Invitation

to the 32nd Annual General Shareholders' Meeting
on June 13, 2017

Invitation

to the 32nd 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 13, 2017,
at 3:00 p.m. (doors open at 2:00 p.m.)
at Messe Zurich,
Halle 7, Wallisellenstrasse 49, 8050 Zurich

Please find enclosed the invitation, including the agenda and the motions of the Board of Directors, the reply form for ordering admission cards, and the Summary Report on the 2016 / 17 Financial Year. The complete version of the 2016 / 17 Annual Report may be downloaded from http://report.sonova.com/2017.

We kindly ask you to return the completed and signed reply form using the envelope provided. Your admission card will then be sent to you.

If you are unable to attend the Annual General Shareholders' Meeting in person, you can exercise your voting rights through a third party or the Independent Proxy by providing your voting instructions on the reply form. You can register online for the Annual General Shareholders' Meeting or provide online voting instructions to the Independent Proxy by following the instructions on the reply form. 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 2016 / 17 Compensation Report

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 2016 / 17; 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 2016 / 17.

1.2 Advisory Vote on the 2016 / 17 Compensation Report

Motion: The Board of Directors proposes to accept the compensation report for 2016 / 17 by a non-binding advisory vote.

2. Appropriation of Retained Earnings

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

	in 1,000 CHF
Balance carried forward from previous year	1,610,541
Net profit for the year	142,679
Statutory retained earnings	**1,753,220**
Cancellation of treasury shares	(11,789)
Dividend distribution[1)]	(150,241)
Balance to be carried forward	**1,591,190**

If the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 2.30 per registered share for the 2016 / 17 financial year, representing a net amount of CHF 1.495 per registered share after payment of the 35 % Swiss withholding tax.

Payment of the dividend is expected to take place as of June 19, 2017. As from June 15, 2017, the shares will be traded ex-dividend.

[1)] The total payout amount is subject to the number of shares issued on the last trading day with entitlement to receive the dividend, i.e. June 14, 2017. 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 the Management Board

Motion: The Board of Directors proposes to discharge the members of the Board of Directors and the Management Board for the 2016 / 17 financial year.

4. Re-elections

4.1 Re-election of the Board of Directors

All members of the Board of Directors stand for re-election.

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 lasting until the 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 Lynn Dorsey Bleil 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 Stacy Enxing Seng as Member of the Board of Directors
4.1.6 Re-election of Anssi Vanjoki as Member of the Board of Directors
4.1.7 Re-election of Ronald van der Vis as Member of the Board of Directors
4.1.8 Re-election of Jinlong Wang as Member of the Board of Directors

For detailed biographical information please refer to the 2016 / 17 Corporate Governance Report 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 Stacy Enxing Seng as members of the Nomination & Compensation Committee for a term of office lasting until the completion of the next Annual General Shareholders' Meeting.

The Board of Directors 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 Stacy Enxing Seng

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 lasting until the completion of the next Annual General Shareholders' Meeting.

5. Compensation 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[1] for the term of office from the 2017 Annual General Shareholders' Meeting to the 2018 Annual General Shareholders' Meeting.

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. In addition, the compensation paid and the method of determining compensation are described in the 2016 / 17 Compensation Report.

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 16,900,000[1] for the 2018 / 19 financial year.

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. In addition, the compensation paid and the method of determining compensation are described in the 2016 / 17 Compensation Report.

[1] For further details see Appendix to Agenda Item 5.

6. Capital Reduction Through Cancellation of Shares

Motion: The Board of Directors proposes:

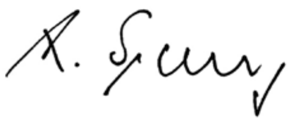
a) to reduce the share capital of CHF 3,271,144.35 by CHF 4,600.00 to CHF 3,266,544.35 by way of cancellation of 92,000 registered shares, with a nominal value of CHF 0.05 each, that were bought back by the Company under the share buyback program announced on November 17, 2014;
b) to confirm, in agreement 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 3,271,144.35 and it is divided into 65,422,887 registered shares each with a nominal value of CHF 0.05.	**Art. 3: Share Capital** The share capital of the Company shall be CHF 3,266,544.35 and it is divided into 65,330,887 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 92,000 registered shares in the period from April 1, 2016, to March 31, 2017, at an average price per share of CHF 128.14. At the 2016 Annual General Shareholders' Meeting, the Shareholders already approved the cancellation of 1,203,300 shares that the Company had repurchased in the period from April 1, 2015 to March 31, 2016.

Stäfa, May 16, 2017

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 General Shareholders' Meeting shall approve the maximum aggregate amount of compensation of the Board of Directors for the next term of office, i.e. from the 2017 Annual General Shareholders' Meeting to the 2018 Annual General Shareholders' Meeting.

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 2017 – 2018 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 2017 Annual General Shareholders' Meeting.

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

- The proposed maximum aggregate amount includes the following compensation components: a gross cash retainer (fixed fee), estimated expenses and meeting attendance fees (gross), the tax value of the restricted shares at grant, and expected mandatory employer's social security contributions.[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 security contributions on the equity income from plans granted in previous years are not included.

in CHF 1,000	Approved for AGM 2015 – AGM 2016	Effective for AGM 2015 – AGM 2016	Approved for AGM 2016 – AGM 2017	Expected for AGM 2016 – AGM 2017	Proposal for AGM 2017 – AGM 2018[1)]
Fixed fees including meeting attendance fees and expenses, and mandatory employer's social security contributions	1,648	1,577	1,648	1,515[2)]	1,638
Tax value of restricted shares	1,352	1,345	1,352	1,362	1,362
Total	**3,000**	**2,922**	**3,000**	**2,877**	**3,000**
Number of members of the Board of Directors	8	8	8	8	8

The actual payout will be disclosed in the compensation report of the respective year, which will be submitted to a consultative shareholders' vote.

For further details on the compensation of the Board of Directors, please refer to the 2016 / 17 Compensation Report.

[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 security contributions for the period between the 2016 Annual General Shareholders' Meeting and the 2017 Annual General Shareholders' Meeting have been substituted in this figure for those actually paid during the 2016 / 17 financial year, 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 General Shareholders' Meeting shall approve the maximum aggregate amount of compensation of the Management Board for the following financial year, i.e. the 2018 / 19 financial year.

The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Management Board of CHF 16,900,000 for the 2018 / 19 financial year.

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

in CHF 1,000	Approved for 2016 / 17 FY	Effective for 2016 / 17 FY	Approved for 2017 / 18 FY	Proposal for 2018 / 19 FY
Maximum amount of fixed salaries, including base salary, fringe benefits, employer's pension contributions and mandatory employer's social security contributions	7,400	6,447	6,542	6,477
Maximum amount of variable cash compensation	5,300	2,588	4,445	4,659
Fair value at grant of options and restricted share units (RSUs) (2016 / 17 FY) or performance share units (PSUs) (as of 2017 / 18 FY) to be granted under the Executive Equity Award Plan (EEAP)	5,200	5,065	4,413	4,864
Comparable total	**17,900**	**14,100**	**15,400**	**16,000**
One-time cost for RSU transition grant				900
Total	**17,900**	**14,100**	**15,400**	**16,900**
Number of Management Board members	13	10	10	10

- 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 10 members of the Management Board in the 2018 / 19 financial year, compared with 10 members in the 2017 / 18 financial year.

[1)] The proposal of the Board of Directors for the compensation of the Management Board 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.

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

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

- The proposed maximum aggregate amount is based on the fair value at grant of the options and PSUs to be granted. For PSUs, the amount included assumes that the performance targets will be met at target level (100 %). The actual number of shares allocated for each PSU will depend on the achievement of pre-determined performance criteria, and ranges from 0 to 2 shares per PSU.

- The one-time RSU transition grant of CHF 0.9 million serves to compensate the reduction of the total target earning opportunity in the years 2019 and 2020 which results from the change from RSUs with vesting in 4 installments over a period of 4 years to PSUs with cliff vesting after a period of 3 years.

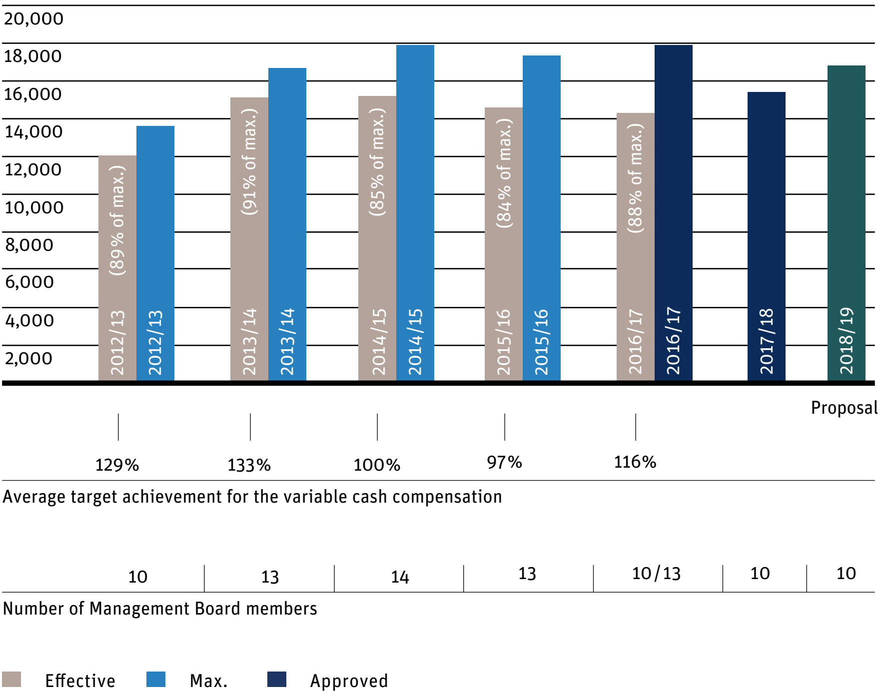
- The proposed maximum aggregate amount includes the amount of mandatory employer's social security contributions expected to be paid on cash compensation (with respect to the variable cash compensation, as calculated on the basis of the maximum potential payout).[1)]

- One member of the Management Board is currently paid in foreign currency. The proposed maximum aggregate amount is based on the exchange rate of 1 EUR = 1.0760 CHF. Any deviation from the assumed exchange rate will change corresponding payout amounts.

[1)] Mandatory employer's social security contributions on options and PSUs as well as 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 five years and the proposed maximum aggregate amount for the 2018 / 19 financial year:

Total compensation



The actual payout and grants for the 2018 / 19 financial year will be disclosed in the 2018 / 19 Compensation Report.

For further details on the compensation of the Management Board, please refer to the 2016 / 17 Compensation Report.

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 auditors' reports for 2016 / 17 will be available for inspection by the shareholders from May 16, 2017 at the company's registered office in Laubisrütistrasse 28, CH-8712 Stäfa. These documents may also be downloaded on our website at www.sonova.com.

Admission Cards

Shareholders with voting rights who have been recorded in the share register by June 7, 2017 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 their admission cards and voting documents.

From June 8, 2017 to June 13, 2017, 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 have been provided, the Independent Proxy is instructed by the shareholder to vote in favor of the motions submitted by the Board of Directors.

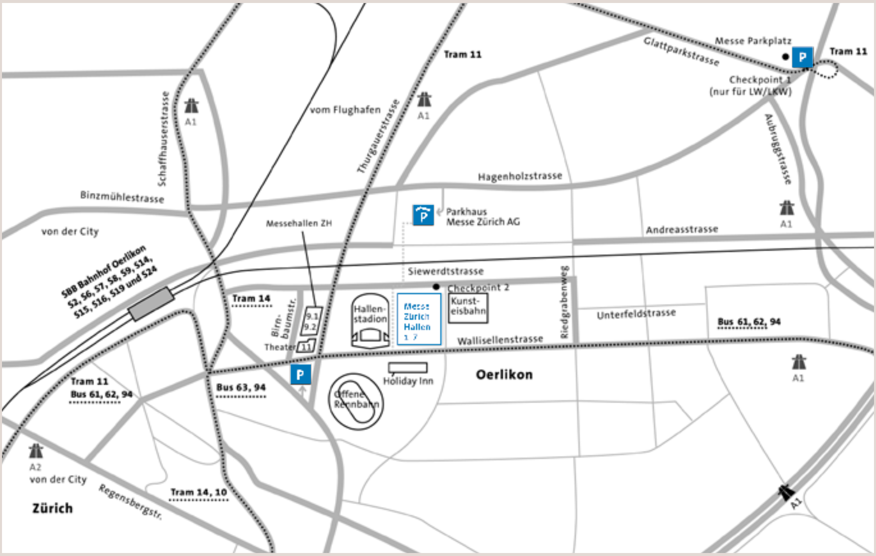
Use of the Online Platform

Sonova Holding AG provides an online platform for its shareholders. Shareholders registered in the share register with voting rights may order an admission card or grant proxy and provide voting instructions to the Independent Proxy. 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 9, 2017 at 3.30 p.m.

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 Messe Zurich



Public Transportation

From Zurich main station	Take the S2, S5, S6, S7, S8, S14 or S16 train to Bahnhof Oerlikon. Change to bus number 63 / 94 or tram 11, and get off at "Messe / Hallenstadion".
From Zurich Airport	Take the S2 train 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 Messe Zurich (ca. 500m).

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Our Brands