Nomination and Compensation Committee Charter

Directive

Released by the Board of Directors of Sonova Holding AG on 15th September 2026.

Art. 1 Purpose

The Nomination and Compensation Committee ("**NCC**") supports the mission of the Board to attract, retain and motivate persons with outstanding professional skills and capabilities at the level of the Board and the top management. The Committee evaluates and nominates candidates in line with the "Board Members' Requirements" as assigned by the Board, focuses on the objectives with respect to diversity and inclusion set by the Board, reviews the compensation policy and employment arrangements and supports the Board in preparing the proposals of the Board to the Shareholders' Meeting regarding the compensation of the Board and of the Group Executives ("GE") and in all important personnel-related matters.

Art. 2 Appointment and Composition

The members of the NCC are elected by the Shareholders' Meeting. The Board strives to present a majority of independent NCC members in its proposal to the Shareholders' Meeting. The Chair of the NCC is appointed by the Board.

The Committee consists of three or more members of the Board. If there are vacancies on the Committee, the Board may appoint the missing members from among its members for the remaining term of office.

The Secretary shall act as the secretary of the NCC.

Art. 3 Meetings

The NCC meets regularly, at least four times per year.

The Chair of the NCC may invite other persons to attend the meetings. The CEO, CHRO and VP Total Reward should attend each NCC meeting.

Art. 4 Reporting

The NCC reports on its activities, findings and proposals to the Board. The overall responsibility for the duties delegated to the NCC remain with the Board.

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Art. 5 Duties and Authorities

1. Regarding appointments and removals:
   - following the annual self-assessment of the Board, the Board may assign the NCC to take appropriate action;
   - to coordinate the process of evaluating and nominating candidates for the Board as required by the Board to establish balanced diversity in terms of expertise, experience, skills and characteristics – including but not limited to – gender, age, nationalities or country of origin, ethnicity, cultural background, competencies, ways of believing and mindsets;
   - to approve the plan for the succession of the GE and the Senior Executives (both together referred to as the Executive Committee) as appropriate based on the CEO's annual report to the NCC on the assessment of the Executive Committee; and
   - to plan the succession for the role of the CEO if indicated.
2. Regarding remuneration and employment:
   - to periodically initiate studies on compensation for Board members including the Chair, and the CEO and other Executive Committee members with the help of a consultant or external advisor;
   - to prepare a general remuneration scheme for the Board and Executive Committee members subject to approval by the Board;
   - to recommend to the Board the proposals of the Board to the Shareholders' Meeting regarding the compensation of the Board and of the GE in relation to the applicable compensation reference period pursuant to the Articles of Association;
   - to propose to the Board the remuneration, including the cash compensation and equity grants to be granted to the Board members;
   - to propose to the Board the remuneration, including fixed base salary, variable cash compensation and long-term incentives, to be granted to the CEO;
   - to propose to the Board the employment terms of the CEO;
   - to propose to the Board, upon recommendation of the CEO, the remuneration, including fixed base salary, variable cash compensation and long-term incentives, of the direct reports of the CEO;
   - to review and recommend to the Board the Compensation Report;
   - to review, amend and approve the performance appraisal of the Executive Committee members prepared by the CEO; and
   - to examine and interview candidates for the Executive Committee proposed by the CEO and to propose suitable candidates to the Board.
3. Regarding the Committee's effectiveness:
   - to have at its discretion direct access to the CHRO;
   - to obtain outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary; and
   - to perform any other responsibilities delegated to the NCC by the Board.

Art. 6 Nomination Procedure

As a rule, the procedure for nominating candidates at the level of the Board includes the following steps:

- to define the position profile and the key personal requirements;
- to collect information on potentially suitable candidates;
- to compile a long list of candidates and to reduce it through a first interview round with the Chair of the Board;
- to interview potentially suitable candidates by the Chair and members of the NCC; and
- to submit the proposal for the final candidate(s) to the Board and to provide the opportunity to interview the candidates by the members of the Board.

If engaged, any external advisor will be subject to careful guidance and supervision by the competent body according to the above-mentioned milestones.

The lead of the Nomination Procedure can be delegated to a Board member, who is not required to be a member of the NCC.

Gilbert Achermann
Chair of the Board of Directors

Luca Dalla Torre
Secretary

Further applicable documents

[1] Sonova Holding AG Organizational Regulations

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Version control

Version	Description of change/content	Written by	Approved by/on	Released by/on
2008	Revised Version	Pascal Brandenberger	Andy Rihs, Pascal Brandenberger, 14th March 2008	Sonova Board of Directors, 14th March 2008
2011	Revised Version	Patrick Buechi	Robert F. Spoerry, Patrick Buechi, 13th June 2011	Sonova Board of Directors, 13th June 2011
2013	Revised version to reflect changes in-line with Internal Audit, Risk & Compliance Charter	Claudia Nohr		
2015	Revised version to reflect changes in responsibility for Compliance	Claudia Nohr	Robert F. Spoerry, Michael Jacobi, 27th August 2015	Sonova Board of Directors, effective 1st October 2015
2021	Revised version to emphasize diversity in practice within the Sonova Group	Cyrill Littmann May 2021	Robert F. Spoerry, Franz Brand, 12th May 2021	Sonova Board of Directors, 12th May 2021
2023	Revised version to reflect additional member in NCC (if elected at the 2023 AGM)	Martin Zois May 2023	Robert F. Spoerry, Franz Brand, 9th May 2023	Sonova Board of Directors, 9th May 2023
2026	Revised version to reflect additional member in NCC (elected at the 2026 AGM)	Martin Zois Ali Reza September 2026	Gilbert Achermann, Franz Brand, 15th September 2026	Sonova Board of Directors, 15th September 2026