sonova
HEAR THE WORLD

Invitation

to the 30th Annual General Shareholders' Meeting on June 16th, 2015

Invitation

to the 30th 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 16th, 2015,
at 3:00 p.m. (doors open at 2:00 p.m.)
at Hallenstadion Zurich,
Wallisellenstrasse 45, 8050 Zurich

The Agenda for this year's Annual General Shareholders' Meeting is very similar to that for past years. This year, however, you will have, for the first time, the opportunity to approve in a binding vote the compensation of the Board of Directors for the upcoming term of office and of the Management Board for the financial year 2016 / 17. You will find more details on these two new votes at the end of this invitation. As in the past, the Board of Directors has decided to submit the Compensation Report to an advisory vote.

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 2014 / 15

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 2014 / 15; 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 2014 / 15.

1.2 Advisory Vote on the Compensation Report 2014 / 15

Motion: The Board of Directors proposes to accept the compensation report for 2014 / 15 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	260,175
Carried forward from the previous year	1,559,579
Allocation from reserves for treasury shares	– 72,362
Available earnings	**1,747,391**

Proposed appropriation	in CHF 1,000
Dividend for 2014 / 15, CHF 2.05 per share [1)]	– 136,583
Balance to be carried forward	**1,610,808**

If the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 2.05 per registered share for the financial year 2014 / 15, representing a net amount of CHF 1.3325 per share after payment of the 35 % Swiss withholding tax.

Payment of the dividend is expected to take place as of June 22nd, 2015.

[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 17th, 2015. 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 2014 / 15.

4. Elections

4.1 Re-election of the Board of Directors

All members of the Board of Directors, except for Andy Rihs, stand for re-election.

According to Art. 6 para. b of the Organizational Regulations of Sonova Holding AG, Members of the Board of Directors shall retire automatically at the first Annual General Shareholders' Meeting following their seventieth birthday. In exceptional cases the Board of Directors can make an exemption. Such an exemption was made in the case of John J. Zei, who although having reached the age of 70, is proposed to be re-elected for another term of office. John J. Zei's experience and in-depth knowledge of the Sonova Group will be instrumental in further developing Sonova's business.

Motion: The Board of Directors proposes the individual re-election 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 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 Stacy Enxing Seng as member of the Board of Directors
4.1.4 Re-election of Michael Jacobi 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 Corporate Governance Report 2014 / 15 and to our website: www.sonova.com.

4.2 Re-election of the Members of the Nomination & Compensation Committee

Motion: The Board of Directors proposes the individual re-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 re-elected) as Chairman of the Nomination & Compensation Committee.

4.2.1 Re-election of Robert F. Spoerry
4.2.2 Re-election of Beat Hess
4.2.3 Re-election of John J. Zei

4.3 Re-election of the 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.

4.4 Re-election of the Independent Proxy

Motion: The Board of Directors proposes to re-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. Compensation of the Members of the Board of Directors and the Management Board

5.1 Approval of the Maximum Aggregate Amount of Compensation of the Board of Directors

Motion: The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Board of Directors of CHF 3,000,000 for the term of office from the Annual General Shareholders’ Meeting 2015 to the Annual General Shareholders’ Meeting 2016.

Explanation: Pursuant to Art. 26 of the Articles of Association, the General Shareholders’ Meeting shall approve the maximum aggregate amount of compensation of the Board of Directors for the next term of office. Further information on the proposed compensation is described in the appendix to this invitation.

5.2 Approval of the Maximum Aggregate Amount of Compensation of the Management Board

Motion: The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Management Board of CHF 17,900,000 for the financial year 2016 / 17.

Explanation: Pursuant to Art. 26 of the Articles of Association, the General Shareholders’ Meeting shall approve the maximum aggregate amount of compensation of the Management Board for the following financial year. Further information on the proposed compensation is described in the appendix to this invitation.

6. Capital Reduction Through Cancellation of Shares

Motion: The Board of Directors proposes:

a) to reduce the share capital of CHF 3,358,664.35 by CHF 27,345.00 to CHF 3,331,319.35 by way of cancellation of the 546,900 registered shares, with a nominal value of CHF 0.05 each, that were bought back by the Company under the share buyback program announced on November 17, 2014;
b) to confirm, in agreement with the Auditors' report, that the claims of creditors are fully covered notwithstanding the capital reduction; and
c) to amend Art. 3 para. 1 of the Articles of Association according to the following wording as of the date of entry of the capital reduction in the commercial register:

Current Wording	Proposed Wording
Art. 3: Share Capital The share capital of the Company shall be CHF 3,358,664.35 and it is divided into 67,173,287 registered shares each with a nominal value of CHF 0.05.	**Art. 3: Share Capital** The share capital of the Company shall be CHF 3,331,319.35 and it is divided into 66,626,387 registered shares each with a nominal value of CHF 0.05.

Explanation: The proposed capital reduction is the result of the share buyback program announced on November 17, 2014 under which the Company repurchased 546,900 registered shares in the period from December 1st, 2014, to March 31st, 2015, at an average price per share of CHF 134.54.

Stäfa, May 19th, 2015

For the Board of Directors
The Chairman

Robert Spoerry

Appendix to Agenda Item 5

5.1. Approval of the Maximum Aggregate Amount of Compensation of the Board of Directors

Pursuant to Art. 26 of the Articles of Association, the Annual General Shareholders Meeting approves the compensation of the Board of Directors for the next term of office, i.e. from the Annual General Shareholders' Meeting 2015 to the Annual General Shareholders' Meeting 2016.

The Board of Directors proposes to approve a maximum aggregate amount of compensation for the Board of Directors of CHF 3,000,000 for the 2015 – 2016 term of office.

- The aim is to ensure careful use of resources. The proposed amount reflects the maximum aggregate amount of compensation that could arise.

- The proposed maximum aggregate amount stated in gross is calculated for 8 members of the Board of Directors, assuming that all those proposed are re-elected as members of the Board of Directors at the Annual General Shareholders' Meeting 2015. One member will retire at the Annual General Shareholders' Meeting 2015. The total amount of restricted shares remains unchanged, as the member who will retire has not received any restricted shares during his 2014 – 2015 term of office.

- The proposed maximum aggregate amount is calculated under the assumption that individual fees and equity compensation remain in line with levels set during the previous term of office.

- The proposed maximum aggregate amount includes the following compensation components: gross fixed fees, estimated expenses and meeting attendance fees (gross), the tax value of the restricted shares, and expected mandatory employer's social insurance contributions (in the case of the restricted shares, this is based on the tax value of the restricted shares at grant).[1)]

- The proposed maximum aggregate amount also includes a modest reserve for unforeseen events and unexpected additional meeting attendance fees and / or expenses.

[1)] Mandatory employer's social insurance contribution on the equity income from plans granted in previous years are not included as exercise pattern and Sonova share value at the date of taxation is unknown.

in CHF 1,000	Paid for AGM 2014 – AGM 2015	Proposal for AGM 2015 – AGM 2016 [1]
Fixed fees including meeting attendance and expenses, and mandatory employer's social insurance contributions	1,668 [2]	1,648
Tax value of restricted shares	1,352	1,352
Total	**3,020**	**3,000**
Number of Management Board members	9	8

The actual payout and grants for the 2015 – 2016 term of office will be disclosed in the compensation reports 2015 / 16 and 2016 / 17.

For further details on the compensation of the Board of Directors, please refer to the compensation report on page 46 – 64 of the Sonova Annual Report 2014 / 15.

[1] The proposal of the Board of Directors relates only to the maximum aggregate amount as shown in the "Total" row. The subtotals shown for each compensation component are included for illustration purposes only.

[2] Mandatory employer's social insurance contributions for the period between the Annual General Shareholders' Meeting 2014 and the Annual General Shareholders' Meeting 2015 have been substituted in this figure for those actually paid during the financial year 2014/15, as the former total was not known at the date on which this Appendix was printed.

5.2 Approval of the Maximum Aggregate Amount of Compensation of the Management Board

Pursuant to Art. 26 of the Articles of Association, the Annual General Shareholders' Meeting approves the compensation of the Management Board for the following financial year, i.e. the financial year 2016 / 17.

The Board of Directors proposes to approve a maximum aggregate amount of compensation for the Management Board of CHF 17,900,000 for the financial year 2016 / 17.

The proposed maximum aggregate amount consists of the following compensation components (in CHF 1,000) [1]:

in CHF 1,000	
Maximum amount of fixed salaries including base salary, fringe benefits, employer's pension contributions and mandatory employer's social insurance contributions	7,400
Maximum amount of variable cash compensation	5,300
Maximum fair value at grant of options and restricted share units (RSUs) to be granted under the Executive Equity Award Plan (EEAP)	5,200
Total	**17,900**

- The aim is to ensure careful use of resources. The proposed amount reflects the maximum aggregate amount of compensation that could arise.

- The proposed maximum aggregate amount stated in gross is calculated for 13 members of the Management Board, compared to 13.7 members in the financial year 2014 / 15.

- The proposed maximum aggregate amount includes a modest reserve of 2 % of the total proposed maximum aggregate amount for possible individual salary increases and / or other unforeseen events.

- The proposed maximum aggregate amount is based on the maximum potential variable cash compensation payout (i.e. on the 200 % payout cap).

[1] The proposal of the Board of Directors for the compensation of the Management Board only relates to the maximum aggregate amount as shown in the "Total" row. The subtotals shown for each compensation component are included for illustration purposes only.

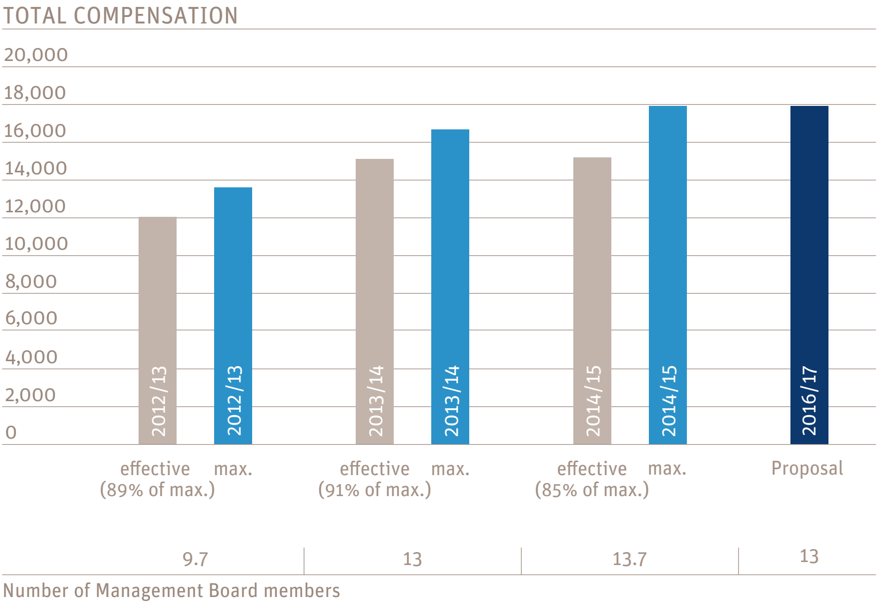
- The proposed maximum aggregate amount is based on the fair value at grant of the options and RSUs to be granted and assumes that all performance targets are met at maximum level.

- The proposed maximum aggregate amount includes the amount of mandatory employer's social insurance contributions expected to be paid, calculated on the basis of the maximum potential variable cash payout and of the fair value at grant for options and RSUs[1)].

- Three members of the Management Board are currently paid in foreign currency. The proposed maximum aggregate amount is based on the exchange rate of 1 SGD = 0.7218 CHF, 1 EUR = 0.8183 CHF, 1 CAD = 1.1772 CHF, respectively. The proposed maximum aggregate amount does not consider any exchange rate fluctuation until the actual payment or grant.

[1)] Mandatory employer's social insurance contribution on the equity income from plans granted in previous years are not included as exercise pattern and Sonova share value at the date of taxation is unknown.

The following overview shows the Management Board compensation in the past three years and the proposed maximum aggregate amount for the financial year 2016 / 17:



The actual payout and grants for the financial year 2016 / 17 will be disclosed in the compensation report 2016 / 17.

For further details on the compensation of the Management Board, please refer to the compensation report on page 46 – 64 of the Sonova Annual Report 2014 / 15.

Organizational Matters

Documents

The annual report (including the compensation 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 for 2014 / 15 will be available for inspection by the shareholders from May 19th, 2015 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 10th, 2015 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 11th, 2015 to June 16th, 2015, 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, the Independent Proxy is authorized to vote in favor of the motions submitted by the Board of Directors.

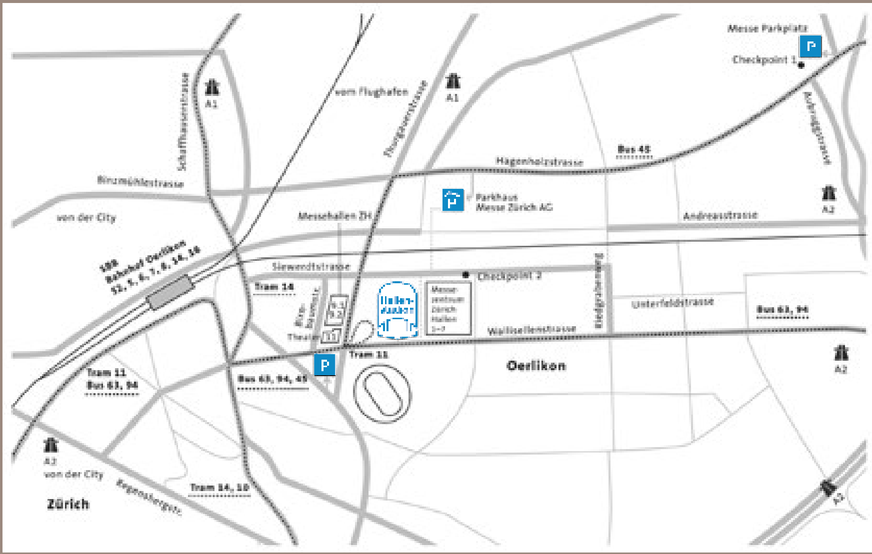
Use of the Online Platform

Sonova Holding AG provides an online platform to the shareholders. Shareholders' registered in the shareholders' register with voting rights may order an admission card or grant proxy and provide voting instructions to the Independent Proxy. The personal access data for the online platform is printed on the enclosed reply form. The final deadline for granting proxy and providing instructions to the Independent Proxy electronically is June 12th, 3pm.

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".
Discount Public Transportation:	Thanks to the cooperation between the AG Hallenstadion and SBB RailAway you can benefit from a 20 % discount on your rail ticket if you show this invitation at the ticket counter. This offer is valid for the journey to the Sonova AGM from any location within Switzerland but outside the ZVV Network Area to Zurich Oerlikon and back.
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

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