

Invitation to the 2010 Annual General Meeting of Ascom Holding AG

Berne, March 2010

Dear Shareholder

We have pleasure in inviting you to the Annual General Meeting of Ascom Holding AG for the financial year 2009, to be held on

**Wednesday, 21 April 2010, at 15:30 at the BEA bern expo Convention Center,
Mingerstrasse 6, Berne**

Agenda

1. 2009 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 2009 Annual Report (incl. Remuneration Report) and Financial Statements be approved.

2. 2009 Consolidated Financial Statements, Report of the Group Auditors

Proposal of the Board of Directors:

That the 2009 Consolidated Financial Statements be approved.

	In CHFm
Revenue	537.2
EBITDA	49.8
EBIT	32.8
Group profit	24.4

3. Appropriation of Retained Earnings of Ascom Holding AG for 2009

Proposal of the Board of Directors:

	In CHF
Retained earnings from previous year	69,925,692
Annual profit 2009	5,949,552
Retained earnings	75,875,244
Balance carried forward	75,875,244

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. Amendment of the Articles of Incorporation

The Board of Directors proposes to adapt the Articles of Incorporation due to the enactment of the Swiss Federal Intermediated Securities Act.

Proposal of the Board of Directors:

Article 5 (amendment):

Section 1

Subject to the sections that follow, the Company's shares are issued as uncertificated securities (in terms of the Swiss Code of Obligations) and managed as intermediated securities (in terms of the Swiss Federal Intermediated Securities Act).

Section 2

Disposals relating to intermediated securities, including the provision of collateral, may only be effected in accordance with the provisions of the Swiss Federal Intermediated Securities Act. If uncertificated shares are transferred by assignment, the assignment must be notified to the Company to be valid.

Section 3

Provided that the shareholder is registered in the shareholders' register, the shareholder may request from the Company a statement of his shares at any time. However, the shareholder has no right to the printing and delivery 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 deliver share certificates (individual certificates, certificates or global certificates) or convert uncertificated securities and certificates into another form.

Section 4

The Company may withdraw shares that are in the form of intermediated securities from the custodian system.

Section 5

With the shareholders' consent, issued share certificates that are returned to the Company, may be cancelled without replacement.

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
- Kenth-Ake Jönsson
- Paul E. Otth

that

- Andreas Umbach be elected

for a term of one year, i.e. until the 2011 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 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 14 April 2010 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 21 April 2010 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 14 April 2010. 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.

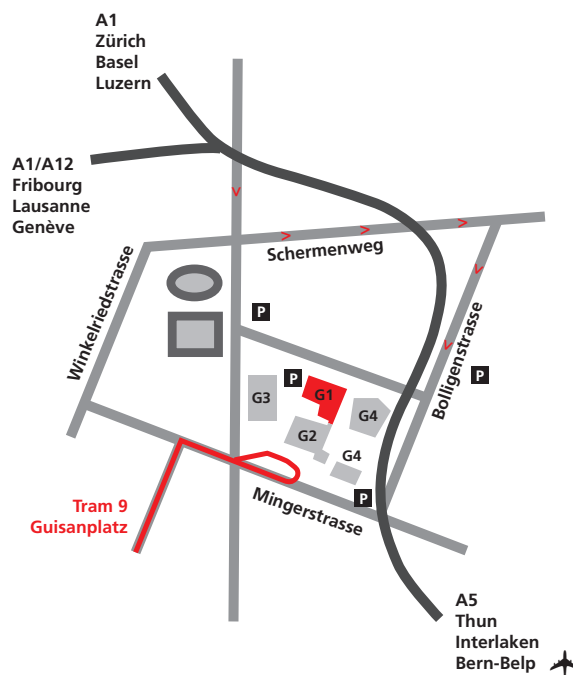
You can reach the BEA Bern Expo Convention Center by taking tram line 9 from the main station to the terminus at «Guisanplatz». Parking spaces are also available on site, subject to payment of a charge.

Ascom Holding AG

For the Board of Directors



Juhani Anttila



Enclosures

Reply form and order form for the 2009 Annual Report
Return envelope addressed