

# Invitation to the 2013 Annual General Meeting of Ascom Holding AG

Berne, March 2013

Dear Shareholder

We have pleasure in inviting you to the Annual General Meeting of Ascom Holding AG for the financial year 2012, to be held on

**Wednesday, 10 April 2013, at 15:00 at the BERNEXPO Convention Center,  
Mingerstrasse 6, Berne**

## Agenda

**1. 2012 Annual Report and Financial Statements of Ascom Holding AG,  
Report of the Statutory Auditors**

*Proposal of the Board of Directors:*

That the 2012 Annual Report and Financial Statements be approved.

**2. 2012 Consolidated Financial Statements, Report of the Statutory Auditors**

*Proposal of the Board of Directors:*

That the 2012 Consolidated Financial Statements be approved.

	in CHFm
Revenue	449.8
EBITDA	45.9
<b>Group profit 2012</b>	<b>20.9</b>

**3. 2012 Remuneration Report: consultative vote**

*Proposal of the Board of Directors:*

That the 2012 Remuneration Report be approved.

#### **4. Appropriation of Retained Earnings and Appropriation of Reserves from Capital Contribution of Ascom Holding AG 2012**

##### **4.1 Appropriation of Retained Earnings 2012**

*Proposal of the Board of Directors:*

	in CHF
Retained earnings from previous year	331,957,128
Allocation to reserves for own shares	-402,810
Net profit 2012	23,215,834
<b>Retained earnings at 31.12.2012</b>	<b>354,770,152</b>
Balance to be carried forward	354,770,152

##### **4.2 Appropriation of Reserves from Capital Contribution 2012 (Distribution of Reserves from Capital Contribution)**

*Proposal of the Board of Directors:*

	in CHF
Distributable reserves from capital contribution from previous year	21,876,217
Distribution of reserves from capital contribution	-8,645,161
<b>Distributable reserves from capital contribution at 31.12.2012</b>	<b>13,231,056</b>
Distribution of CHF 0.35 per share entitled to dividends	-12,600,000
Balance to be carried forward	631,056

#### **5. Discharge from Liability of the Board of Directors**

*Proposal of the Board of Directors:*

That the Board of Directors be discharged from liability.

#### **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
- Andreas V. Umbach

that

- Mrs Cornelia Gehrig be elected

for a term of one year, i.e. until the 2014 Annual General Meeting.

##### **6.2 Statutory Auditors**

*Proposal of the Board of Directors:*

That the 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 complete 2012 Annual Report is available in English and can be downloaded at the website [www.ascom.com/report-en](http://www.ascom.com/report-en).

## 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 3 April 2013 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 10 April 2013 at 14:30 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 2 April 2013. Shareholders who sell their shares after this date will no longer be entitled to vote at the Annual General Meeting.

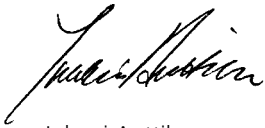
## Practical Information

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

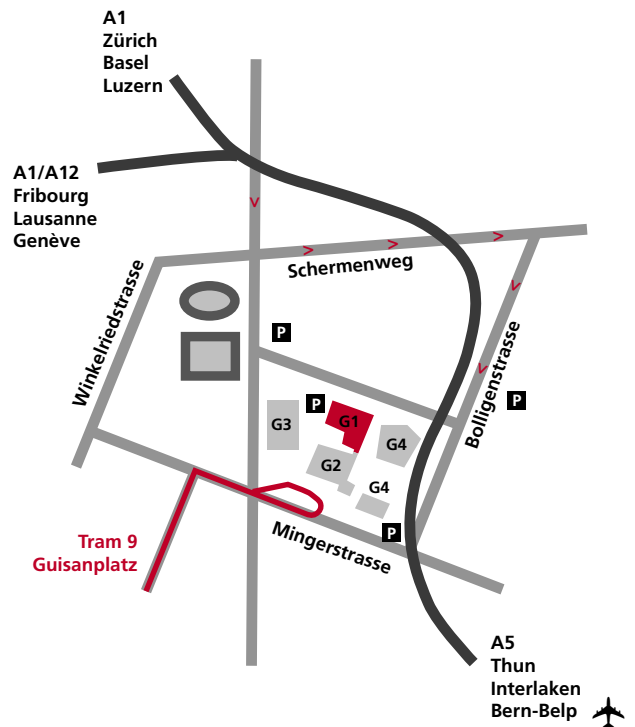
You can reach the BERNEXPO Center by taking tram line 9 from the main station to the stop at "Guisanplatz Expo". Parking spaces are also available on site, subject to payment of a charge.

Ascom Holding AG

On behalf of the Board of Directors



Juhani Anttila



## Enclosures

Reply form and return envelope addressed