz Müller, Attorney and Notary, Herrengasse 22, Postbox, 3001 Berne, to act as your proxy. Mr. Müller will vote in accordance with your instructions. Please use the reverse side of the reply form for this purpose. You should return the reply form giving written voting instructions by 12 April 2024 at the latest.

Alternatively, you may register on the shareholder platform of Nimbus and give your instructions online ([ascom.shapp.ch](http://ascom.shapp.ch)).

The shareholders' ledger will be closed on 8 April 2024. 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 Theater Casino Zug.

You can reach the Theater Casino Zug from the bus station “Zug Bahnhofplatz” by taking bus line 605 (direction to Oberwil to the stop at “Theater Casino”) or from the bus station “Metalli West/Bahnhof” by taking bus line 603 (direction Schönegg to the stop at “Bibliothek”). The two car parks Altstadt-Casino and Frauensteinmatt are available nearby, subject to payment of a charge. There is no on-site parking at the Theater Casino.

Ascom Holding AG

On behalf of the Board of Directors



Dr. Valentin Chapero Rueda

### Enclosures

- Letter of invitation
- Entrance and Voting Card
- Reply form (for registration and proxy)
- Reply envelope

