

Invitation to the 2009 Annual General Meeting of Ascom Holding AG

Berne, March 2009

Dear Shareholder

We have pleasure in inviting you to the Annual General Meeting of Ascom Holding Ltd. for the financial year 2008, to be held on

**Wednesday, 15 April 2009, at 3:30 pm at the BEA bern expo Convention Centre,
Mingerstrasse 6, 3014 Berne.**

Agenda

1. 2008 Annual Report (incl. remuneration report) and Financial Statements of Ascom Holding AG, Report of the Statutory Auditors

Proposal of the Board of Directors:

That the 2008 Annual Report (incl. remuneration report) and Financial Statements be approved.

2. 2008 Consolidated Financial Statements, Report of the Group Auditors

Proposal of the Board of Directors:

That the 2008 Consolidated Financial Statements be approved.

	in CHF m
Revenue	509.2
EBIT	44.0
Profit from continuing operations	32.7
Loss from discontinued operations	24.5
Group profit	8,2

3. Appropriation of Retained Earnings for 2008 of Ascom Holding AG

Proposal of the Board of Directors:

	in CHF
Retained earnings from previous year	73 338 554
Annual loss 2008	3 412 862
Retained earnings	69 925 692
 Balance carried forward	 69 925 692

4. Discharge from liability of the Board of Directors

Proposal of the Board of Directors:

That the Board of Directors be discharged from liability.

5. Creation of authorized capital

Proposal of the Board of Directors:

Creation of authorized capital in the nominal amount of CHF 3 600 000.

The Board of Directors accordingly proposes the following new provision to the Articles of Incorporation:

«Article 3a (new):

Section 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.

Section 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.

Section 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.

Section 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.”

6. Elections

6.1 Board of Directors

Proposal of the Board of Directors:

That the following members be re-elected:

- Juhani Anttila
- Dr J.T. Bergqvist
- Dr Wolfgang Kalsbach
- Paul E. Otth

that

- Kenth-Ake Jönsson be elected

for a term of one year, i.e. until the 2010 Annual General Meeting.

6.2 Statutory Auditors and Group Auditors

Proposal of the Board of Directors:

That PricewaterhouseCoopers Ltd. be elected for a further year.

7. 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-at-Law 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 to Mr Müller by 8 April 2009 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 15 April 2009 3:00 pm 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 8 April 2009. 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 Berne Expo Center.

You can reach the BEA Berne 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 Ltd.

For the Board of Directors



Juhani Anttila

Enclosures

Reply form and order form for the 2008 Annual Report

Return envelope addressed to Ascom Holding Ltd.

Return envelope addressed to the independent proxy

