

ascom

Invitation

Annual General Meeting
2025



Highlights

286.7_m

Net revenue in CHF

307.4_m

Incoming orders in CHF

Shareholder return

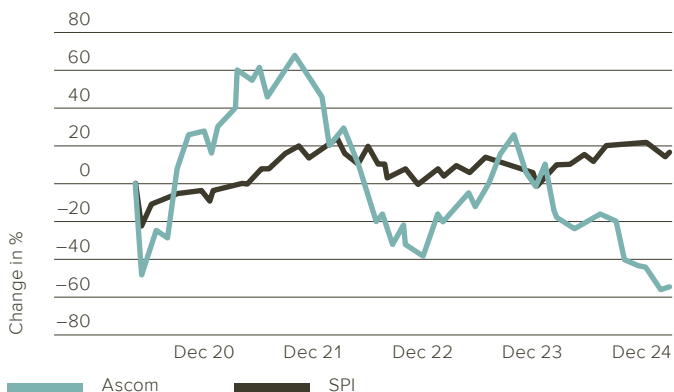
	2024 ¹	2023	2022	2021	2020
Dividend (CHF per share)	0.10	0.30	0.20	0.20	–
Average annual share price (CHF)	6.50	9.61	8.22	14.46	9.75
Dividend yield (%)	1.5%	3.1%	2.4%	1.4%	N/A

¹ Proposal to the Annual General Meeting.

Share information

	2024	2023
Share price at 31.12. in CHF	4.16	8.22
Market capitalization at 31.12. in CHFm	149.8	295.9
Nominal value per share in CHF	0.50	0.50

Share price performance from 2020 to 2024



Letter to Shareholders

Dear Shareholders

2024 was a difficult year for Ascom due to a challenging market environment and more cautious customer spending behavior than anticipated. These developments resulted in project delays, especially in the last quarter of 2024. The overall disappointing revenue generation in combination with higher investments led to an unsatisfactory financial result for the Company. Nevertheless, Ascom continues to have a sound balance sheet, with a solid equity ratio and net cash position.

The financial results for 2024 can be summarized as follows:

- Net revenue of CHF 286.7 million (2023: CHF 297.3 million), reflecting a decline of 1.6% at constant currencies and of 3.6% at actual currencies
- EBITDA of CHF 21.3 million (2023: CHF 30.1 million) with an EBITDA margin of 7.4% (2023: 10.1%) due to lower revenue and higher investments
- Group profit of CHF 3.7 million (2023: CHF 17.4 million) with earnings per share of CHF 0.10 (2023: CHF 0.48) also due to higher depreciation and amortization
- Net cash position of CHF 18.6 million (2023: CHF 24.7 million) with an equity ratio of 39.2% (2023: 39.9%)

Continued investments to accelerate strategy execution

In 2024, Ascom kept its focus on accelerating the execution of the strategy to become the key enabling platform for critical communication and collaboration in the Healthcare as well as in the Enterprise sector.

Ascom solutions address key customer needs, such as enabling:

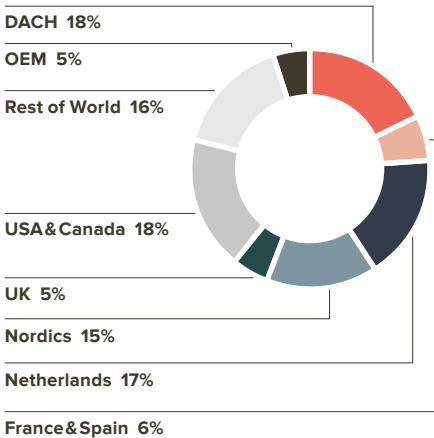
- The mobile (digital) way of working for caregivers and medical staff
- Alarm management and workflow orchestration in real time
- Patient-centric care and monitoring
- Operational and logistical workflows

Our move to converged platforms will simplify our offering and improve our operational efficiency. More importantly, it will create significant value for customers by improving the user experience, simplifying processes, and reducing costs.

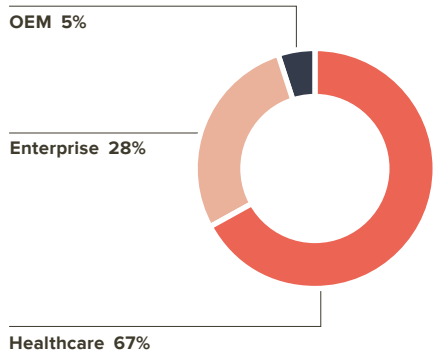
In addition, Ascom made considerable progress in the integration of our different software platforms on one single platform and software stack during 2024. The convergence of the Nurse Call Systems has progressed well too and is anticipated to be completed in 2025.

Another major milestone in 2024 was the launch of Ascom's first cloud-based solution: SaaS Staff Safety (Software as a Service) provides a comprehensive, reliable, and secure solution for employees to raise alarms quickly while ensuring swift and accurate responses, also detecting potential safety issues that could occur with employees in lone worker situations.

Revenue by region



Revenue by segment



Moreover, Ascom continued its lead position in Mobility with a market share of over 40% of the global DECT market, and a clear position in selected verticals (such as secure establishments, energy, industry, and retail), for which DECT technology remains the most reliable and cost-effective solution. We added the Myco 4 DECT solution to our portfolio in 2024, which is a unique Ascom offering in the market.

Operational excellence and margin enhancement remain a key topic

Cost efficiency remains a focus topic in the years to come as we envisage to further streamline our operations, reduce complexity, and enhance customer experience with our new, cloud-based solutions. In order to improve operational excellence, we are constantly working on improving processes while reducing our cost base.

Further improvement of Corporate Governance

The Board of Directors initiated several actions to further improve our Corporate Governance and address shareholder concerns such as:

- External compensation benchmark study with an adjusted peer group
- Introduction of a Share Ownership Guideline with minimum shareholding requirements both for the members of the Board of Directors and the Executive Board
- Adjustment of the incentive system for the Executive Board
- Full transparency of target achievement of the Executive Board in the Remuneration Report
- Reduction of Board fees by 20% as of the General Meeting 2025

Outlook for 2025

Looking ahead to the 2025 financial year, we are confident to develop Ascom successfully, benefiting also from the investments of the last years. We are committed to fostering superior customer experience and to delivering sustainable profitable growth.

For the fiscal year 2025, Ascom targets low single-digit revenue growth at constant currencies and aims to achieve an EBITDA margin of 9–10%.

A word of thanks

2024 has been a difficult year for Ascom and has demanded a great effort from the whole Company. The Board of Directors would like to thank all our employees and management teams worldwide for their strong dedication and hard work. We also like to thank our customers and business partners for the constructive collaboration and ongoing loyalty to Ascom.

We acknowledge that our shareholders have shown great patience in 2024. However, we are convinced that Ascom has a lot of potential to be exploited going forward. We are therefore grateful for the continued trust of our valued shareholders and thank you for your support, and for your confidence in the future success of Ascom.

Sincerely,



Dr. Valentin Chapero Rueda
Chairman of the Board



Nicolas Vanden Abeele
CEO

Invitation to the 2025 Annual General Meeting of Ascom Holding AG

Baar, March 2025

Dear Shareholder

We are pleased to invite you to the Annual General Meeting of Ascom Holding AG for the financial year 2024, to be held on

**Wednesday, 16 April 2025, at 14:00 at the Theater Casino Zug,
Artherstrasse 2–4, 6300 Zug**

AGENDA AND PROPOSALS

1. 2024 Annual Report and Financial Statements of Ascom Holding AG, Report of the Statutory Auditors

Proposal of the Board of Directors:

That the 2024 Annual Report and Financial Statements be approved.

Explanatory notes for agenda items 1 and 2:

Ascom generated a net revenue of CHF 286.7 million for fiscal year 2024 (2023: CHF 297.3 million), representing a decrease of 3.6% at actual currencies and of 1.6% at constant currencies. The Group profit amounted in 2024 to CHF 3.7 million (previous year: CHF 17.4 million).

Ascom Holding AG as a company generated a profit of CHF 4.165 million depending on the income from shareholdings. However, the Group result is economically relevant.

The Statutory Auditors KPMG audited the 2024 Financial Statements and the Consolidated Financial Statements and recommend their approval.

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

2. 2024 Consolidated Financial Statements, Report of the Statutory Auditors

Proposal of the Board of Directors:

That the 2024 Consolidated Financial Statements be approved.

3. 2024 Remuneration Report, consultative vote

Proposal of the Board of Directors:

That the 2024 Remuneration Report be approved.

Explanatory notes:

We are putting the Remuneration Report before you for a consultative vote according to our Articles of Association. 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 2024.

The Board of Directors initiated several actions to further improve the Corporate Governance and address shareholder concerns such as:

- *External compensation benchmark study with an adjusted peer group*
- *Introduction of a Share Ownership Guideline with minimum shareholding requirements both for the members of the Board of Directors and the Executive Board*
- *Adjustment of the incentive system for the Executive Board*
- *Full transparency of target achievement of the Executive Board in the Remuneration Report*
- *Reduction of Board fees by 20% as of the General Meeting 2025*

4. 2024 Report on Non-Financial Matters, consultative vote

Proposal of the Board of Directors:

That the 2024 Report on Non-Financial Matters (Sustainability Report) be approved.

Explanatory notes:

According to Art. 964a of the Swiss Code of Obligations, the Report on Non-Financial Matters will be submitted to the shareholders for a consultative vote. The report is part of the Annual Report 2024 (p. 20–62) and can be found on our website as a separate document (www.ascom.com/about-us/sustainability/).

The Report on Non-Financial Matters has been further extended compared to the previous year and includes a comprehensive GHG balance sheet. Moreover, the TCFD Report (Task Force on Climate-related Financial Disclosures) according to the Ordinance on Climate Disclosures has been integrated for the first time.

5. Appropriation of Retained Earnings of Ascom Holding AG for 2024

	in CHF 1,000
Retained earnings from previous year	347,678
Distribution of dividends 2024	(10,774)
Result for the period 2024	4,165
Differences from disposal of treasury shares	(1)
Retained earnings at 31 December 2024	341,068
Distribution of dividends 2025	(3,600)
Balance to be carried forward	337,468

Proposal of the Board of Directors:

Payout of a dividend of CHF 0.10 per share, amounting to CHF 3.6 million.

Explanatory notes:

In 2024, Ascom as a Group generated a net profit of CHF 3.7 million, which was impacted by special effects. The net cash position amounts to CHF 18.6 million.

The Board of Directors proposes to pay out a dividend of CHF 0.10 per share, corresponding to a total payout of CHF 3.6 million.

Moreover, the Board of Directors announced on 12 March 2025 a share buyback program of up to 10% of the current share capital and a corresponding maximum buyback amount of CHF 15 million over the next 18 months for the purpose of a capital reduction.

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. Revision of the Articles of Association

7.1 Sustainability

Proposal of the Board of Directors:

Addition of art. 2 para. 4 to the Articles of Association to declare that the Company strives to create sustainable value.

7.2 Restriction of tenure

Proposal of the Board of Directors:

Introduction of a restriction of tenure of 12 years for members of the Board of Directors replacing at the same time the current age limit of 70 years (art. 13 para. 6 of the Articles of Association).

Explanations:

The Board of Directors proposes the following adaptations of the Articles of Association of Ascom Holding AG:

- *The purpose article of the Company shall be amended insofar that it is declared that the Company strives to create sustainable value. The proposed expansion of the Company's purpose is declaratory only, but underscores the value system of Ascom.*
- *A general restriction of tenure of 12 years for the members of the Board of Directors shall be introduced, what corresponds to common practice in many listed companies. The age limit of 70 years for members of the Board of Directors shall be abolished at the same time.*

8. Elections

Explanatory notes:

The current six members of the Board of Directors stand for re-election at the Annual General Meeting 2025 for another term of office of one year.

Dr. Valentin Chaperó Rueda, Chairman of the Board, stands for re-election for a last term of office and will step down as of the Annual General Meeting 2026.

All Board members are independent and have non-executive mandates for Ascom.

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

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

8.1 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) Dr. Monika Krüsi
- e) Michael Reitermann

as members of the Board of Directors for the term of one year, i.e., until the completion of the 2026 Annual General Meeting.

8.2 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 2026 Annual General Meeting.

8.3 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
- c) Dr. Monika Krüsi

as members of the Compensation & Nomination Committee for the term of one year, i.e., until the completion of the 2026 Annual General Meeting.

8.4 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 has been in charge since 2022 as Statutory Auditors of Ascom Holding AG.

8.5 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 2026 Annual General Meeting, and that Ill dasadvokaturbuero 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.

9. Approval of the maximum total amounts for future compensations

9.1 Board of Directors

Proposal of the Board of Directors:

That the maximum amount of gross compensations of CHF 560,000 for the Board of Directors for the period until the 2026 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:

The Board of Directors proposes to decrease the maximum total amount of gross compensation for the six members of the Board of Directors by 20% and to fix it at CHF 560,000 (previous year: CHF 700,000) for the term of office of one year until the Annual General Meeting 2026. An ordinary member of the Board of Directors shall receive a fee of CHF 80,000 while the Chairperson shall receive CHF 160,000.

9.2 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 2026 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 2026 (2025: 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 2026 be approved.

Explanatory notes:

For the fiscal year 2026, too, variable gross compensation will be determined only by reference to quantitative targets (revenue, EBITDA, NWC), set for the year 2026 by the Board of Directors in December 2025 in line with the budget targets for 2026. Individual targets are no longer part of the short-term incentive for members of the Executive Board.

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 her base salary. Based on the current employment contracts for the present Executive Board, this amounts to approximately CHF 551,000. 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 2026 financial year (2025: 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. 95/96]).

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 2026 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 art. 20b para. 4 of the Articles of Association) equaling 57.1% 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 114.2% 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 100,000 in 2024.

The Board of Directors proposes that a total amount of a maximum of CHF 500,000 be approved for the business year 2026 for the long-term incentive (allocation of equity securities) (2025: 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. 96/97]).

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 2024 Annual Report is available in English and can be downloaded at the website 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/.

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 2025 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 2025 at the latest.

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

The shareholders' ledger will be closed on 8 April 2025. 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 Walchwil Bahnhof to the stop at “Theater Casino”) or from the bus station “Metalli West/Bahnhof” by taking bus line 603 (direction Schöneegg 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

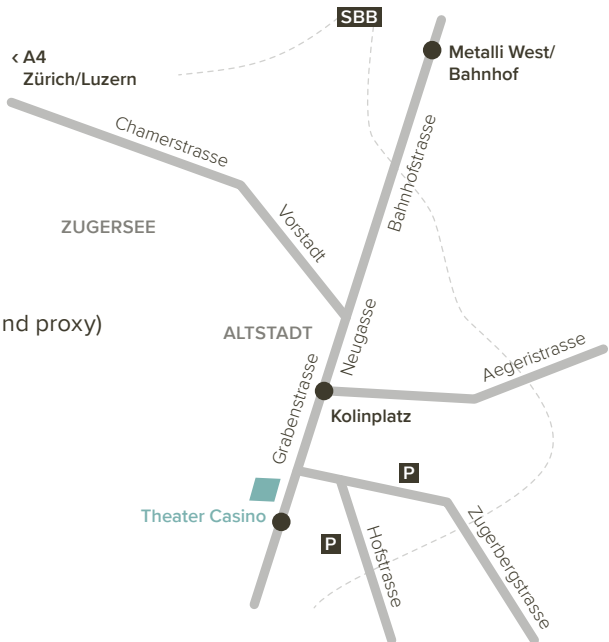
On behalf of the Board of Directors



Dr. Valentin Chapero Rueda

Enclosures

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



Articles of Association Ascom Holding AG

Proposal as of 16 April 2025

Note: Unofficial translation. The German version prevails.

Previously

I. NAME, REGISTERED OFFICE AND PURPOSE

Art. 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.

New

I. NAME, REGISTERED OFFICE AND PURPOSE

Art. 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.
- 4 In pursuing its purpose, the Company strives to create sustainable value.

III. ORGANIZATION OF THE COMPANY

B) Board of Directors

Art. 13

1 The Board of Directors consists of at least three and not more than seven members.

2 The General Meeting elects the members and the Chair of the Board of Directors individually.

3 The terms of office of the members of the Board of Directors as well as the term of office of the Chair of the Board of Directors shall end no later than at the closing of the ordinary General Meeting following their election. Re-election is permitted.

4 The majority of the members of the Board of Directors shall be independent members.

5 In the event that the position of the Chair is vacant, the Board of Directors appoints a new Chair for the remaining term of office.

6 The members of the Board of Directors retire from the Board of Directors at the General Meeting of the respective year when they complete their 70th year of age.

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4 The majority of the members of the Board of Directors shall be independent members.

5 In the event that the position of the Chair is vacant, the Board of Directors appoints a new Chair for the remaining term of office.

6 A member of the Board of Directors shall not serve on the Board of Directors for more than 12 years.

Previously

These Articles of Association shall enter into force immediately and replace the revised Articles of Association of 13 April 2022.

Resolution passed by the General Meeting on 18 April 2023.

Chair of the
Board of Directors

Secretary of the
Board of Directors

Dr. Valentin
Chapero Rueda

Dr. Daniel Lack

Ascom Holding AG
www.ascom.com

New

These Articles of Association shall enter into force immediately and replace the revised Articles of Association of 18 April 2023.

Resolution passed by the General Meeting on 16 April 2025.

Chair of the
Board of Directors

Secretary of the
Board of Directors

Dr. Valentin
Chapero Rueda

Dr. Daniel Lack

Ascom Holding AG
www.ascom.com

Summary of key financial data

CHFm	2024	2023	2022	2021	2020
Incoming orders	307.4	318.6	335.7	342.3	322.4
Order backlog ¹	301.5	276.4	276.5	256.1	215.6
Net revenue	286.7	297.3	297.4	291.5	281.0
EBITDA	21.3	30.1	23.9	28.7	24.9
EBITDA in % of net revenue	7.4	10.1	8.0	9.8	8.9
Earnings before interest and income tax (EBIT)	7.6	20.2	14.0	15.8	11.0
EBIT in % of net revenue	2.7	6.8	4.7	5.4	3.9
Personnel expenses	(152.7)	(149.4)	(144.1)	(137.6)	(137.6)
Depreciation, amortization and impairment ⁵	(13.7)	(9.9)	(9.9)	(12.9)	(13.9)
Group profit for the period	3.7	17.4	11.0	13.5	6.5
Net cash flow from operating activities	20.0	32.5	10.2	11.6	45.1
Capital expenditures on property, plant and equipment	4.4	4.5	3.1	2.5	1.8
Capital expenditures on intangible assets	11.1	11.7	10.3	9.2	8.9
Research and development expenditures ²	(27.6)	(28.9)	(29.2)	(29.8)	(31.4)
Balance sheet total ¹	189.9	197.2	201.8	194.7	203.1
Shareholders' equity ¹	74.4	78.7	73.4	80.0	71.1
Shareholders' equity in % of balance sheet total ¹	39.2	39.9	36.4	41.1	35.0
Net cash or (net debt) ^{1,3}	18.6	24.7	16.6	29.5	12.8
Gearing in % ⁴	–	–	13.6	–	26.7
Dividends paid/distribution of share premium	10.8	7.2	7.2	–	–
Number of employees (FTE) ¹	1,415	1,403	1,345	1,306	1,282

¹ At 31 December.

² Research and development costs excluding depreciation, amortization, impairment and capitalized costs.

³ Cash and cash equivalents less borrowings.

⁴ Borrowings/shareholders' equity.

⁵ Excludes depreciation, amortization and impairment from non-operating result.

Only the Annual Report is binding.

It can be obtained from the following link:

www.ascom.com/investors/reports-and-presentations/

PUBLISHING DETAILS

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Ascom is a global provider of ICT and mobile workflow solutions in the healthcare and enterprise sectors. Ascom's vision is a world where the right information moves people forward. Our mission is to put the right information in the right hands at the right time so that people can make the best possible decisions.

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