Invitation

to the 29th Annual General Shareholders' Meeting
on June 17th, 2014

Invitation

to the 29th Annual General Shareholders' Meeting of Sonova Holding AG

Dear Shareholders,

We cordially invite you to this year's Annual General Shareholders' Meeting, which will take place on:

Tuesday, June 17th, 2014,
at 3:30 p.m. (doors open at 2:30 p.m.)
at Hallenstadion Zurich,
Wallisellenstrasse 45, 8050 Zurich

This Annual General Shareholders' Meeting is exceptional: in addition to the usual agenda items you will, for the first time, be voting on additional items in accordance with the provisions of the Ordinance against Excessive Compensation at Public Corporations (the "Ordinance").

The Board of Directors has decided to implement this year the new rules required to be included in the Articles of Association by the Ordinance, even in those cases where the Ordinance provides for a longer transitional period. You will therefore be voting on numerous amendments to the Articles of Association, including the following:

- the compensation approval mechanism for members of the Board of Directors and the Management Board, and the principles for such compensation,
- the maximum number of permissible mandates outside the Sonova Group,
- the shareholder election of the Chairman of the Board of Directors, the members of the Nomination & Compensation Committee, and the Independent Proxy, and
- the prohibition of shareholder representation by the corporate proxy, or by proxies for deposited shares.

In addition, you will vote on the change in the voting standard for adoption of resolutions and for elections, from an absolute majority of the votes represented to a relative majority of the votes cast, and on some editorial modifications to the Articles of Association.

The Board of Directors has grouped the proposed amendments into two separate agenda items: one for the compensation-related topics and one for all other topics. For more information about these amendments, please refer to the explanation in the Annex at the end of this invitation.

Please find enclosed the official invitation, including the agenda and the motions of the Board of Directors. If you are unable to attend the Annual General Shareholders' Meeting in person, you can exercise your voting right through a third party or the Independent Proxy. You will find further information on organizational matters on the last two pages of this invitation.

We look forward to welcoming you at our Annual General Shareholders' Meeting.

Robert Spoerry
Chairman of the Board of Directors

Agenda

1. Financial Reporting, Advisory Vote on the Compensation Report 2013/14

1.1 Approval of the Annual Report, the Annual Consolidated Financial Statements of the Group, and the Annual Financial Statements of Sonova Holding AG for 2013/14; Acknowledgement of the Auditors' Reports

Motion: The Board of Directors proposes to approve the annual report, the annual consolidated financial statements of the Group, and the annual financial statements of Sonova Holding AG for 2013/14.

1.2 Advisory Vote on the Compensation Report 2013/14

Motion: The Board of Directors proposes to accept the compensation report for 2013/14 by a non-binding advisory vote.

2. Appropriation of Retained Earnings

Motion: The Board of Directors proposes to appropriate the retained earnings as follows:

Retained earnings	in CHF 1,000
Net profit for the year	258,231
Carried forward from the previous year	1,427,440
Allocation from reserves for treasury shares	1,537
Available earnings	**1,687,208**

Proposed appropriation	in CHF 1,000
Dividend for 2013/14, CHF 1.90 per share [1)]	127,610
Balance to be carried forward	**1,559,598**

If the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 1.90 per registered share for the financial year 2013/14, representing a net amount of CHF 1.235 per share after payment of the 35% Swiss withholding tax.

Payment of the dividend is expected to take place as of June 24th, 2014.

[1)] The total payout amount is subject to the number of shares issued on the last trading day with entitlement to receive dividend, i.e. June 18th, 2014. Treasury shares held by Sonova Holding AG and its subsidiaries are not entitled to dividends. The payout amount will be reduced accordingly.

3. Discharge of the Members of the Board of Directors and of the Management Board

Motion: The Board of Directors proposes to discharge the members of the Board of Directors and of the Management Board for the financial year 2013/14.

4. Elections

4.1 Re-election of the Board of Directors

Motion: All members of the Board of Directors stand for re-election. According to the new legal requirements, the Board of Directors proposes the individual re-election of each of the following members of the Board of Directors, each for a term of office until completion of the next Annual General Shareholders' Meeting:

4.1.1 Re-election of Robert F. Spoerry as member and election as Chairman of the Board of Directors
4.1.2 Re-election of Beat Hess as member of the Board of Directors
4.1.3 Re-election of Michael Jacobi as member of the Board of Directors
4.1.4 Re-election of Andy Rihs as member of the Board of Directors
4.1.5 Re-election of Anssi Vanjoki as member of the Board of Directors
4.1.6 Re-election of Ronald van der Vis as member of the Board of Directors
4.1.7 Re-election of Jinlong Wang as member of the Board of Directors
4.1.8 Re-election of John J. Zei as member of the Board of Directors

For detailed biographical information please refer to the 2013/14 Corporate Governance Report and to our website: www.sonova.com.

4.2 Election of Stacy Enxing Seng as Member of the Board of Directors

Motion: The Board of Directors proposes to elect Stacy Enxing Seng as a new member of the Board of Directors for a term of office until completion of the next Annual General Shareholders' Meeting.

Explanation: It is with great pleasure that the Board proposes Ms. Enxing Seng (born in 1964, US citizen) as a new member to the Board of Directors. Ms. Enxing Seng has extensive experience in medical devices, including their related regulatory affairs, and her commitment to innovation will bring valuable perspectives to Sonova. With her track record in growing startups and leading multinational companies, she will be an important addition to the current Board of Directors.

Ms. Enxing Seng is an Executive for Covidien and a strategic advisor of the company's $1.7 billion vascular therapies businesses. With more than two decades of operational leadership, she recently served as president of Covidien's vascular therapies division. She joined Covidien in July 2010 through its acquisition of ev3, where she had been a co-founding member and led the peripheral vascular division. Ms. Enxing Seng has held various positions of increasing responsibility in the healthcare and medical technology industry. She received a Master of Business Administration from Harvard University and has a Bachelor of Arts in Public Policy from Michigan State University.

4.3 Election of the Members of the Nomination & Compensation Committee

Motion: According to the new legal requirements, the Board of Directors proposes the individual election of Robert F. Spoerry, Beat Hess, and John J. Zei as members of the Nomination & Compensation Committee for a term of office until completion of the next Annual General Shareholders' Meeting.

The Board intends to appoint Robert F. Spoerry (if elected) as Chairman of the Nomination & Compensation Committee.

4.3.1 Election of Robert F. Spoerry
4.3.2 Election of Beat Hess
4.3.3 Election of John J. Zei

4.4 Re-election of Auditors

Motion: The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, as Auditors of Sonova Holding AG for a term of office of one year.

Explanation: At the request of the Audit Committee, the Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, as Auditors for a further term of office of one year. PricewaterhouseCoopers has confirmed to the Audit Committee that it possesses the independence required to carry out the assignment and that this independence has not been compromised as a result of the services provided to Sonova in addition to the audit assignment.

4.5 Election of the Independent Proxy

Motion: The Board of Directors proposes to elect Andreas G. Keller, attorney-at-law, Gehrenholzpark 2g, CH-8055 Zurich, as Independent Proxy for a term of office until completion of the next Annual General Shareholders' Meeting.

5. Revision of the Articles of Association – Adaptation to New Swiss Company Law

On March 3rd, 2013, the Swiss electorate approved the *initiative against excessive compensation*. The corresponding Ordinance Against Excessive Compensation at Public Corporations (the "Ordinance") came into force on January 1st, 2014, subject to certain transitional periods. The proposed amendments to the Articles of Association ensure compliance with the Ordinance, accommodate recent legislative changes, and clarify existing rules or update their terminology.

For further information please refer to the Report of the Board of Directors in the Annex to Agenda Item 5 – Part I at the end of this invitation. The revised Articles of Association are also available on the Internet at www.sonova.com/AGM.

5.1 Amendments to the Articles of Association Regarding the Compensation-Related Requirements of the Ordinance Against Excessive Compensation at Public Corporations

Motion: The Board of Directors proposes to approve the amendments to the Articles of Association as set out in the Annex to Agenda Item 5 – Part II at the end of this invitation.

5.2 Amendments to the Articles of Association Regarding Other Requirements of the Ordinance Against Excessive Compensation at Public Corporations, Further Changes to Swiss Company Law, the Voting Standard and Other Matters

Motion: The Board of Directors proposes to approve the amendments to the Articles of Association as set out in the Annex to Agenda Item 5 – Part III at the end of this invitation.

Stäfa, May 20th, 2014

For the Board of Directors
The Chairman

Robert Spoerry

Annex to Agenda Item 5 – Part I

Report of the Board of Directors on the Revision of the Articles of Association

1. Introduction

On March 3rd, 2013, the Swiss electorate approved the *initiative against excessive compensation*. The corresponding Ordinance Against Excessive Compensation at Public Corporations (the Ordinance) came into force on January 1st, 2014, subject to certain transitional periods of up to 2 years. Sonova already fulfills many of the requirements of the Ordinance and is striving to implement any necessary changes as early as possible. The current compensation report is already – on a voluntary basis – audited and in line with the provisions of the Ordinance, including the additional audit report.

2. Elections of the Members of the Board of Directors (BoD), the Chairman of the BoD, the Members of the Compensation Committee, and the Independent Proxy

Under the new law, the Annual General Shareholders' Meeting individually and annually elects the members of the Board of Directors (BoD), its Chairman, the members of the Compensation Committee (currently designated as Nomination & Compensation Committee), and the Independent Proxy. The proposed amendments to the Articles of Association (AoA) reflect these changes.

3. Representation of Shareholders at the General Shareholders' Meeting

Under the Ordinance, shareholders at the General Shareholders' Meeting may no longer be represented by depository institutions such as banks or by the company proxy. Shareholders may be represented by a person (who does not need to be a shareholder) with written authorization from the shareholder, or by the Independent Proxy. The proposed amendments to the AoA reflect these changes.

4. Voting Standard

Under the current AoA, the General Shareholders' Meeting adopts resolutions and holds elections by an absolute majority of the shares represented. Under this rule, abstentions are effectively calculated as "no"-votes because they count as shares represented and thus increase the required absolute majority. This rule does not reflect the actual intention of the voting shareholders, however, as abstentions should not be considered as "no"-votes. Therefore the BoD proposes to amend Art. 15 so that the General Shareholders' Meeting adopts resolutions and holds elections by a relative majority of the votes cast.

5. Nomination & Compensation Committee

According to the Ordinance, the AoA must establish the main principles of the powers and duties of the Nomination & Compensation Committee. The BoD proposes in Art. 24 that the Nomination & Compensation Committee should continue to support the BoD in establishing and reviewing the compensation principles and in preparing the proposal of the BoD regarding the compensation of the BoD and the Management Board (MB), to be submitted for approval by the shareholders. The BoD may delegate to the Nomination & Compensation Committee, by means of a directive, the task of determining the performance metrics, the target levels, and the compensation of the BoD and the MB. The proposed amendments also govern the number of members, the constitution, and the organization of the Nomination & Compensation Committee.

6. Compensation of the BoD and the MB

6.1 General Compensation Principles

The new law requires that the main principles of performance- and equity-based compensation be prescribed by the AoA. According to the proposed Art. 28, the members of the BoD are paid fixed compensation only. The compensation of the members of the MB includes fixed compensation elements (including their base salaries) and variable compensation elements. Compensation may be paid or granted in the form of cash, shares, in kind, or in other types of benefits. Only the compensation of the members of the MB (and not of the BoD) may also be paid in the form of options or similar financial instruments and/or units.

Variable compensation elements may comprise short- and long-term variable compensation elements. Short-term variable compensation elements shall be governed by performance metrics that take into account the performance of Sonova, the Group or parts thereof, and targets in relation to the market, other companies, or comparable benchmarks and/or individual targets. Achievement of performance metrics is generally measured over a one-year period. Long-term variable compensation elements shall take into account the sustainable long-term performance of Sonova and/or the Group, and may also contain a retention incentive. Unless otherwise determined by the BoD (or, to the extent delegated to it, by the Compensation Committee), long-term variable compensation elements shall be equity-based.

6.2 Say on Pay

The Ordinance requires annual binding shareholders' votes on the aggregate amount of compensation of the BoD and the MB.

The proposed amendments in Art. 26 differentiate between the two bodies in terms of the modality of the vote which reflects their different compensation structures:

1. The maximum amount of compensation for the BoD shall be approved for the upcoming term of office, i.e. the period between the current and the next Annual General Shareholders' Meeting. This ensures that the compensation period and the term of office correlate.
2. The maximum amount of compensation for the MB shall be approved for the following financial year. This provides appropriate planning assurance for both Sonova and the MB members.

To the extent appropriate, the BoD may submit varying or additional proposals relating to the same or different periods for approval.

In the event that shareholders do not approve a proposed compensation amount, the BoD is required to prepare another proposal, taking into account all relevant factors, and submit it for shareholder approval at a General Shareholders' Meeting. Instead of one new proposal, the BoD may also submit several proposals relating to different compensation elements.

The first binding vote on the approval of the maximum amounts of compensation for the BoD and the MB will be held at the 2015 Annual General Shareholders' Meeting.

In addition to the new binding votes on aggregate compensation, Sonova intends to continue to submit the compensation report to an annual advisory shareholder vote.

The Ordinance provides that the AoA may determine a "reserve" amount for compensation of those persons who join the MB, or are being promoted within the MB, after the General Shareholders' Meeting has approved the maximum compensation amount. Sonova may pay compensation to such MB members out of this "reserve" amount throughout the compensation period(s) already approved by shareholders. The BoD proposes in Art. 27 of the AoA that the "reserve" amount per compensation period and per each such member shall be limited to a maximum amount of 30% of the total aggregate amount of compensation of the MB last approved by the General Shareholders' Meeting.

7. Agreements with Members of the BoD and the MB

The proposed Art. 29 ties the maximum duration and termination of agreements with members of the BoD relating to their compensation to the term of office, which usually runs from one Annual General Shareholders' Meeting to the next one, and to the law.

Employment agreements with members of the MB may provide a termination notice period of up to twelve months.

Agreements with MB members may also include a non-compete clause if such agreements are in Sonova's interest. Their duration shall not exceed one year, and the maximum consideration shall not exceed the average total annual compensation paid to the relevant member during the previous three financial years.

8. Mandates outside Sonova

The BoD proposes in Art. 30 that no member of the BoD shall hold more than four additional external mandates in listed companies and no more than ten additional mandates in total.

The mandates of members of the MB are limited to one additional external mandate in a listed company and to maximum five additional mandates in total. Each mandate of a member of the MB is subject to the approval of the BoD.

Mandates in Group companies are exempt by law from these limitations. Furthermore, members of the BoD or the MB may hold a limited number of mandates at the request of Sonova or in charitable organizations, foundations, employee welfare foundations, etc.

9. Loans

Reflecting the spirit of best corporate governance practices and Sonova's current policy the BoD proposes in Art. 31 that the Sonova Group shall not grant any loans to members of the BoD or the MB.

10. Miscellaneous Amendments

On January 1st, 2013, revised accounting rules came into force. As of the 2015/16 financial year, the BoD will have to prepare a "management report" instead of an "annual report". The proposed amendments reflect this change of law.

Further amendments clarify the AoA and ensure uniform terminology.

Annex to Agenda Item 5 – Part II

Amendments to the Articles of Association Regarding the Compensation-Related Requirements of the Ordinance Against Excessive Compensation at Public Corporations According to Agenda Item 5.1

The BoD proposes to approve the following amendments to the AoA:

Current Version (informal translation of the legally binding German text):	Version as proposed by the BoD (current and unchanged wording in normal font; deletions in bold, italics and stricken through; amendments in bold and italics) (informal translation of the legally binding German text):
	IV. Compensation of the Board of Directors and of the Management Board
(New Article)	***Article 26 Approval of compensation by the General Shareholders' Meeting***
	The General Shareholders' Meeting shall approve annually the proposals of the Board of Directors in relation to the maximum aggregate amount of
	1. compensation of the Board of Directors for the period until the next ordinary General Shareholders' Meeting; ***2. compensation of the Management Board for the following financial year.***
	The Board of Directors may submit for approval by the General Shareholders' Meeting additional or deviating proposals in relation to the same or different periods.

In the event a proposal of the Board of Directors has not been approved, the Board of Directors shall determine, taking into account all relevant factors, the respective maximum aggregate amount of compensation or maximum partial amounts for specific compensation elements, and submit the amount(s) so determined for approval by the same or a subsequent General Shareholders' Meeting.

The Company or companies controlled by it may pay or grant compensation prior to approval by a General Shareholders' Meeting subject to subsequent approval.

(New Article)

Article 27 Additional reserve amount for changes in the Management Board

The Company or companies controlled by it shall be authorized to pay or grant to each person who becomes a member or is being promoted within the Management Board after the General Shareholders' Meeting has approved the compensation a supplementary amount during the compensation period(s) already approved. The supplementary amount shall not exceed 30% of the aggregate amount of compensation last approved by the General Shareholders' Meeting per compensation period and per each such member.

(New Article)

Article 28 General compensation principles

The compensation of the members of the Board of Directors shall consist of fixed compensation.

The compensation of the members of the Management Board shall comprise fixed and variable compensation elements. The fixed compensation constitutes of a base salary payable in cash and additional compensation elements and benefits. The variable compensation shall comprise short-term and long-term variable compensation elements.

Short-term variable compensation elements shall be governed by performance metrics that take into account the performance of the Company, the group or parts thereof, targets in relation to the market, other companies or comparable benchmarks and/or individual targets, and achievement of which is generally measured during a one-year period. Unless otherwise determined by the Board of Directors or, to the extent delegated to it, the Compensation Committee, short-term variable compensation elements shall be paid in cash.

Long-term variable compensation elements shall take into account the sustainable long-term performance of the Company and/or the group, and may also contain a retention incentive. Unless otherwise determined by the Board of Directors or, to the extent delegated to it, the Compensation Committee, long-term variable compensation elements shall be equity-based.

Compensation may be paid or granted in the form of cash, shares, in kind or in the form of other types of benefits; compensation of members of the Management Board may also be paid or granted in the form of options or similar financial *instruments and/or units. The Board of Directors or, to the extent delegated to it, the Compensation Committee shall determine grant, vesting, exercise and/or forfeiture conditions. They may provide for continuation, acceleration or removal of vesting and/or exercise conditions, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. The Company may procure the required shares through purchases on the market or by using its conditional share capital.*

Compensation may be paid by the Company or companies controlled by it.

All other provisions of the AoA remain unchanged.

Due to the amendments to the AoA set out above (and in the Annex to Agenda Item 5 – Part III), the numbering of the articles and sections in the AoA have to be adjusted accordingly. Mere changes to the numbering of the articles and sections are not reflected in the above overview.

Annex to Agenda Item 5 – Part III

Amendments to the Articles of Association Regarding Other Requirements of the Ordinance Against Excessive Compensation at Public Corporations, Further Changes to Swiss Company Law, the Voting Standard, and other Matters according to Agenda Item 5.2

The BoD proposes to approve the following amendments to the AoA:

Current Version (informal translation of the legally binding German text):	Version as proposed by the Board of Directors (current and unchanged wording in normal font; deletions in bold, italics and stricken through; amendments in bold and italics) (informal translation of the legally binding German text):
III. Organisation of the Company	**III. Organisation of the Company**
A. General Shareholders' Meeting	**A. General Shareholders' Meeting**
Article 10 Authority	**Article 10 Authority**
The General Shareholders' Meeting shall have the following non-transferrable authority:	The General Shareholders' Meeting shall have the following non-transferrable authority:
1.	1. (Wording unchanged);
2. Election of members of the Board of Directors and of the auditors;	2. Election of ***the*** members of the Board of Directors ***~~and of~~*** ***, the Chairman of the Board of Directors, the members of the Compensation Committee,*** the auditors ***and the independent proxy***;
3. Approval of the annual report and of the consolidated financial statements;	3. Approval of the ***~~annual~~*** ***management*** report and of the consolidated financial statements;
4.	4. (Wording unchanged);
	5. Approval of the compensation of the Board of Directors and of the Management Board pursuant to Art. 26 of the Articles of Association;

5.
6.

Article 12 Form of convening and right to table agenda items

The invitation to the ordinary General Shareholders' Meeting must be issued with a statement that the business report and the auditors' report are available for inspection at the Company and that the shareholders may demand provision of a copy of these reports.

Article 14 Voting rights, representation

When exercising voting rights, no shareholder may combine, with their own and represented shares, more than 10% of the total shares as shown in the Commercial Register. Legal entities and partnerships who are combined or associated in terms of capital or votes or by single management or in a similar way as well as natural persons, legal entities and partnerships which act jointly or in a co-ordinated way shall count as one person. The Board of Directors may enact specific regulations for the exercising of custody account share voting rights or for other justified cause.

~~5~~***6.*** (Wording unchanged);
~~6~~***7.*** (Wording unchanged).

Article 12 Form of convening and right to table agenda items

(Para. 1: Wording unchanged)

The invitation to the ordinary General Shareholders' Meeting must be issued with a statement that the business report, ***the compensation report*** and the auditors' report***s*** are available for inspection at the Company and that the shareholders may demand provision of a copy of these reports.

(Para. 3: Wording unchanged)

Article 14 Voting rights, representation

(Para. 1: Wording unchanged)

When exercising voting rights, no shareholder may combine, with their own and represented shares, more than 10% of the total shares as shown in the Commercial Register. Legal entities and partnerships who are combined or associated in terms of capital or votes or by single management or in a similar way as well as natural persons, legal entities and partnerships which act jointly or in a co-ordinated way shall count as one person. The Board of Directors may enact specific regulations for ~~the exercising of custody account share voting rights or for other~~ justified cause.

(Para. 3: Wording unchanged)

Every shareholder entered in the share register with voting rights may have his shares represented by a person with written authorisation from him who does not need to be a shareholder or by an officer of the Company, the independent proxy holder or a person acting as proxy for deposited shares. All the shares owned by a shareholder can only be represented by one person.

Article 15 Resolutions, elections

The General Shareholders' Meeting shall adopt resolutions and hold elections with the absolute majority of the share votes represented insofar as nothing different is stipulated by law or by the Articles of Association.

Resolutions shall be made and elections held openly unless the General Shareholders' Meeting decides on a written or electronic vote or the Chairman gives an instruction to this effect. The Chairman may have an open vote or resolution repeated in the form of a written one insofar as doubts exist relating to the result of the vote. In such a case the previous open election or vote shall be void.

Every shareholder entered in the share register with voting rights may have his shares represented by a person with written authorisation from him who does not need to be a shareholder or by ~~an officer of the Company,~~ the independent proxy ~~holder or a person acting as proxy for deposited shares~~. All the shares owned by a shareholder can only be represented by one person.

The General Shareholders' Meeting shall elect the independent proxy for a term of office until completion of the next ordinary General Shareholders' Meeting. Re-election is possible. If the Company does not have an independent proxy, the Board of Directors shall appoint the independent proxy for the next Shareholders' Meeting.

Article 15 Resolutions, elections

The General Shareholders' Meeting shall adopt resolutions and hold elections with the ~~absolute~~ ***relative*** majority of the ~~share~~ votes ~~represented~~ ***cast*** insofar as nothing different is stipulated by law or by the Articles of Association.

Resolutions shall be made and elections held openly unless the General Shareholders' Meeting decides on a written or electronic vote or the Chairman gives an instruction to this effect. The Chairman may have an ~~open vote~~ ***election*** or resolution repeated in the ***same or another*** form ~~of a written one~~ insofar as doubts exist relating to the result of the vote. In such a case the previous ~~open~~ election or ~~vote~~ ***resolution*** shall be void.

	(Para. 3: Wording unchanged)
In the case of elections, if no election is achieved in the first ballot the Chairman shall order that a second ballot shall take place at which the relative majority shall decide.	~~*In the case of elections, if no election is achieved in the first ballot the Chairman shall order that a second ballot shall take place at which the relative majority shall decide.*~~
	(Para. 5: Wording unchanged)
The absolute majority of the share votes represented shall be sufficient for cancellation or relaxation of the provisions for restricting transferability of shares.	The ~~*absolute*~~ *relative* majority of the ~~*share*~~ votes ~~*represented*~~ *cast* shall be sufficient for cancellation or relaxation of the provisions for restricting transferability of shares.
B. Board of Directors	**B. Board of Directors**
Article 16 Composition, term of office	**Article 16 Composition, term of office**
	(Para. 1: Wording unchanged)
The members of the Board of Directors shall be elected for a maximum period of three financial years. The term of office shall end on the day of the ordinary General Shareholders' Meeting for the last financial year of the term of office. If elections are held to appoint replacements during the term of office, the newly elected members shall complete the term of office of their predecessors.	The members of the Board of Directors *and the Chairman of the Board of Directors* shall be elected for a ~~*maximum period of three financial years. The*~~ term of office ~~*shall end on the day*~~ *until completion* of the *next* ordinary General Shareholders' Meeting ~~*for the last financial year of the term of office. If elections are held to appoint replacements during the term of office, the newly elected members shall complete the term of office of their predecessors*~~.
	Re-election is possible.
	If the office of the Chairman of the Board of Directors is vacant, the Board of Directors shall appoint a new Chairman from among its members for the remaining term of office.

Article 17 Constitution

The Board of Directors shall constitute itself.

Article 17 Constitution

~~The~~ ***Except for the election of the Chairman of the Board of Directors and the members of the Compensation Committee by the General Shareholders' Meeting, the*** Board of Directors shall constitute itself.

(Para. 2: Wording unchanged)

Article 20 Non-transferable duties

The Board of Directors shall have the following non-transferable and inalienable duties:

7. Creation of the annual report as well as the preparation for the Shareholders' Meeting and implementation of its resolutions;

Article 20 Non-transferable duties

The Board of Directors shall have the following non-transferable and inalienable duties:

(Nos. 1–6: Wording unchanged)

7. Creation of the ~~annual~~ ***business*** report, ***the compensation report*** as well as the preparation for the Shareholders' Meeting and implementation of its resolutions;

(No. 8: Wording unchanged)

(New Article)

C. Compensation Committee

Article 22 Composition, term of office

The Compensation Committee shall consist of three members of the Board of Directors.

The members of the Compensation Committee shall be elected for a term of office until completion of the next ordinary General Shareholders' Meeting.

Re-election is possible.

If there are vacancies on the Compensation Committee, the Board of Directors may appoint the missing members from among its members for the remaining term of office.

(New Article)	***Article 23 Constitution***
	The Compensation Committee shall constitute itself. The Board of Directors shall elect the Chairman of the Compensation Committee.
	The Board of Directors shall issue a directive establishing the organisation and decision-making process of the Compensation Committee.
(New Article)	***Article 24 Powers and duties***
	The Compensation Committee shall support the Board of Directors in establishing and reviewing the Company's compensation principles and guidelines and performance metrics as well as in preparing the proposals to the General Shareholders' Meeting regarding the compensation of the Board of Directors and of the Management Board, and may submit proposals and recommendations to the Board of Directors in other compensation-related issues.
	The Board of Directors shall determine in a directive to what extent the Compensation Committee may determine performance metrics, target levels and the compensation of the members of the Board of Directors and of the Management Board, and to what extent the Compensation Committee shall submit proposals thereto to the full Board of Directors.

The Board of Directors may delegate further powers and duties to the Compensation Committee.

C. Auditors Article 22 Election, term of office, duties The General Shareholders' Meeting shall elect for a term of one year a state-regulated audit company as defined by Art. 727 of the OR (Swiss Code of Obligations) as auditors with the responsibilities, rights and duties defined in articles 728a et seq OR. The auditors must comply with the statutory requirements concerning qualification and independence.	***~~C~~D.*** Auditors Article ***~~22~~25*** Election, term of office, duties The General Shareholders' Meeting shall elect for a term of one year a state-regulated audit company as defined by Art. 727 of the OR (Swiss Code of Obligations) as auditors with the responsibilities, rights and duties defined ***~~in articles 728a et seq OR~~ by the law***. The auditors must comply with the statutory requirements concerning qualification and independence. (Para. 2: Wording unchanged)
	V. Agreements with the Members of the Board of Directors and the Management Board
(New Article)	***Article 29 Term and termination*** ***The Company or companies controlled by it may enter into agreements for a fixed term or for an indefinite term with members of the Board of Directors relating to their compensation. Duration and termination shall comply with the term of office and the law.*** ***The Company or companies controlled by it may enter into employment agreements with members of the Management Board for an indefinite term with a termination notice period of maximum 12 months.*** ***The Company or companies controlled by it may enter into non-compete agreements***

for the time after termination of the employment agreement for a duration of up to one year. The consideration for such non-compete agreement shall not exceed the average total annual compensation paid to such member of the Management Board during the previous three financial years.

VI. Mandates Outside the Company, Loans

(New Article)

Article 30 Mandates outside the Company

No member of the Board of Directors may hold more than four additional mandates in listed companies and in total no more than ten additional mandates.

No member of the Management Board may hold more than one additional mandate in a listed company and in total no more than five additional mandates. Each of these mandates shall be subject to approval by the Board of Directors.

The following mandates are not subject to these limitations:

1. *Mandates in companies which are controlled by the Company or which control the Company;*
2. *Mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or of the Management Board may hold more than ten such mandates; and*
3. *Mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations. No member of the Board of Directors or of the Management Board may hold more than six such mandates.*

	Mandates shall mean mandates in the supreme governing body of a legal entity which is required to be registered in the commercial register or a corresponding foreign register. Mandates in different legal entities which are under joint control are deemed one mandate.
(New Article)	***Article 31 Loans*** ***The Company shall not grant any loans to members of the Board of Directors or of the Management Board.***

All other provisions of the AoA remain unchanged.

Due to the amendments to the AoA set out above (and in the Annex to Agenda Item 5 – Part II), the numbering of the articles and sections in the AoA have to be adjusted accordingly. Mere changes to the numbering of the articles and sections are not reflected in the above overview.

Organizational Matters

Documents

The annual report, the annual consolidated financial statements of the Group and the annual financial statements of Sonova Holding AG, as well as the original auditors' reports 2013/14 will be available for inspection by the shareholders from May 20th, 2014 at the company's registered office in Laubisrütistrasse 28, CH-8712 Stäfa. These documents may also be ordered from the share registrar by returning the enclosed reply form or may be viewed on the website at www.sonova.com.

Admission Cards

Shareholders with voting rights who have been recorded in the share register by June 11th, 2014 will receive this invitation to the Annual General Shareholders' Meeting directly, including the agenda and the motions of the Board of Directors. Upon returning the enclosed reply form, shareholders will receive the admission cards and voting documents.

From June 12th, 2014 to June 17th, 2014, no entries will be made in the share register. Registered shareholders who sell their shares before the Annual General Shareholders' Meeting will no longer be entitled to vote.

Representation/Proxy

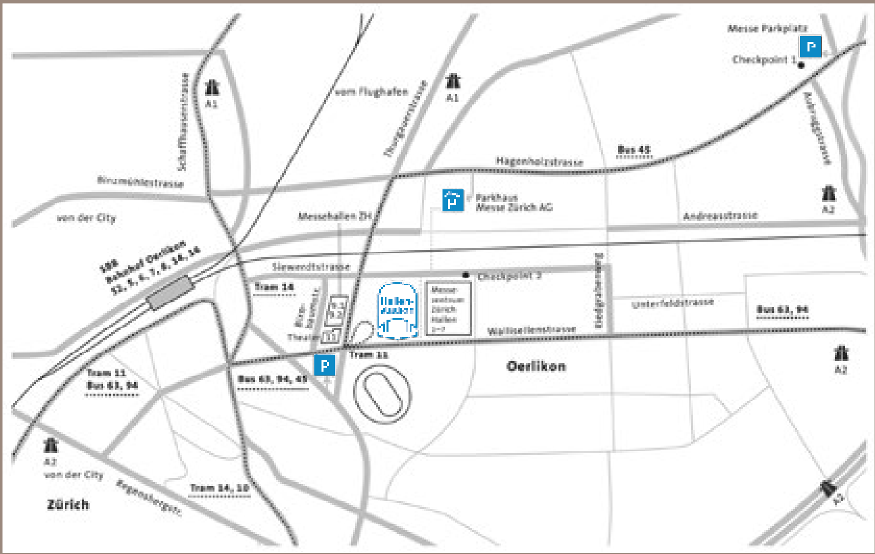
Shareholders who cannot attend the Annual General Shareholders' Meeting in person may be represented as follows:

– *by another person (who does not need to be a shareholder)*: Proxy is granted by completing the enclosed reply form accordingly. The admission card will be sent directly to the appointed proxy.
– *by the Independent Proxy, Andreas G. Keller, attorney-at-law, Gehrenholzpark 2g, CH-8055 Zurich*: Proxy is granted by completing the enclosed reply form accordingly. An admission card does not need to be ordered. To the extent that no specific instructions are provided in the reply form, signature of the reply form grants general authorization to the Independent Proxy to vote in favor of the motions submitted by the Board of Directors.

Language

The Annual General Shareholders' Meeting will be held in German. An FM installation will be available for persons with hearing loss. FM receivers will be available at the entrance.

Arrival at the Hallenstadion



Public Transportation	
From Zurich main station	Take the train S2, S5, S6, S7, S8, S14 or S16 to Bahnhof Oerlikon. Change to bus number 63/94 or tram 11, and get off at "Messe/ Hallenstadion".
From Zurich Airport	Take the train S2 to Bahnhof Oerlikon. Change to bus number 63/94 or tram 11, and get off at "Messe/Hallenstadion".
By Car	
From direction Bern/Basel (A1)	Join route N20 ("Zurich Nordring") and take the Zurich-Seebach exit. Then follow the signs for "Messe Zurich".
From direction St. Gallen/Winterthur (A1)	Take the Wallisellen exit. Follow the signs for "Messe Zurich" along the Überlandstrasse to the Aubruggstrasse. Turn left at the end of the street into the Hagenholzstrasse.
From direction Chur (A3)	First follow the highway signs for "Winterthur/Flughafen". After the Hardbrücke, move to the right lane and leave the main road before the tunnel entrance close to the Bucheggplatz. Then follow the signs for "Messe Zurich".
Parking	Parkhaus Messe Zurich, Andreastrasse 65, 8050 Zürich. Follow the signs for "Messe Zurich" until the junction Thurgauerstrasse – Binzmühlenstrasse/Hagenholzstrasse. The Parkhaus Messe Zurich is accessible from the Hagenholzstrasse. There is a direct footpath from the Parkhaus Messe Zurich to the Hallenstadion (ca. 500m).

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Our Brands