

To the shareholders of
William Demant Holding A/S

9 March 2016

Notice is hereby given of the Annual General Meeting of William Demant Holding A/S to be held on:

Thursday, 7 April 2016 at 4 p.m. CET
at the Company's address
Kongebakken 9, 2765 Smørum, Denmark

Before the AGM, coffee and cake will be served from 3 p.m. Parking spaces have been reserved at the main entrance, and there will be free, regular transport from the nearby Kildedal S-train station between 2.40 and 3.20 p.m. and back again after the AGM.

Please note that the entire AGM will be transmitted live on the Company's website, and shortly before 4 p.m., you can watch live coverage with audio throughout the meeting on www.demant.com.

Agenda

In accordance with Article 8.2 of the Articles of Association, the agenda is as follows:

1. Report of the Board of Directors on the Company's activities during the past year.
The Board of Directors recommends that the report be adopted.
2. Presentation for approval of the audited annual report, including the consolidated financial statements.
The Board of Directors recommends that the annual report be approved.
3. Approval of remuneration for the Board of Directors for the current financial year.
The Board of Directors recommends that the proposed remuneration be approved.
4. Resolution on the appropriation of profit or covering of loss according to the approved annual report.
The Board of Directors proposes that the profit of DKK 1,171 million be transferred to the Company's reserves to the effect that no dividend be paid.
5. Election of members to the Board of Directors.
Under Article 11.2 of the Articles of Association, board members elected by the AGM are elected for one-year terms. At the 2016 AGM, Lars Nørby Johansen, Peter Foss, Niels B. Christiansen and Benedikte Leroy stand for re-election. The Board of Directors further proposes that Lars Rasmussen be elected as new member of the Board of Directors.
6. Election of auditor.
The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be re-elected.

7. Any proposal from the Board of Directors or shareholders.

The Board of Directors has submitted the following proposals:

- a) Reduction of the Company's share capital
- b) Authorisation to the Board of Directors to let the Company acquire own shares
- c) Approval of the Company's Remuneration Policy and General Guidelines on Incentive Pay
- d) Amendment to the Company's Articles of Association
 - i. Amendments to Articles 4.1 and 9.1 of the Articles of Association (denomination of shares and voting rights per share)
 - ii. Amendments to Articles 5.1 and 7.4 of the Articles of Association (registered shares and method of convening)
 - iii. Amendment to Article 13.1 of the Articles of Association (power to bind the Company)
 - iv. Amendment to Article 12.1 of the Articles of Association (Executive Board)
- e) Authorisation for increase of capital
- f) Authority to the chairman of the AGM

8. Any other business

Elaboration of the proposals

Re agenda item 3

The Board of Directors' basic fee has remained unchanged since 2010. The Board of Directors therefore proposes that the basic fee for 2016 be changed to DKK 350,000, while it is maintained that the Chairman should receive three times and the Deputy Chairman twice the basic fee.

In addition to this, the Board of Directors proposes that, as from this year, a remuneration will be introduced for the members of the audit committee by an annual basic fee of DKK 50,000 and three times the basic fee for the Chairman of the audit committee.

Re agenda item 5

Lars Nørby Johansen, Peter Foss, Niels B. Christiansen and Benedikte Leroy stand for re-election. The Board of Directors proposes that Lars Rasmussen be elected as a new member of the Board of Directors. A description of each of the board candidates, their managerial posts etc. follows below:

Lars Nørby Johansen, Chairman (born in 1949). Joined the Board of Directors in 1998 and was most recently re-elected in 2015 for one year. He is Chairman of the nomination committee and member of the audit committee. Having been a member of the Board of Directors for more than 12 years, he is not considered an independent board member. Other managerial posts: *Codan A/S and one subsidiary, chairman of the board; The Danish Growth Council, chairman; Dansk Vækstkapital, chairman of the board; Copenhagen Airports A/S, chairman of the board; Montana Møbler A/S, chairman of the board; University of Southern Denmark, chairman of the board; The Rock-wool Foundation, chairman of the board and member of the executive committee; Arp-Hansen Hotel Group A/S, deputy chairman of the board; Index Award A/S, board member; Fonden for Entreprenørskab – Young Enterprise, chairman of the board.*

Lars Nørby Johansen holds a Master of Social Sciences degree. He has extensive international experience as a corporate executive, including board experience from listed companies, as well as profound knowledge of the challenges resulting from globalisation. He also has extensive experience with industrial policy.

Peter Foss, Deputy Chairman (born in 1956). Joined the Board of Directors in 2007 and was most recently re-elected in 2015 for one year. Member of the nomination committee and of the audit committee. Because of his seat on the boards of the Oticon Foundation and William Demant Invest A/S (the Company's majority shareholder), he is not considered an independent board member. Other managerial posts: *FOSS A/S and two affiliated companies, chairman of the board; The Oticon Foundation, deputy chairman of the board; William Demant Invest A/S, deputy chairman of the board; A.R. Holding af 1999 A/S, board member; Trackman A/S, board member.*

Peter Foss holds a Master of Science degree in Engineering from the Technical University of Denmark (DTU) and a Graduate Diploma in Business Administration (Finance). He has extensive managerial experience from global, market-leading industrial businesses with considerable elements of product development. He also has board experience from various lines of business.

Niels B. Christiansen (born in 1966). Joined the Board of Directors in 2008 and was most recently re-elected in 2015 for one year. He is chairman of the audit committee and is considered an independent board member. Other managerial posts: *Danfoss A/S, President & CEO and board positions in five subsidiaries; Axcel Industriinvestor A/S, chairman of the board; A.P. Møller - Mærsk A/S, board member; DTU, Technical University of Denmark, board member.*

Niels B. Christiansen holds a Master of Science degree in Engineering from the Technical University of Denmark (DTU) and holds an MBA from INSEAD in France. He has extensive managerial experience from major, global industrial hi-tech corporations. He also has extensive board experience from listed companies and extensive insight into industrial policy.

Benedikte Leroy (born in 1970). Joined the Board of Directors in 2014 and was most recently re-elected in 2015 for one year. Member of the audit committee. She is considered an independent board member. Other managerial posts: *Dell Computer Corporation, VP & EMEA General Counsel; Dell GmbH in Germany, chairman of the supervisory board.*

Benedikte Leroy holds a Master of Law degree from the University of Copenhagen. She has significant international management experience from large, global technology companies within both consumer and business-to-business products. She has lived and worked in the UK and Belgium for many years.

Lars Rasmussen (born in 1959). Proposed as a new board member. If elected, he will be considered as an independent board member. Other managerial posts: *Coloplast A/S, President & CEO of since 2008; Axcel Industrial Board, board member; Lundbeck A/S, board member; Committee on healthcare issues under the Confederation of Danish Industry, chairman.*

Lars Rasmussen has extensive international management experience in MedTech. Prior to becoming President & CEO, Lars Rasmussen was member of Coloplast's Executive Management since 2001 where he was responsible for a number of corporate functions such as global sales, innovation and production, and where he was based both in Denmark and in USA. Lars Rasmussen's competencies include management and board experience from listed companies, innovation, globalisation, BtB and BtC sales models.

Lars Rasmussen holds a BSc (Eng) from Aalborg University and an E*MBA from SIMI.

Re agenda item 7a

The Board of Directors proposes a reduction of the Company's share capital by DKK 1,208,870 nominal value, corresponding to the Company's holding of own shares as at 9 March 2016. The Company's holding of own shares was acquired in connection with the Company's share buy-back programme in 2015 and 2016. The amount of the reduction will be distributed to the shareholders in accordance with section 188 of the Danish Companies Act

(*selskabsloven*). The shares were acquired at a total amount of DKK 693,236,068, meaning that DKK 692,027,198 was paid in addition to the nominal amount of the reduction.

As a result of the capital reduction, it is proposed that Article 4.1 of the Articles of Association be amended accordingly after expiry of the time limit prescribed in section 192 of the Companies Act to the effect that it will then be stated in Article 4.1 that the Company's share capital is DKK 53,216,365.

Before the capital reduction is implemented, the Company's creditors will be requested, through the IT system of the Danish Business Authority (*Erhvervsstyrelsen*), to file their claims within four weeks in accordance with section 192(1) of the Companies Act. Under section 193(1) of the Companies Act, the capital reduction and the resulting amendment to the Articles of Association will be deemed to be registered as finally implemented with the Danish Business Authority no later than four weeks after the expiry of the time limit for the filing of claims by creditors, unless the capital reduction cannot be implemented at such time under the provisions of the Act.

Re agenda item 7b

The Board of Directors is authorised until the next AGM to allow the Company to acquire own shares of a nominal value of up to 10% of the share capital. The purchase price for the shares must not deviate by more than 10% from the price quoted on NASDAQ Copenhagen A/S at the time of the acquisition. The price quoted on Nasdaq Copenhagen A/S at the time of the acquisition means the closing price – all transactions at 5 p.m.

Re agenda item 7c

The Board of Directors proposes that a revised Remuneration Policy and new Guidelines on Incentive Pay be adopted providing the possibility of concluding agreements on retention schemes for the Company's management.

The Board of Directors' proposal for a revised Remuneration Policy and new Guidelines on Incentive Pay will be made available on the Company's website, www.demant.com, no later than on 16 March 2016.

Under section 139(2) of the Danish Companies Act and provided that the AGM approves the guidelines on incentive pay to the Company's management, a provision must be included in the Company's Articles of Association stating that such guidelines have been adopted. Inclusion of such provision in the Articles of Association is not subject to a separate resolution by the AGM. As a result thereof, the following new provision will be inserted in the Articles of Association as a new Article 16:

"General Guidelines on the Company's Incentive Pay to the Company's management have been prepared. These guidelines have been adopted at the Company's annual general meeting and published on the Company's website".

Following the adoption by the AGM, the Company's Remuneration Policy and Guidelines on Incentive Pay will be published as soon as possible on the Company's website www.demant.com.

Re agenda item 7d

(i) Amendments to Articles 4.1 and 9.1 of the Articles of Association (denomination of shares and voting rights per share)

The Board of Directors proposes that the minimum nominal denomination that the Company's shares may have be amended from DKK 1 to DKK 0.20. Adoption of the proposed resolution will allow for a share split of shares at a ratio of 1:5 at a later time to the effect that each share of a nominal value of DKK 1 is replaced by 5 new shares of a nominal value of DKK 0.20.

As a result thereof, it is proposed that Article 4.1 of the Articles of Association be amended to read as follows, it being noted that, if the proposed resolution in item 7a above is passed, the amount of the share capital will be reduced to a nominal value of DKK 53,216,365 after the expiry of the time limit prescribed in section 192 of the Companies Act:

"The Company's share capital is DKK 54,425,235, divided into shares of DKK 0.20 each or multiples thereof."

In addition, it is proposed that the voting rights for the Company's shares be amended to the effect that each share amount of DKK 0.20 carries one vote. Accordingly, Article 9.1 of the Articles of Association is amended to read as follows:

"Each amount of DKK 0.20 carries one vote."

(ii) Amendments to Articles 5.1 and 7.4 of the Articles of Association (registered shares and method of convening)

As a result of an amendment to the Danish Companies Act which entered into force on 1 July 2015 stipulating that it is no longer possible to issue bearer shares, the Board of Directors proposes that the Company's shares be changed from being registered in the name of the bearer to being registered in the name of the holder. In that connection, it is proposed that the wording of Article 5.1 of the Articles of Association be amended to read as follows:

"Shares in the Company must be registered in the name of the holder and be registered in the Company's register of shareholders."

In addition, it is proposed to amend the wording of Article 7.4 of the Articles of Association to read as follows as it is not a requirement that convening notices are announced in the IT system of the Danish Business Authority when the shares are registered in the name of the holder:

"General meetings must be convened by the Board of Directors giving no less than three weeks' and no more than five weeks' notice on the Company's website and in writing to all shareholders registered in the register of shareholders having made a request to that effect. The notice must set out the agenda of the meeting and the main substance of any proposed resolution to amend these Articles of Association. If any resolution amending the Articles of Association under sections 77(2), 92(1), 92(5), 107(1) or 107(2) of the Danish Companies Act (selskabsloven) is proposed, the notice must include the full text of the proposed resolution."

(iii) Amendment to Article 13.1 of the Articles of Association (power to bind the Company)

The Board of Directors proposes that the power to bind the Company set out in Article 13.1 of the Articles of Association be amended to read as follows:

"The Company is bound by the signature of the Chairman of the Board of Directors alone, by the signature of the Chief Executive Officer alone, by the signatures of two members of the Executive Board jointly, by the signatures of four members of the Board of Directors jointly, by the signatures of a member of the Board of Directors and a member of the Executive Board jointly, or by the signatures of the entire Board of Directors jointly."

(iv) Amendment to Article 12.1 of the Articles of Association (Executive Board)

The Board of Directors proposes that the limit concerning the number of members of the Executive Board set out in Article 12.1 of the Articles of Association be extended as follows:

"The Board of Directors appoints 1-5 members to the Executive Board to be responsible for the day-to-day management of the Company. The Board of Directors determines the employment terms and the details of powers relating to such members. One member of the Executive Board is appointed as Chief Executive Officer."

Re agenda item 7e

The existing authorisations for the Board of Directors to make capital increases set out in Article 6 of the Articles of Association expired as at 1 January 2016. Against that background, the Board of Directors proposes that the following new authorisations be adopted by the AGM:

"6. Authorisation for increase of capital

6.1 The Board of Directors is authorised at one or more issues to increase the Company's share capital by issuing new shares with preferential rights of subscription for the Company's existing shareholders and with a total nominal value of up to DKK 6,664,384. The increase must be made by cash contribution. The authorisation will be valid in the period until and including 1 April 2021.

6.2 The Board of Directors is also authorised at one or more issues to increase the Company's share capital by issuing new shares without preferential rights of subscription for the Company's existing shareholders and with a total nominal value of up to DKK 6,664,384, provided that the increase is made at market value. The increase may be made by cash contribution or by contribution of assets other than cash. The authorisation will be valid in the period until and including 1 April 2021.

6.3 Board of Directors' authorisations under Articles 6.1 and 6.2 may only be exercised in aggregate by way of issuing new shares of a total nominal value of DKK 6,664,384.

6.4 In addition to the authorisations set out in Articles 6.1 to 6.3, the Board of Directors is authorised at one or more issues to increase the Company's share capital by issuing new shares without preferential rights of subscription for the Company's existing shareholders and with a total nominal value of up to DKK 2,500,000 in connection with the new shares being offered to employees of the Company and of any company which is regarded as being affiliated to the Company by the Board of Directors. The new shares must be issued at a subscription price to be fixed by the Board of Directors, however no less than DKK 0.20 per share of DKK 0.20. The increase must be made by cash contribution. The authorisation will be valid in the period until and including 1 April 2021.

6.5 With respect to capital increases under Articles 6.1, 6.2 and 6.4, the new shares must be registered in the name of the holder and registered in the Company's register of shareholders. The shares are negotiable instruments and will, in all respects, be comparable to the existing shares, including as regards redeemability and restricted transferability. The new shares will entitle the holders to dividends as from a time decided by the Board of Directors, but no later than the financial year following the capital increase. Moreover, the Board of Directors shall lay down the specific terms for any capital increase to be implemented under the authorisations set out in Articles 6.1, 6.2 and 6.4."

The above will replace the existing Article 6 of the Company's Articles of Association.

Re agenda item 7f

The chairman of the AGM is authorised to make any such amendments and additions to the resolutions passed by the AGM and to the application for registration with the Danish Business Authority (*Erhvervsstyrelsen*) that may be required by the Authority in connection with the registration of the amendments passed.

* * * * *

Adoption of the proposed resolutions in agenda items 7a, 7d and 7e is subject to at least 51% of the share capital being represented at the AGM and the resolution being passed by at least two-thirds of both the votes cast and of the voting share capital represented at the AGM, see Article 10.3 of the Articles of Association. The remaining proposed resolutions on the agenda may be passed by a simple majority of votes, see Article 10.2 of the Articles of Association.

The Company's share capital is DKK 54,425,235, divided into shares of DKK 1 or multiples thereof, see Article 4.1 of the Articles of Association. Each share of DKK 1 carries one vote, see Article 9.1 of the Articles of Association.

Under Article 9.2 of the Articles of Association, shareholders who are registered as shareholders in the register of shareholders on the date of registration, 31 March 2016, or having made a request to that effect and such request having reached the Company on that date, is entitled to attend and vote at the AGM.

Shareholders entitled to attend and vote at the AGM under Article 9.2 of the Articles of Association are entitled to attend the AGM, subject to having obtained an admission card for themselves and for any adviser accompanying them to the meeting no later than on 1 April 2016. A ballot paper will be provided together with the admission card, specifying the number of votes to which the shareholder is entitled.

Please note that only shareholders registered in the register of shareholders on the date of registration and having obtained an admission card prior to the AGM are entitled to attend.

Admission cards may be obtained on the Company's website, www.demant.com, *Shareholder Portal*, by submitting an order form to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark, (or by fax to +45 4546 0998), by written request to the Company's office, or in person at Kongebakken 9, 2765 Smørum, Denmark, on weekdays between 10 a.m. and 12 noon. Admission cards and ballot papers will be sent after 21 March 2016.

The Company has designated Danske Bank A/S as its custodian bank, through which the Company's shareholders may exercise their financial rights.

No later than on 16 March 2016, the following information and documents will be made available on the Company's website, www.demant.com: 1) The notice convening the AGM; 2) the total number of shares and voting rights as at the date of the notice; 3) all documents to be submitted to the AGM, including the audited annual report; 4) the agenda and the complete proposed resolutions to be submitted to the AGM; and 5) postal and proxy voting forms.

All shareholders may ask written questions about the agenda and the documents to be used for the AGM. Any questions may be sent by post to the Company or by e-mail to william@demant.com. Any questions will be answered in writing before or orally at the AGM, unless the answer is available on the Company's website, www.demant.com, prior to the AGM.

If you are unable to attend the AGM, the Company's Board of Directors would be pleased to act as proxy to cast the votes attaching to your shares. Proxies may be appointed electronically on the Company's website, www.demant.com, *Shareholder portal*, no later than on 1 April 2016 at 11.59 p.m. CET. You may also complete, date and sign a proxy form and return it by post to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark (or by fax to +45 4546 0998), for receipt no later than on 1 April 2016. If you wish to appoint proxies other than the Board of Directors, you may use the form for appointing a third party proxy. Please note that you must also obtain an admission card for the proxy. The above proxy forms are available on the Company's website, www.demant.com.

You may also vote by post. Postal votes may be cast electronically on the Company's website, www.demant.com, *Shareholder portal*, no later than on 6 April 2016 before 12.00 p.m. CET (noon). You may also complete, date and sign a postal voting form – the same form as the proxy form – and return it by post to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark (or by fax to +45 4546 0998), for receipt no later than on 6 April 2016 before 12.00 p.m. CET (noon). Postal voting forms are available on the Company's website, www.demant.com.

Smørum, 9 March 2016

The Board of Directors