LOGITECH INTERNATIONAL SA
Form PRE 14A
July 08, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
Filed by a Party other than the Registrant [ ]

Check the appropriate box:

[X]	Preliminary Proxy Statement
[ ]	**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
[ ]	Definitive Proxy Statement
[ ]	Definitive Additional Materials
[ ]	Soliciting Material Pursuant to §240.14a-12

Logitech International S.A.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2)	Form, Schedule or Registration Statement No.:
3)	Filing Party:
4)	Date Filed:

July 22, 2016

To our shareholders:

You are cordially invited to attend Logitech s 2016 Annual General Meeting. The meeting will be held on Wednesday, September 7, 2016 at 2:00 p.m. at the SwissTech Convention Center, EPFL, in Lausanne, Switzerland.

Enclosed is the Invitation and Proxy Statement for the meeting, which includes an agenda and discussion of the items to be voted on at the meeting, instructions on how you can exercise your voting rights, information concerning Logitech s compensation of its Board members and executive officers, and other relevant information.

Whether or not you plan to attend the Annual General Meeting, your vote is important.

Thank you for your continued support of Logitech.

Guerrino De Luca
Chairman of the Board

LOGITECH INTERNATIONAL S.A.
Invitation to the Annual General Meeting
Wednesday, September 7, 2016
2:00 p.m. (registration starts at 1:30 p.m.)
SwissTech Convention Center, EPFL   Lausanne, Switzerland

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AGENDA

A. **Reports**

Report on Operations for the fiscal year ended March 31, 2016

B. **Proposals**

1. Approval of the Annual Report, the consolidated financial statements and the statutory financial statements of Logitech International S.A. for fiscal year 2016

2. Advisory vote to approve executive compensation

3. Appropriation of retained earnings and declaration of dividend

4. Amendment and restatement of the 2006 Stock Incentive Plan, including an increase to the number of shares available for issuance under the Plan

5. Release of the Board of Directors and Executive Officers from liability for activities during fiscal year 2016

6. Elections to the Board of Directors

   6.A. Re-election of Dr. Edouard Bugnion

   6.B. Re-election of Mr. Bracken Darrell

   6.C. Re-election of Ms. Sally Davis

   6.D. Re-election of Mr. Guerrino De Luca

   6.E. Re-election of Ms. Sue Gove

   6.F. Re-election of Mr. Didier Hirsch

   6.G. Re-election of Dr. Neil Hunt

   6.H. Re-election of Mr. Dimitri Panayotopoulos

   6.I. Re-election of Dr. Lung Yeh

   6.J. Election of Dr. Patrick Aebischer

7. Election of the Chairman of the Board

8. Elections to the Compensation Committee

   8.A. Re-election of Ms. Sally Davis

   8.B. Re-election of Dr. Neil Hunt

   8.C. Re-election of Mr. Dimitri Panayotopoulos

   8.D. Election of Dr. Edouard Bugnion

9. Approval of Compensation for the Board of Directors for the 2016 to 2017 Board Year

10. Approval of Compensation for the Group Management Team for Fiscal Year 2018

11. Re-election of KPMG AG as Logitech s auditors and ratification of the appointment of KPMG LLP as Logitech s independent registered public accounting firm for fiscal year 2017

12. Re-election of Ms. Béatrice Ehlers as Independent Representative

Apples, Switzerland, July 22, 2016

The Board of Directors

Questions and Answers about The Logitech 2016 Annual General Meeting

General Information for All Shareholders

WHY AM I RECEIVING THIS INVITATION AND PROXY STATEMENT ?

This document is designed to comply with both Swiss corporate law and U.S. proxy statement rules. Outside of the U.S. and Canada this Invitation and Proxy Statement will be made available to registered shareholders with certain portions translated into French and German. We made copies of this Invitation and Proxy Statement available to shareholders beginning on July 22, 2016.

The Response Coupon is solicited on behalf of the Board of Directors of Logitech for use at Logitech s Annual General Meeting. The meeting will be held on Wednesday, September 7, 2016 at 2:00 p.m. at the SwissTech Convention Center, EPFL, in Lausanne, Switzerland.

WHO IS ENTITLED TO VOTE AT THE MEETING?

Shareholders registered in the Share Register of Logitech International S.A. (including in the sub-register maintained by Logitech s U.S. transfer agent, Computershare) on Thursday, September 1, 2016 have the right to vote. No shareholders will be entered in the Share Register between September 1, 2016 and the day following the meeting. As of June 30, 2016, there were 105,064,384 shares registered and entitled to vote out of a total of 161,732,662 Logitech shares outstanding. The actual number of registered shares that will be entitled to vote at the meeting will vary depending on how many more shares are registered, or deregistered, between June 30, 2016 and September 1, 2016.

For information on the criteria for the determination of the U.S. and Canadian street name beneficial owners who may vote with respect to the meeting, please refer to Further Information for U.S. and Canadian Street Name Beneficial Owners below.

WHO IS A REGISTERED SHAREHOLDER?

If your shares are registered directly in your name with us in the Share Register of Logitech International S.A., or in our sub-register maintained by our U.S. transfer agent, Computershare, you are considered a registered shareholder, and this Invitation and Proxy Statement and related materials are being sent or made available to you by Logitech.

Questions and Answers about The Logitech 2016 Annual General Meeting

WHO IS A BENEFICIAL OWNER WITH SHARES REGISTERED IN THE NAME OF A CUSTODIAN, OR STREET NAME OWNER?	Shareholders that have not requested registration on our Share Register directly, and hold shares through a broker, trustee or nominee or other similar organization that is a registered shareholder, are beneficial owners of shares registered in the name of a custodian. If you hold your Logitech shares through a U.S. or Canadian broker, trustee or nominee or other similar organization (also called holding in street name), which is the typical practice of our shareholders in the U.S. and Canada, the organization holding your account is considered the registered shareholder for purposes of voting at the meeting, and this Invitation and Proxy Statement and related materials are being sent or made available to you by them. You have the right to direct that organization on how to vote the shares held in your account.
WHY IS IT IMPORTANT FOR ME TO VOTE?	Logitech is a public company and key decisions can only be made by shareholders. Whether or not you plan to attend, your vote is important so that your shares are represented.
HOW MANY REGISTERED SHARES MUST BE PRESENT OR REPRESENTED TO CONDUCT BUSINESS AT THE MEETING?	There is no quorum requirement for the meeting. Under Swiss law, public companies do not have specific quorum requirements for shareholder meetings, and our Articles of Incorporation do not otherwise provide for a quorum requirement.
WHERE ARE LOGITECH S PRINCIPAL EXECUTIVE OFFICES?	Logitech s principal executive office in Switzerland is at EPFL Quartier de l Innovation, Daniel Borel Innovation Center 1015 Lausanne, Switzerland, and our principal executive office in the United States is at 7700 Gateway Boulevard, Newark, California 94560. Logitech s main telephone number in Switzerland is +41-(0)21-863-5111 and our main telephone number in the United States is +1-510-795-8500.
HOW CAN I OBTAIN LOGITECH S PROXY STATEMENT, ANNUAL REPORT AND OTHER ANNUAL REPORTING MATERIALS?	A copy of our 2016 Annual Report to Shareholders, this Invitation and Proxy Statement and our Annual Report on Form 10-K for fiscal year 2016 filed with the U.S. Securities and Exchange Commission (the SEC) are available on our website at *http://ir.logitech.com*. Shareholders also may request free copies of these materials at our principal executive offices in Switzerland or the United States, at the addresses and phone numbers above.
WHERE CAN I FIND THE VOTING RESULTS OF THE MEETING?	We intend to announce voting results at the meeting and issue a press release promptly after the meeting. We will also file the results on a Current Report on Form 8-K with the SEC by Tuesday, September 13, 2016. A copy of the Form 8-K will be available on our website at *http://ir.logitech.com*.

Questions and Answers about The Logitech 2016 Annual General Meeting

IF I AM NOT A REGISTERED SHAREHOLDER, CAN I ATTEND AND VOTE AT THE MEETING?

You may not attend the meeting and vote your shares in person at the meeting unless you either become a registered shareholder by September 1, 2016 or you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. If you hold your shares through a non-U.S. or non-Canadian broker, trustee or nominee, you may become a registered shareholder by contacting our Share Registrar at Logitech International S.A., c/o Devigus Shareholder Services, Birkenstrasse 47, CH-6343 Rotkreuz, Switzerland, and following their registration instructions or, in certain countries, by requesting registration through the bank or brokerage through which you hold your shares. If you hold your shares through a U.S. or Canadian broker, trustee or nominee, you may become a registered shareholder by contacting your broker, trustee or nominee, and following their registration instructions.

Further Information for Registered Shareholders

HOW CAN I VOTE IF I DO NOT PLAN TO ATTEND THE MEETING?

If you do not plan to attend the meeting, you may appoint the Independent Representative, Ms. Béatrice Ehlers, to represent you at the meeting. Please provide your voting instructions by marking the applicable boxes beside the agenda items on the Internet voting site for registered shareholders, *gvmanager.ch/logitech* for shareholders on the Swiss share register or *www.proxyvote.com* for shareholders on the U.S. share register, or on the Response Coupon or Proxy Card, as applicable.

SWISS SHARE REGISTER INTERNET VOTING Go to the Internet voting site *gvmanager.ch/logitech* and log in with your one-time code on the Response Coupon. Please use the menu item Grant Procuration and submit your instructions by clicking on the Send button. Your code is only valid once; it expires once you have submitted your voting or any other instructions and signed off the portal. As long as you remain signed in to the portal, you may change your voting instructions at your discretion.

SWISS SHARE REGISTER RESPONSE COUPON Mark the box under Option 3 on the enclosed Response Coupon. Please sign, date and promptly mail your completed Response Coupon to Ms. Béatrice Ehlers using the appropriate enclosed postage-paid envelope.

U.S. SHARE REGISTER INTERNET VOTING Go to the Internet voting site *www.proxyvote.com* and log in with your 16-digit voting control number printed in the box marked by the arrow on the Notice of Internet Availability of Proxy Materials that you received from us. Please follow the menus to select the Independent Representative, Ms. Béatrice Ehlers, to represent you at the meeting.

U.S. SHARE REGISTER PROXY CARD If you have requested a Proxy Card, mark the box Yes on the Proxy Card to select the Independent Representative, Ms. Béatrice Ehlers, to represent you at the meeting. Please sign, date and promptly mail your completed Proxy Card to Broadridge using the enclosed postage-paid envelope.

Questions and Answers about The Logitech 2016 Annual General Meeting

HOW CAN I ATTEND THE MEETING?

If you wish to attend the meeting, you will need to obtain an admission card. You may order your admission card on the Internet voting site for registered shareholders, *www.gvmanager.ch/logitech* for shareholders on the Swiss share register or *www.proxyvote.com* for shareholders on the U.S. share register, or on the Response Coupon or Proxy Card, as applicable, and we will send you an admission card for the meeting. If an admission card is not received by you prior to the meeting and you are a registered shareholder as of September 1, 2016, you may attend the meeting by presenting proof of identification at the meeting.

SWISS SHARE REGISTER INTERNET VOTING Go to the Internet voting site *gvmanager.ch/logitech* and log in with your one-time code on the Response Coupon. Please use the menu item Order Admission Card . Your code is only valid once; it expires as soon as you have ordered an admission card by clicking on the Send button or submitted any other instructions and signed off the portal.

SWISS SHARE REGISTER RESPONSE COUPON Mark the box under Option 1 on the enclosed Response Coupon. Please send the completed, signed and dated Response Coupon to Logitech using the enclosed postage-paid envelope by Thursday, September 1, 2016.

U.S. SHARE REGISTER INTERNET VOTING Go to the Internet voting site *www.proxyvote.com* and log in with your 16-digit voting control number printed in the box marked by the arrow on the Notice of Internet Availability of Proxy Materials that you received from us. Please follow the menus to indicate that you will personally attend the meeting.

U.S. SHARE REGISTER PROXY CARD If you have requested a Proxy Card, mark the box Yes on the Proxy Card to indicate that you will personally attend the meeting. Please sign, date and promptly mail your completed Proxy Card to Broadridge using the enclosed postage-paid envelope by Thursday, September 1, 2016.

CAN I HAVE ANOTHER PERSON REPRESENT ME AT THE MEETING?

Yes. If you would like someone other than the Independent Representative to represent you at the meeting, please mark Option 2 on the Response Coupon (for shareholders on the Swiss share register) or, if you requested a Proxy Card (for shareholders on the U.S. share register), mark the box on the Proxy Card to authorize the person you name on the reverse side of the Proxy Card. On either the Response Coupon or the Proxy Card, please provide the name and address of the person you want to represent you. Please return the completed, signed and dated Response Coupon to Logitech or Proxy Card to Broadridge, using the enclosed postage-paid envelope by September 1, 2016. We will send an admission card for the meeting to your representative. If the name and address instructions you provide are not clear, Logitech will send the admission card to you, and you must forward it to your representative.

If you requested and received an admission card to attend the meeting, you can also authorize someone other than the Independent Representative to represent you at the meeting on the admission card and provide that signed, dated and completed admission card to your representative, together with your voting instructions.

You do not have the option to order an admission card for your representative on the Internet voting sites.

Questions and Answers about The Logitech 2016 Annual General Meeting

CAN I SELL MY SHARES BEFORE THE MEETING IF I HAVE VOTED?

Logitech does not block the transfer of shares before the meeting. However, if you sell your Logitech shares before the meeting and Logitech s Share Registrar is notified of the sale, your votes with those shares will not be counted. Any person who purchases shares after the Share Register closes on Thursday, September 1, 2016 will not be able to register them until the day after the meeting and so will not be able to vote the shares at the meeting.

IF I VOTE BY PROXY, CAN I CHANGE MY VOTE AFTER I HAVE VOTED?

You may change your vote by Internet or by mail through September 1, 2016. You may also change your vote by attending the meeting and voting in person. For shareholders on the Swiss share register, you may revoke your vote by requesting a new one-time code and providing new voting instructions at *gvmanager.ch/logitech*, or by requesting and submitting a new Response Coupon from our Swiss Share Register at Devigus Shareholder Services (by telephone at +41-41-798-48-33 or by e-mail at *logitech@devigus.com*). For shareholders on the U.S. share register, you may revoke your vote by providing new voting instructions at *www.proxyvote.com*, if you voted by Internet, or by requesting and submitting a new Proxy Card. Your attendance at the meeting will not automatically revoke your vote or Response Coupon or Proxy Card unless you vote again at the meeting or specifically request in writing that your prior voting instructions be revoked.

SWISS SHARE REGISTER INTERNET VOTING After you receive the new one-time code, go to the Internet voting site *gvmanager.ch/logitech* and log in. Please use the menu item Grant Procuration . Follow the directions on the site to complete and submit your new instructions until Thursday, September 1, 2016, 23:59 (Central European Time), or you may attend the meeting and vote in person.

SWISS SHARE REGISTER RESPONSE COUPON If you request a new Response Coupon and wish to vote again, you may complete the new Response Coupon and return it to us by September 1, 2016, or you may attend the meeting and vote in person.

U.S. SHARE REGISTER INTERNET VOTING Go to the Internet voting site *www.proxyvote.com* and log in with your 16-digit voting control number printed in the box marked by the arrow on the Notice of Internet Availability of Proxy Materials that you received from us. Please follow the menus to submit your new instructions until Thursday, September 1, 2016, 11:59 p.m. (U.S. Eastern Daylight Time), or you may attend the meeting and vote in person.

U.S. SHARE REGISTER PROXY CARD If you request a new Proxy Card and wish to vote again, you may complete the new Proxy Card and return it to Broadridge by September 1, 2016, or you may attend the meeting and vote in person.

Questions and Answers about The Logitech 2016 Annual General Meeting

IF I VOTE BY PROXY, WHAT HAPPENS IF I DO NOT GIVE SPECIFIC VOTING INSTRUCTIONS?

SWISS SHARE REGISTER INTERNET VOTING If you are a registered shareholder and vote using the Internet voting site, you have to give specific voting instructions for all agenda items before you can submit your instructions.

SWISS SHARE REGISTER RESPONSE COUPON If you are a registered shareholder and sign and return a Response Coupon without giving specific voting instructions for some or all agenda items, you thereby give instructions to the Independent Representative to vote your shares in accordance with the recommendations of the Board of Directors for such agenda items as well as for new and amended proposals that could be formulated during the course of the meeting.

U.S. SHARE REGISTER INTERNET VOTING If you are a registered shareholder and vote using the Internet voting site without giving specific voting instructions for some or all agenda items, you thereby give instructions to the Independent Representative to vote your shares in accordance with the recommendations of the Board of Directors for such agenda items as well as for new and amended proposals that could be formulated during the course of the meeting.

U.S. SHARE REGISTER PROXY CARD If you are a registered shareholder and sign and return a Proxy Card without giving specific voting instructions for some or all agenda items, you thereby give instructions to the Independent Representative to vote your shares in accordance with the recommendations of the Board of Directors for such agenda items as well as for new and amended proposals that could be formulated during the course of the meeting.

WHO CAN I CONTACT IF I HAVE QUESTIONS?

If you have any questions or need assistance in voting your shares, please call us at +1-510-713-4220 or e-mail us at *logitechIR@logitech.com.*

Further Information for U.S. or Canadian Street Name Beneficial Owners

WHY DID I RECEIVE A ONE-PAGE NOTICE IN THE MAIL REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS INSTEAD OF A FULL SET OF PROXY MATERIALS?

We have provided access to our proxy materials over the Internet to beneficial owners holding their shares in street name through a U.S. or Canadian broker, trustee or nominee. Accordingly, such brokers, trustees or nominees are forwarding a Notice of Internet Availability of Proxy Materials (the Notice) to such beneficial owners. All such shareholders will have the ability to access the proxy materials on a website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found on the Notice. In addition, beneficial owners holding their shares in street name through a U.S. or Canadian broker, trustee or nominee may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

HOW CAN I GET ELECTRONIC ACCESS TO THE PROXY MATERIALS?

The Notice will provide you with instructions regarding how to:

- View our proxy materials for the meeting on the Internet; and
- Instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual shareholders meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

WHO MAY PROVIDE VOTING INSTRUCTIONS FOR THE MEETING?

For purposes of U.S. or Canadian beneficial shareholder voting, shareholders holding shares through a U.S. or Canadian broker, trustee or nominee organization on July 12, 2016 may direct the organization on how to vote. Logitech has made arrangements with a service company to U.S. and Canadian brokers, trustees and nominee organizations for that service company to provide a reconciliation of share positions of U.S. and Canadian street name beneficial owners between July 12, 2016 and August 29, 2016, which Logitech determined is the last practicable date before the meeting for such a reconciliation. These arrangements are intended to result in the following adjustments: If a U.S. or Canadian street name beneficial owner as of July 12, 2016 votes but subsequently sells their shares before August 29, 2016, their votes will be cancelled. A U.S. or Canadian street name beneficial owner as of July 12, 2016 that has voted and subsequently increases or decreases their shareholdings but remains a beneficial owner as of August 29, 2016 will have their votes increased or decreased to reflect their shareholdings as of August 29, 2016.

If you acquire Logitech shares in street name after July 12, 2016 through a U.S. or Canadian broker, trustee or nominee, and wish to vote at the meeting or provide voting instructions by proxy, you must become a registered shareholder. You may become a registered shareholder by contacting your broker, trustee or nominee, and following their registration instructions. In order to allow adequate time for registration, for proxy materials to be sent or made available to you, and for your voting instructions to be returned to us before the meeting, please begin the registration process as far before September 1, 2016 as possible.

Questions and Answers about The Logitech 2016 Annual General Meeting

IF I AM A U.S. OR CANADIAN STREET NAME BENEFICIAL OWNER, HOW DO I VOTE?

If you are a beneficial owner of shares held in street name and you wish to vote in person at the meeting, you must obtain a valid proxy from the organization that holds your shares.

If you do not wish to vote in person, you may vote by proxy. You may vote by proxy over the Internet, by mail or by telephone by following the instructions provided in the Notice or on the Proxy Card.

WHAT HAPPENS IF I DO NOT GIVE SPECIFIC VOTING INSTRUCTIONS?

If you are a beneficial owner of shares held in street name in the United States or Canada and do not provide your broker, trustee or nominee with specific voting instructions, then under the rules of various national and regional securities exchanges, your broker, trustee or nominee may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, your shares will not be voted on such matter and will not be considered votes cast on the applicable Proposal. We encourage you to provide voting instructions to the organization that holds your shares by carefully following the instructions provided in the Notice. We believe the following Proposals will be considered non-routine: Proposal 2 (Advisory vote to approve executive compensation), Proposal 3 (Appropriation of retained earnings and declaration of dividend), Proposal 4 (Amendment and restatement of the 2006 Stock Incentive Plan, including an increase to the number of shares available for issuance under the Plan), Proposal 5 (Release of the Board of Directors and Executive Officers from liability for activities during fiscal year 2015), Proposal 6 (Elections to the Board of Directors), Proposal 7 (Election of the Chairman), Proposal 8 (Elections to the Compensation Committee), Proposal 9 (Approval of Compensation for the Board of Directors for the 2016 to 2017 Board Year), Proposal 10 (Approval of Compensation for the Group Management Team for Fiscal Year 2018), Proposal 12 (Election of the Independent Representative). All other Proposals involve matters that we believe will be considered routine. Any broker non-votes on any Proposals will not be considered votes cast on the Proposal.

WHAT IS THE DEADLINE FOR DELIVERING MY VOTING INSTRUCTIONS?

If you hold your shares through a U.S. or Canadian bank or brokerage or other custodian, you have until 11:59 pm (U.S. Eastern Daylight Time) on Thursday, September 1, 2016 to deliver your voting instructions.

CAN I CHANGE MY VOTE AFTER I HAVE VOTED?

You may revoke your proxy and change your vote at any time before the final vote at the meeting. You may vote again on a later date on the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the meeting will be counted), or by signing and returning a new proxy card with a later date, or by attending the meeting and voting in person, if you have a legal proxy that allows you to attend the meeting and vote. However, your attendance at the Annual General Meeting will not automatically revoke your proxy unless you vote again at the meeting or specifically request in writing that your prior proxy be revoked.

Questions and Answers about The Logitech 2016 Annual General Meeting

HOW DO I OBTAIN A SEPARATE SET OF PROXY MATERIALS OR REQUEST A SINGLE SET FOR MY HOUSEHOLD IN THE UNITED STATES?

We have adopted a procedure approved by the SEC called householding for shareholders in the United States. Under this procedure, shareholders who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of our proxy statement and annual report unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. This procedure reduces our printing costs and postage fees. Each U.S. shareholder who participates in householding will continue to be able to access or receive a separate proxy card.

If you wish to receive a separate proxy statement and annual report at this time, please request the additional copy by contacting our mailing agent, Broadridge, by telephone at +1-866-540-7095 or by e-mail at *sendmaterial@proxyvote.com*. If any shareholders in your household wish to receive a separate proxy statement and annual report in the future, they may call our investor relations group at +1-510-713-4220 or write to Investor Relations, 7700 Gateway Boulevard, Newark, California 94560. They may also send an email to our investor relations group at *logitechIR@logitech.com*. Other shareholders who have multiple accounts in their names or who share an address with other stockholders can authorize us to discontinue mailings of multiple proxy statements and annual reports by calling or writing to investor relations.

Further Information for Shareholders with Shares Registered Through a Bank or Brokerage as Custodian (Outside the U.S. or Canada)

HOW DO I VOTE BY PROXY IF MY SHARES ARE REGISTERED THROUGH MY BANK OR BROKERAGE AS CUSTODIAN?

Your broker, trustee or nominee should have enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares. If you did not receive such instructions you must contact your bank or brokerage for their voting instructions.

WHAT IS THE DEADLINE FOR DELIVERING MY VOTING INSTRUCTIONS IF MY LOGITECH SHARES ARE REGISTERED THROUGH MY BANK OR BROKERAGE AS CUSTODIAN?

Banks and brokerages typically set deadlines for receiving instructions from their account holders. Outside of the U.S. and Canada, this deadline is typically two to three days before the deadline of the company holding the general meeting. This is so that the custodians can collect the voting instructions and pass them on to the company holding the meeting. If you hold Logitech shares through a bank or brokerage outside the U.S. or Canada, please check with your bank or brokerage for their specific voting deadline and submit your voting instructions to them as far before that deadline as possible.

Questions and Answers about The Logitech 2016 Annual General Meeting

Other Meeting Information

Meeting Proposals

There are no other matters that the Board intends to present, or has reason to believe others will present, at the Annual General Meeting.

If you are a registered shareholder:

SWISS SHARE REGISTER	**INTERNET VOTING** If you are a registered shareholder and vote using the Internet voting site, you have to give specific voting instructions to all agenda items before you can submit your instructions. **RESPONSE COUPON** If you are a registered shareholder and sign and return a Response Coupon without giving specific voting instructions for some or all agenda items, you thereby give instructions to the Independent Representative to vote your shares in accordance with the recommendations of the Board of Directors for such agenda items as well as for new and amended proposals that could be formulated during the course of the meeting.
U.S. SHARE REGISTER	**INTERNET VOTING** If you are a registered shareholder and vote using the Internet voting site without giving specific voting instructions for some or all agenda items, you thereby give instructions to the Independent Representative to vote your shares in accordance with the recommendations of the Board of Directors for such agenda items as well as for new and amended proposals that could be formulated during the course of the meeting. **PROXY CARD** If you are a registered shareholder and sign and return a Proxy Card without giving specific voting instructions for some or all agenda items, you thereby give instructions to the Independent Representative to vote your shares in accordance with the recommendations of the Board of Directors for such agenda items as well as for new and amended proposals that could be formulated during the course of the meeting.

If you are a beneficial owner of shares held in street name in the United States or Canada, if other matters are properly presented for voting at the meeting and you have provided discretionary voting instructions on a voting instruction card or through the Internet or other permitted voting mechanisms or have not provided voting instructions, your shares will be voted in accordance with the recommendations of the Board of Directors at the meeting on such matters.

Proxy Solicitation

We do not expect to retain a proxy solicitation firm. Certain of our directors, officers and other employees, without additional compensation, may also solicit proxies personally or in writing, by telephone, e-mail or otherwise. In the United States, we are required to request that brokers and nominees who hold shares in their names furnish our proxy material to the beneficial owners of the shares, and we must reimburse such brokers and nominees for the expenses of doing so in accordance with certain U.S. statutory fee schedules.

Questions and Answers about The Logitech 2016 Annual General Meeting

Tabulation of Votes

Representatives of at least two Swiss banks will serve as scrutineers of the vote tabulations at the meeting. As is typical for Swiss companies, our Share Registrar will tabulate the voting instructions of registered shareholders that are provided in advance of the meeting.

Shareholder Proposals and Nominees

Shareholder Proposals for 2016 Annual General Meeting

Under our Articles of Incorporation, one or more registered shareholders who together represent shares representing at least the lesser of (i) one percent of our issued share capital or (ii) an aggregate par value of one million Swiss francs may demand that an item be placed on the agenda of a meeting of shareholders. Any such proposal must be included by the Board in our materials for the meeting. A request to place an item on the meeting agenda must be in writing and describe the proposal. With respect to the 2016 Annual General Meeting, the deadline to receive proposals for the agenda was July 8, 2016. In addition, under Swiss law registered shareholders, or persons holding a valid proxy from a registered shareholder, may propose alternatives to items on the 2016 Annual General Meeting agenda before or at the meeting.

Shareholder Proposals for 2017 Annual General Meeting

We anticipate holding our 2017 Annual General Meeting on or about September 12, 2017. A registered shareholder that satisfies the minimum shareholding requirements in the Company s Articles of Incorporation may demand that an item be placed on the agenda for our 2017 Annual General Meeting of shareholders by delivering a written request describing the proposal to the Secretary of Logitech at our principal executive office in either Switzerland or the United States no later than July 13, 2017. In addition, if you are a registered shareholder and satisfy the shareholding requirements under Rule 14a-8 of the U.S. Securities Exchange Act of 1934 (the Exchange Act), you may submit a proposal for consideration by the Board of Directors for inclusion in the 2017 Annual General Meeting agenda by delivering a request and a description of the proposal to the Secretary of Logitech at our principal executive office in either Switzerland or the United States no later than March 24, 2017. The proposal will need to comply with Rule 14a-8 of the Exchange Act, which lists the requirements for the inclusion of shareholder proposals in company-sponsored proxy materials under U.S. securities laws. Under the Company s Articles of Incorporation only registered shareholders are recognized as Logitech shareholders. As a result, if you are not a registered shareholder you may not make proposals for the 2017 Annual General Meeting.

Nominations of Director Candidates

Nominations of director candidates by registered shareholders must follow the rules for shareholder proposals above.

Provisions of Articles of Incorporation

The relevant provisions of our Articles of Incorporation regarding the right of one or more registered shareholders who together represent shares representing at least the lesser of (i) one percent of our issued share capital or (ii) an aggregate par value of one million Swiss francs to demand that an item be placed on the agenda of a meeting of shareholders are available on our website at *http://ir.logitech.com*. You may also contact the Secretary of Logitech at our principal executive office in either Switzerland or the United States to request a copy of the relevant provisions of our Articles of Incorporation.

Agenda Proposals and Explanations

A. Reports

Report on Operations for the Fiscal Year Ended March 31, 2016

Senior management of Logitech International S.A. will provide the Annual General Meeting with a presentation and report on operations of the Company for fiscal year 2016.

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B. Proposals

Proposal 1

Approval of the Annual Report, the Consolidated Financial Statements and the Statutory Financial Statements of Logitech International S.A. for Fiscal Year 2016

Proposal

The Board of Directors proposes that the Annual Report, the consolidated financial statements and the statutory financial statements of Logitech International S.A. for fiscal year 2016 be approved.

Explanation

The Logitech consolidated financial statements and the statutory financial statements of Logitech International S.A. for fiscal year 2016 are contained in Logitech s Annual Report, which was made available to all registered shareholders on or before the date of this Invitation and Proxy Statement. The Annual Report also contains the report of Logitech s auditors, the report of the statutory auditors, Logitech s Remuneration Report prepared in compliance with the Swiss Ordinance Against Excessive Compensation by Public Corporations (the so-called Minder Ordinance) as well as the report of the statutory auditors on the Remuneration Report, additional information on the Company s business, organization and strategy, and information relating to corporate governance as required by the SIX Swiss Exchange directive on corporate governance. Copies of the Annual Report are available on the Internet at *ir.logitech.com*.

Under Swiss law, the annual report and financial statements of Swiss companies must be submitted to shareholders for approval or disapproval at each annual general meeting. In the event of a negative vote on this proposal by shareholders, the Board of Directors will call an extraordinary general meeting of shareholders for reconsideration of this proposal by shareholders.

Approval of this proposal does not constitute approval or disapproval of any of the individual matters referred to in the Annual Report or the consolidated or statutory financial statements for fiscal year 2016.

KPMG AG, as Logitech auditors, issued an unqualified recommendation to the Annual General Meeting that the consolidated and statutory financial statements of Logitech International S.A. be approved. KPMG AG expressed their opinion that the consolidated financial statements for the year ended March 31, 2016 present fairly, in all material respects, the financial position, the results of operations and the cash flows in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and comply with Swiss law. They further expressed their opinion and confirmed that the financial statements and the proposed appropriation of available earnings comply with Swiss law and the Articles of Incorporation of Logitech International S.A. and the Remuneration Report contains the information required by Swiss law.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

The Board of Directors recommends a vote **FOR** approval of the Annual Report, the consolidated financial statements and the statutory financial statements of Logitech International S.A. for fiscal year 2016.

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Proposal 2

Advisory Vote to Approve Executive Compensation

Proposal

The Board of Directors proposes that shareholders approve, on an advisory basis, the compensation of Logitech s named executive officers disclosed in Logitech s Compensation Report for fiscal year 2016.

Explanation

At Logitech s 2009 and 2010 Annual General Meetings, the Logitech Board of Directors voluntarily asked shareholders to approve Logitech s compensation philosophy, policies and practices, as set out in the Compensation Discussion and Analysis section of the Compensation Report, as a reflection of evolving best practices in corporate governance in Switzerland and in the United States. This proposal, commonly known as a say-on-pay proposal, gave our shareholders the opportunity to express their views on our compensation as a whole. Shareholders were supportive of our compensation philosophy, policies and practices in those years and every year since.

Beginning with the 2011 Annual General Meeting, a say-on-pay advisory vote was required for all public companies, including Logitech, that are subject to the applicable U.S. proxy statement rules. At the 2011 Annual General Meeting, shareholders approved a proposal to take this vote annually. Accordingly, the Board of Directors is asking shareholders to approve, on an advisory basis, the compensation of Logitech s named executive officers disclosed in the Compensation Report, including the Compensation Discussion and Analysis, the Summary Compensation table and the related compensation tables, notes, and narrative. This vote is not intended to address any specific items of compensation or any specific named executive officer, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in the Compensation Report.

This say-on-pay vote is advisory and therefore is not binding. It is carried out as a best practice and to comply with applicable U.S. proxy statement rules, and

is consequently independent from, and comes in addition to, the binding vote on the compensation of the Board of Directors for the 2016 to 2017 Board Year contemplated in Proposal 9 and the binding vote on the Approval of Compensation for the Group Management Team for Fiscal Year 2018 contemplated in Proposal 10 below. However, the say-on-pay vote will provide information to us regarding shareholder views about our executive compensation philosophy, policies and practices, which the Compensation Committee of the Board will be able to consider when determining future executive compensation. The Committee will seek to determine the causes of any significant negative voting result.

As discussed in the Compensation Discussion and Analysis section of Logitech s 2016 Compensation Report, Logitech has designed its compensation programs to:

- provide compensation sufficient to attract and retain the level of talent needed to create and manage an innovative, high growth global company in highly competitive and rapidly evolving markets;
- support a performance-oriented culture;
- maintain a balance between fixed and variable compensation and place a significant portion of total compensation at risk based on the Logitech s performance, while maintaining controls over inappropriate risk-taking by factoring in both annual and long-term performance;
- provide a balance between short-term and long-term objectives and results;
- align executive compensation with shareholders interests by tying a significant portion of compensation to increasing share value; and

reflect an executive s role and past performance through base salary and short-term cash incentives, and his or her potential for future contribution through long-term equity incentive awards.

Agenda Proposals and Explanations

The Compensation Committee of the Board has developed a compensation program that is described more fully in the Compensation Report included in this Invitation and Proxy Statement. Logitech s compensation philosophy, compensation program risks and design, and compensation paid during fiscal year 2016 are also set out in the Compensation Report.

While compensation is a central part of attracting, retaining and motivating the best executives and employees, we believe it is not the sole or exclusive reason why exceptional executives or employees choose to join and stay at Logitech, or why they work hard to achieve results for shareholders. In this regard, both the Compensation Committee and management believe that providing a working environment and opportunities in which executives and employees can develop, express their individual potential, and make a difference, are also a key part of Logitech s success in attracting, motivating and retaining executives and employees.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

The Board of Directors recommends a vote **FOR** approval of the following advisory resolution:

Resolved, that the compensation paid to Logitech s named executive officers as disclosed in the Compensation Report, including the Compensation Discussion and Analysis, the Summary Compensation table and the related compensation tables, notes, and narrative discussion, is hereby approved.

Agenda Proposals and Explanations

Proposal 3

Appropriation of Retained Earnings and Declaration of Dividend

Proposal

The Board of Directors proposes that CHF 653,367,040 (approximately USD 680,503,500 based on the exchange rate on March 31, 2016) of retained earnings be appropriated as follows:

	Year ended March 31, 2016
Retained earnings available at the end of fiscal year 2016	CHF 653,367,040
Proposed dividends	CHF (90,200,000)
Balance of retained earnings to be carried forward	CHF 563,167,040

The Board of Directors approved and proposes distribution of a gross aggregate dividend of CHF 90,200,000 (approximately USD 93,946,300, based on the exchange rate on March 31, 2016), or approximately CHF 0.5554 per share (approximately USD 0.5785 per share).*

No distribution shall be made on shares held in treasury by the Company and its subsidiaries.

If the proposal of the Board of Directors is approved, the dividend payment of approximately CHF 0.5554 per share (or approximately CHF 0.3610 per share after deduction of 35% Swiss withholding tax whenever required) will be made on or about September 27, 2016 to all shareholders on record as of the record date (which will be on or about September 26, 2016). We expect that the shares will be traded ex dividend as of approximately September 23, 2016.

Explanation

Under Swiss law, the use of retained earnings must be submitted to shareholders for approval or disapproval at each annual general meeting. The retained earnings

at the disposal of Logitech shareholders at the 2016 Annual General Meeting are the earnings of Logitech International S.A., the Logitech parent holding company.

The proposal of the Board of Directors to distribute a gross dividend of approximately CHF 0.5554 per share represents an increase of approximately 10% over the prior year, following another year of strong cash flow from operations, and is an indication of the Board of Directors confidence in the future of the Company. Since fiscal year 2013, the Board of Directors decided on a recurring annual gross dividend and not on an occasional one. As a consequence, the Company expects to propose such a dividend to the shareholders of the Company every year (subject to the approval of the Company s statutory auditors in the applicable year).

Other than the distribution of the dividend, the Board of Directors proposes the carry-forward of retained earnings based on the Board s belief that it is in the best interests of Logitech and its shareholders to retain Logitech s earnings for future investment in the growth of Logitech s business, for share repurchases, and for the possible acquisition of other companies or lines of business.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

The Board of Directors recommends a vote **FOR** approval of the proposed appropriation of retained earnings with respect to fiscal year 2016, including the payment of a dividend to shareholders in an aggregate amount of CHF 90,200,000.

* The per share approximations are based on 162,409,503 shares outstanding, net of treasury shares, as of March 31, 2016. Distribution-bearing shares are all shares issued except for treasury shares held by Logitech International S.A. on the day preceding the payment of the distribution.

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Proposal 4
Amendment and restatement of the 2006 Stock Incentive Plan, including an increase to the number of shares available for issuance under the Plan

Proposal

The Board of Directors proposes that shareholders approve amendments to and the restatement of the Logitech International S.A. 2006 Stock Incentive Plan (the Plan) to authorize five million seven hundred fifty thousand (5,750,000) additional shares for issuance under the Plan, to improve the Company s corporate governance practices, and to implement other best practices.

Explanation

The Board of Directors believes a key component of the Company s continued ability to be successful is due to its talented employee base and that future success depends on the ability to attract and retain high-caliber employees. The Board believes the continued ability to grant equity awards is a necessary and essential recruiting and retention tool for the Company to attract and retain the high-caliber employees, officers and directors critical to the Company s success.

The 2006 Stock Incentive Plan is the Company s only active employee equity plan (other than its 2012 Inducement Equity Plan, all of the authorized shares of which are subject to outstanding awards, and its Employee Stock Purchase Plans), and as of June 1, 2016 we have approximately five million shares remaining for issuance under the Plan. We estimate that this remaining pool will be exhausted before the 2018 Annual General Meeting despite the fact that, to maximize shareholder value, the Company actively manages its program to use its equity plan resources as effectively as possible.

The Compensation Committee anticipates that the additional shares requested will enable the Company to fund the equity compensation program through the end of fiscal year 2020, accommodating anticipated grants relating to the hiring, retention and promotion of employees and providing reasonable flexibility for acquisitions. The table below sets out the shares currently available under the plan and if this proposal is approved:

2006 Stock Incentive Plan Share Reservation	**Shares** (in millions)
Initial shares authorized under the Plan	14.00
Additional shares authorized at subsequent Annual General Meetings	10.80
Shares awarded from June 2006 through June 1, 2016, net of cancellations	19.79
Additional shares requested under this proposal	5.75
Total shares available for issuance at June 1, 2016 (as if proposal approved)	10.76

The Board is not proposing an increase to the Company s conditional capital for Logitech s employee equity incentive plans. Since 2000, Logitech has used shares held in treasury from its share repurchase programs to cover its issuance obligations under employee equity incentive grants, including grants made under the Plan. It expects to continue to do so.

Logitech has granted equity incentives to employees since its very earliest days in the 1980s. The use of equity compensation in part reflects market practice,

especially in California s Silicon Valley, where the Company has a significant presence. However, it is also a key differentiator in attracting and retaining employees in employment markets outside of the United States where, historically, equity incentive compensation was not or is not common. The Board of Directors believes that having the ability to offer equity incentives continues to be a key part of Logitech s compensation program and the Company s long-term success.

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Material Changes to the Plan

The following summary highlights the proposed material changes to the Plan.

The number of shares reserved for future issuance pursuant to awards granted under the Plan has been increased by five million seven hundred fifty thousand (5,750,000) additional shares from 24.8 million shares to 30.55 million shares.

The Plan has been amended to impose a minimum vesting period of one year on all awards, except (i) for certain awards substituted in connection with a corporate transaction and (ii) for 5% of the number of shares reserved for future issuance under the Plan as of the date that the Plan amendment becomes effective.

The Plan has been amended to allow shares that are used to satisfy tax withholding obligations for awards other than options or SARs to be available for re-issuance under the Plan.
The following summary of certain material features of the Plan is qualified in its entirety by reference to the Plan, which is attached to this proxy statement as Appendix A.

Awards Outstanding under the Plan as of June 1, 2016

As of June 1, 2016, 5,065,253 shares were issuable upon exercise of stock options outstanding under the Plan with a weighted average exercise price of USD 17.90 per share and a weighted average term of 3.97 years, and an aggregate of 6,972,012 shares were subject to RSUs and PRSUs outstanding under the Plan with no exercise price. In addition as of June 1, 2016, there were 5,011,170 shares available for grant under the Plan.

Key Terms of the Plan at a Glance

The following is a summary of the key provisions of the Plan, as amended and restated.

Plan Term:	The Plan, as amended and restated, will become effective on the date the shareholders approve the Plan and will continue in effect until terminated by the board of directors. The proposed amendments will apply to previously granted awards that are outstanding as well as to awards that are granted after the effective date of the Plan amendment.
Eligible Participants:	Employees, directors, and consultants of the Company, a parent, a subsidiary or an affiliate generally are eligible to receive each type of award offered under the Plan. Only employees of the Company, a parent or a subsidiary are eligible to receive incentive stock options (ISOs) under the Plan.
Shares Available for Awards:	If the amendments are approved by the shareholders, 30.55 million shares over the term of the Plan, subject to adjustment in the event of certain changes in the capitalization of the Company, of which approximately 10.76 million shares will be available for the grant of new awards under the Plan (based on awards granted through June 1, 2016).
Award Types:	(1) Options (2) SARs (3) Restricted Shares

	(4) Restricted Stock Units
Award Terms:	Options and SARs will have a term of no longer than ten years.
ISO Limits:	No more than the maximum number of shares reserved for issuance may be granted as ISOs under the Plan.

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162(m) Share Limits:	Section 162(m) of the Code requires, among other things, that the maximum number of shares awarded to an individual must be approved by the shareholders in order for the awards granted under the Plan to be eligible for treatment as performance-based compensation that will not be subject to the USD 1 million limitation on tax deductibility for compensation paid to certain specified executive officers. Accordingly, the Plan limits individual awards that are intended to be qualified performance-based compensation under Section 162(m) of the Code as follows: (1) no award of options or SARs covering more than 6 million of the Company s shares may be granted to an individual employee in any fiscal year; and (2) no award of Restricted Shares or Restricted Stock Units covering more than 4 million of the Company s shares may be granted to an individual employee in any fiscal year.
Minimum Vesting:	Generally determined by the administrator within the limits set forth in the Plan. If the shareholders approve the proposed amendment, then no award granted after the effective date of the Plan amendment may vest earlier than the first anniversary of the date of grant, except that 5% of the number of shares reserved for future issuance under the Plan as of the effective date of the Plan amendment and substitute awards granted in connection with certain corporate transactions are not subject to this minimum vesting requirement.
Not Permitted:	The following are not permitted under the Plan: (1) **Discounted Options or SARs** Granting options or SARs at a price below fair market value of the Company s shares on the date of grant. (2) **Repricing** Unless approved by the shareholders, repricing or reducing the exercise price of an underwater option or SAR, or exchanging underwater options or SARs for (i) a new option or SAR with a lower exercise price, (ii) a cash payment or (iii) any other award. (3) **Recycling of Shares Subject to Options/SARs** Adding shares back to the number of shares available for issuance when (i) shares covered by an option or SAR are surrendered in payment of the option exercise price or in satisfaction of tax withholding obligations related to exercise or settlement of an option or SAR, (ii) shares are not issued or delivered as a result of net settlement of an outstanding SAR or option, and (iii) shares are repurchased on the open market with the proceeds of the exercise of an option. (4) **Automatic Vesting Acceleration Upon Change of Control.**

Summary of the Plan

Administration of the Plan. The Board of Directors or the Compensation Committee, which is made up entirely of independent directors (collectively referred to herein as the administrator), administers the Plan. The administrator selects the employees, consultants and directors who will receive awards, determines the number of shares covered by the awards, and, subject to the

terms and limitations in the Plan, establishes the terms, conditions and other provisions of each award agreement. The administrator may interpret the Plan and establish, amend and rescind any rules relating to the Plan. The administrator may delegate to a committee of one or more officers of the Company the ability to grant awards, to the extent permitted by the Company s corporate governing documents. The administrator also may adopt

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sub-plans and corresponding rules, procedures and forms of award agreement for the purposes of granting awards to participants outside the U.S. and complying with non-U.S. laws.

Share Reserve. The maximum number of shares that we have authorized for issuance under the Plan is 30.55 million shares.

Any award of options or SARs intended to comply with Section 162(m) of the Code is limited to an aggregate of 6 million shares per individual in a single fiscal year, and any award of restricted shares or restricted stock units intended to comply with Section 162(m) of the Code is limited to an aggregate of 4 million shares per individual in a single fiscal year.

Any shares subject to an award that expires or terminates unexercised or before settlement, is not earned in full or is forfeited, is settled in cash, or shares used to satisfy tax withholding obligations for awards other than an option or SAR, will again become available for issuance under the Plan. Any dividend equivalents credited under the Plan and paid in cash shall not be applied against the number of shares that may be issued under the Plan.

The following shares will be counted against the maximum number of shares reserved for issuance and will not be returned to the Plan for future issuance: (i) shares covered by an option or a SAR that are surrendered in payment of the option exercise price or due to tax withholding at exercise, (ii) shares that are not issued or delivered as a result of net settlement of an outstanding SAR or option, and (iii) shares that are repurchased on the open market with the proceeds of the exercise of an option.

Eligibility. Only employees of the Company, a parent or a subsidiary are eligible to receive ISOs. Employees, directors and consultants of the Company, a parent, a subsidiary or an affiliate are eligible to receive nonstatutory options, SARs, restricted shares, and restricted stock units. As of June 1, 2016, the Company had approximately 6,400 employees, eight non-employee directors and approximately 220 consultants eligible to receive awards under the Plan. Consultants, however, may only be granted awards to the extent permitted by the Company s corporate governing documents.

Awards. Awards granted under the Plan may include any of the following:

Options. An option is the right to purchase shares of the Company at a fixed exercise price for a fixed period of time. Each option is evidenced by an award agreement and is subject to the following terms and conditions:

Number of Options. The administrator will determine the number of shares subject to an option granted to any participant.

Exercise Price. The administrator will determine the exercise price of options granted under the Plan at the time the options are granted, but the exercise price generally must be at least equal to the fair market value of a share of the Company on the date of grant. The fair market value of a share generally is determined with reference to the closing sale price for a share of the Company on the day the option is granted on either the SIX Swiss Exchange (for options denominated in Swiss francs) or the NASDAQ Global Select Market (for options denominated in U.S. dollars). The fair market value on the date of grant also may be determined based on an average of trading prices in a period before or after the date of grant. As of June 1, 2016, the closing price of a share of the Company was CHF 15.15 on the SIX Swiss Exchange and USD 15.33 on the NASDAQ Global Select Market.

Exercise of Option; Form of Consideration. The administrator determines when options become exercisable, subject to the minimum vesting requirements described below and may, in its discretion, accelerate the vesting of outstanding options under certain circumstances. The means of payment for shares issued upon exercise of an option is specified in each award agreement. To the extent permitted by applicable law, the Plan permits payment to be made by cash, cash equivalents, promissory note, other shares (with some restrictions), cashless exercise, net exercise, any combination of the prior methods of payment or any other form of consideration permitted by applicable law.

Term of Option. The term of an option will be stated in the award agreement. However, the term of an option may not exceed ten years. No option may be exercised after the expiration of its term.

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Termination of Service. After termination of service, an option holder may exercise his or her option for the period of time determined by the administrator and stated in the award agreement. If no period of time is stated in a participant s award agreement, a participant may exercise the option within ninety days after such termination, to the extent that the option is vested on the date of termination (but in no event later than the expiration of the term of such option as set forth in the award agreement), unless such participant s service terminates due to the participant s death or disability, in which case the participant (or, if the participant has died, the participant s estate, designated beneficiary or the person who acquires the right to exercise the option by bequest or inheritance) may exercise the option, to the extent the option was vested on the date of termination (or to the extent the vesting is accelerated upon the participant s death), within one year after the date of such termination. However, unless a participant s service is terminated for cause, if a participant is prevented from exercising an option within the applicable post-termination time period due to legal compliance issues relating to the issuance of shares, the option will remain exercisable for thirty days after the date on which the Company notifies the participant that the option is exercisable, but in any event no later than the expiration of the term of the option.

Stock Appreciation Rights. A SAR is the right to receive the appreciation in the fair market value of shares of the Company between the grant date and the exercise date, for that number of shares of the Company with respect to which the SAR is exercised. The Company may pay the appreciation in cash, shares of the Company with equivalent value, or in some combination thereof, as determined by the administrator. Each award of SARs is evidenced by an award agreement specifying the terms and conditions of the award. The administrator determines the number of shares granted to a service provider pursuant to an award SARs. The administrator also determines the exercise price of SARs, the vesting schedule, subject to the minimum vesting requirements described below, and other terms and conditions of SARs. However, the exercise price must be at least equal to the fair market value of a share of the Company on the date of grant, and the term of a SAR may not exceed ten years.

After termination of service, a participant will be able to exercise the vested portion of his or her SAR for the period of time determined by the administrator and provided in the award agreement. If no period of time is provided in a participant s award agreement, a participant or, in the case of participant s death, his or her estate or beneficiary, will generally be able to exercise his or her vested SAR for (i) 90 days after his or her termination for reasons other than death or disability, and (ii) one year following his or her termination due to death or disability. In no event may a SAR be exercised after the expiration of its term.

Restricted Shares. Restricted share awards are awards of shares of the Company that vest in accordance with terms and conditions established by the administrator, subject to the minimum vesting requirements described below. Each award of restricted shares is evidenced by an award agreement specifying the terms and conditions of the award. Vesting can be conditioned on continued employment, the passage of time, or performance goals. The administrator will determine the number of restricted shares granted to any participant. The administrator also determines the purchase price, if any, of restricted shares and, unless the administrator determines otherwise, unvested restricted shares typically will be subject to forfeiture upon the voluntary or involuntary termination of a participant s service for any reason including death or disability.

Restricted Stock Units (including Performance-Based Restricted Stock Units). Restricted stock units are awards that represent the right to receive shares of the Company or cash equal to the value of the shares, or some combination of both as determined by the administrator, if the restricted stock units vest. Restricted stock units vest in accordance with terms and conditions established by the administrator, as set forth in the applicable award agreement and subject to the minimum vesting requirements describe below. Vesting can be conditioned on continued employment, the passage of time, or performance goals. Restricted stock units that are subject to performance goals are referred to as performance-based restricted stock units. No condition that is subject to performance goals may be based on performance over a period of less than one

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year. The award agreement may provide for forfeiture or cancellation of the restricted stock units, in whole or in part, in the event of termination of the participant s service.

Minimum One-Year Vesting Requirement. No award granted under the Plan after the effective date of the Plan amendment may vest prior to the first anniversary of the grant date, except that 5% of the number of shares reserved for future issuance under the Plan as of the date the Plan amendment becomes effective is not subject to this minimum vesting requirement. Substitute awards granted in connection with a corporate transaction are not subject to this minimum vesting requirement.

Vesting Acceleration. The administrator has the authority to accelerate the vesting of awards in any circumstance, including upon a participant s termination of service for any reason (including death, disability or retirement) or upon a corporate transaction or change of control.

162(m) Performance Criteria. Performance-based awards may, but need not, be based on performance criteria that satisfy Section 162(m) of the Code. To the extent that awards are intended to qualify as performance-based compensation under Section 162(m) of the Code, the performance criteria will be based on the share price appreciation (in the case of options and SARs) or on one or more of the following criteria (in the case of restricted shares and restricted stock units): brand recognition/acceptance, cash flow, cash flow return on investment, contribution to profitability, cost control, cost positions, cost of capital, customer satisfaction, development of products, earnings before interest, taxes and amortization; earnings per share, economic profit, economic value added, free cash flow, income or net income, income before income taxes, market segment share, new product innovation, operating income or net operating income, operating margin or profit margin, operating profit or net operating profit, process excellence, product cost reduction, product mix, product release schedules, product ship targets, quality, return on assets or net assets, return on capital, return on capital employed, return on equity, return on invested capital, return on operating revenue, return on sales, revenue, sales, share price performance, strategic alliances, total shareholder return, and working capital. The performance goals may differ from participant to participant and from award to award and may be used

in any combination. Any performance goals may be applied to the Company as a whole, or to a business unit or a subsidiary, either individually or in any combination, and measured either annually or cumulatively over a period of years. Performance goals may be measured, as applicable, in absolute terms or in relative terms (including against prior years results and/or against a comparison group).

Nontransferability of Awards. Unless otherwise determined by the administrator, awards granted under the Plan are not transferable other than by will, by beneficiary designation (if such a designation is permitted by the administrator) or by the laws of descent and distribution, and may be exercised during the participant s lifetime only by the participant. If the administrator makes an award transferable, the award shall contain such additional terms and conditions as the administrator deems appropriate.

Adjustments upon Change in Capitalization. In the event that the shares of the Company or other securities change by reason of a stock dividend, stock split, combination or reclassification of shares, extraordinary dividend of cash or assets, recapitalization, reorganization or any similar event affecting the shares of the Company or other securities, the administrator will make adjustments to the number and kind of the shares of the Company or other securities subject to the Plan, including the maximum number of shares that may be issued pursuant to the exercise of an ISO and the annual limits on the number of shares that may be granted with respect to an ISO award, or subject to awards previously granted, and the exercise or settlement price of awards previously granted, in order to reflect the change and to preclude a dilution or enlargement of benefits under an award.

Adjustments upon Dissolution or Liquidation. Effective upon the consummation of the Company s liquidation or dissolution, any unexercised award generally will terminate. The administrator may, in its discretion, provide that a participant will have the right to exercise all or any part of an award, including shares as to which an award would not otherwise be exercisable, prior to the consummation of such proposed action.

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Adjustments upon Merger or Change in Control. In the event the Company is a party to a merger, consolidation or reorganization, or the sale of substantially all of its assets, then each outstanding award will be subject to the applicable award agreement, which must provide for one or more of the following: the continuation, assumption, or substitution of outstanding awards; full exercisability or vesting of outstanding awards (which may be contingent on the closing of the transaction); or the cancellation of outstanding awards and the payment to the holder in cash or shares of an amount equal to the per share amount that shareholders of the Company are entitled to receive or realize in connection with the applicable transaction with respect to the number of shares subject to the applicable award (which payment may be made subject to continued vesting).

Amendment and Termination of the Plan. The Plan will continue in effect until the Board of Directors terminates it. In addition, the Board of Directors has the authority to amend, alter, suspend or terminate the Plan, but no amendment, alteration, suspension or termination may impair the rights of any participant under an outstanding award, unless agreed otherwise between the participant and the administrator. The Plan or an award agreement may be amended, altered, suspended or terminated without consent from the participant if required to facilitate compliance with applicable laws.

U.S. Federal Tax Consequences

The U.S. federal tax rules applicable to the Plan under the Code are summarized below. This summary does not include the tax laws of any municipality or state or any country outside the United States in which a participant resides or to which he or she may be subject.

Nonstatutory Options. An optionee does not recognize any taxable income at the time he or she is granted a nonstatutory option. Upon exercise, the optionee recognizes taxable income generally measured by the excess of the then fair market value of the shares over the exercise price. Any taxable income recognized in connection with an option exercise by an employee is subject to tax withholding. The Company s U.S. operating subsidiary is generally entitled to a deduction in the same amount as the ordinary income recognized by the optionee. Upon a disposition of the shares by the

optionee, any difference between the sale price and the optionee s exercise price, to the extent not recognized as taxable income as provided above, is treated as long-term or short-term capital gain or loss, depending on the holding period.

Stock Appreciation Rights. No taxable income is reportable when a SAR is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the amount of cash received and the fair market value of any shares received. Any additional gain or loss recognized upon any later disposition of the shares would be long-term or short-term capital gain or loss, depending on the holding period.

Logitech Inc., the Company s U.S. operating subsidiary, generally will be entitled to a tax deduction in connection with an award under the Plan in an amount equal to the ordinary income realized by a participant subject to U.S. taxation and at the time such participant recognizes such income.

Restricted Shares. A participant generally will not have taxable income at the time an award of restricted shares is granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the restricted shares becomes either (i) freely transferable or (ii) no longer subject to substantial risk of forfeiture (e.g., vested). However, a holder of restricted shares may elect to recognize income at the time he or she is granted the award (to the extent it is not vested) in an amount equal to the fair market value of the shares underlying the award less any amount paid for the shares on the date the award is granted. Upon the sale of any shares received, any gain or loss, based on the difference between the sale price and the fair market value on the settlement date, will be taxed as a long-term or short-term capital gain or loss, depending on the holding period.

Logitech Inc. generally will be entitled to a tax deduction equal to the amount of ordinary income recognized by the participant on the date the shares are freely transferable or no longer subject to a substantial risk of forfeiture, except to the extent such deduction is limited by applicable provisions of the Code.

Restricted Stock Units. A participant generally will not have taxable income at the time an award of restricted stock units is granted. Upon the settlement of the award, the participant normally will recognize ordinary income

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in the year of receipt in an amount equal to the cash received and the fair market value of any non-restricted shares received. Upon the sale of any shares received, any gain or loss, based on the difference between the sale price and the fair market value on the settlement date, will be taxed as a long-term or short-term capital gain or loss, depending on the holding period.

Logitech Inc. generally will be entitled to a tax deduction equal to the amount of ordinary income recognized by the participant on the settlement date, except to the extent such deduction is limited by applicable provisions of the Code.

Performance-Based Compensation Under Code Section 162(m). Special rules limit the deductibility of compensation paid to certain executive officers in the United States. Under Section 162(m) of the Code, the annual compensation paid to executive officers in the U.S. may not be deductible to the extent it exceeds USD 1 million. However, Logitech Inc. can preserve the deductibility of certain compensation in excess of USD 1 million if the conditions of Section 162(m) of the Code are met. These conditions include shareholder approval

of the Plan and setting limits on the number of awards that any individual may receive per year. The Plan has been designed to permit the administrator to grant awards that qualify as performance-based for purposes of satisfying the conditions of Section 162(m) of the Code, which permits Logitech Inc. to continue to receive a federal income tax deduction in connection with such awards.

New Plan Benefits

The amount and timing of awards granted under the Plan are determined in the sole discretion of the administrator and therefore cannot be determined in advance. The future awards that would be received under the Plan by executive officers and other employees are discretionary and are therefore not determinable at this time.

Historical Grants under the Plan

The following table shows, for each of the individuals and groups indicated, the aggregate number of shares subject to awards that have been granted to the individuals and groups indicated below under the Plan since its inception through June 1, 2016:

Name of Individual or Group	**Number of Shares Underlying Awards Granted**
Named Executive Officers	
Guerrino De Luca	766,151
Bracken Darrell[(1)]	1,572,624
Vincent Pilette	1,159,298
Marcel Stolk	648,568
L. Joseph Sullivan	887,061
Current Executive Officers as a Group	5,033,702
Edouard Bugnion	11,200
Kee-Lock Chua	97,300
Sally Davis	111,300
Sue Gove	11,200
Didier Hirsch	67,800
Neil Hunt	82,800
Dimitri Panayotopoulos	22,200
Lung Yeh	11,200
Current Non-Employee Directors as a Group	415,000
All Current Employees, other than Current Executive Officers, as a Group	10,928,727

1

Mr. Darrell was also awarded 1,800,000 shares under a 2012 Inducement Equity Plan upon joining the Company in April 2012, which are not included in this table.

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Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation of the Board

The Board of Directors recommends a vote **FOR** approval of the proposed amendments to and restatement of the 2006 Stock Incentive Plan, including the increase by five million seven hundred fifty thousand (5,750,000) to the number of shares available for issuance under the Plan.

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Proposal 5

Release of the Board of Directors and Executive Officers from Liability for Activities during Fiscal Year 2016

Proposal

The Board of Directors proposes that shareholders release the members of the Board of Directors and Executive Officers from liability for activities during fiscal year 2016.

Explanation

As is customary for Swiss corporations and in accordance with Article 698, subsection 2, item 5 of the Swiss Code of Obligations, shareholders are requested to release the members of the Board of Directors and the Executive Officers from liability for their activities during fiscal year 2016 that have been disclosed to shareholders. This release from liability exempts members of the Board of Directors or Executive Officers from liability claims brought by the Company or its shareholders on behalf of the Company against any of them for activities carried out during fiscal year 2016 relating to facts that have been disclosed to shareholders. Shareholders that do not vote in favor of the proposal, or acquire their shares after the vote without knowledge of the approval of this resolution, are not bound by the result for a period ending six months after the vote.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions and not counting the votes of any member of the Board of Directors or of any Logitech executive officers.

Recommendation

The Board of Directors recommends a vote **FOR** the proposal to release the members of the Board of Directors and Executive Officers from liability for activities during fiscal year 2016.

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Proposal 6

Elections to the Board of Directors

Our Board of Directors is presently composed of ten members. Each director was elected for a one-year term ending at the closing of the 2016 Annual General Meeting.

At the recommendation of the Nominating Committee, the Board has nominated the ten individuals below to serve as directors for a one-year term, beginning in each case as of the Annual General Meeting on September 7, 2016. Nine of the nominees currently serve as members of the Board of Directors. Their current terms expire upon the closing of the Annual General Meeting on September 7, 2016. The other nominee was recommended by the Nominating Committee of the Board and approved by the Board in June 2016 as a nominee for election to the Board. Dr. Aebischer s candidacy as a nominee was recommended by our Chairman Emeritus, co-founder and former director, Chief Executive Officer and Chairman, Mr. Daniel Borel. Mr. Kee-Lock Chua, having served the Company as a member of the Board for sixteen years, has decided to retire and not to stand for re-election.

The term of office ends at the closing of the next Annual General Meeting. There will be a separate vote on each nominee.

Under Swiss law, Board members may only be appointed by shareholders. If the individuals below are elected, the Board will be composed of ten members. The Board has no reason to believe that any of our nominees will be unwilling or unable to serve if elected as a director.

For further information on the Board of Directors, including the current members of the Board, the Committees of the Board, the means by which the Board exercises supervision of Logitech s executive officers, and other information, please see Corporate Governance and Board of Directors Matters below.

6.A Re-election of Dr. Edouard Bugnion

Proposal: The Board of Directors proposes that Dr. Edouard Bugnion be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Dr. Bugnion, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 39.

6.B Re-election of Mr. Bracken Darrell

Proposal: The Board of Directors proposes that the Company s President and Chief Executive Officer, Mr. Bracken Darrell, be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Mr. Darrell, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 40.

6.C Re-election of Ms. Sally Davis

Proposal: The Board of Directors proposes that Ms. Sally Davis be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Ms. Davis, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 40.

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6.D Re-election of Mr. Guerrino De Luca

Proposal: The Board of Directors proposes that Mr. Guerrino De Luca be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Mr. De Luca, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 41.

6.E Re-election of Ms. Sue Gove

Proposal: The Board of Directors proposes that Ms. Sue Gove be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Ms. Gove, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 41.

6.F Re-election of Mr. Didier Hirsch

Proposal: The Board of Directors proposes that Mr. Didier Hirsch be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Mr. Hirsch, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 42.

6.G Re-election of Dr. Neil Hunt

Proposal: The Board of Directors proposes that Dr. Neil Hunt be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Dr. Hunt, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 42.

6.H Re-election of Mr. Dimitri Panayotopoulos

Proposal: The Board of Directors proposes that Mr. Dimitri Panayotopoulos be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Mr. Panayotopoulos, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 43.

6.I Re-election of Dr. Lung Yeh

Proposal: The Board of Directors proposes that Dr. Lung Yeh be re-elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Dr. Yeh, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 43.

6.J Election of Dr. Patrick Aebischer

Proposal: In accordance with the recommendation of the Nominating Committee, the Board of Directors proposes that Dr. Patrick Aebischer be elected to the Board for a one-year term ending at the closing of the 2017 Annual General Meeting.

Patrick Aebischer is the President of the École Polytechnique Fédérale de Lausanne (EPFL), a position to which he was nominated by the Swiss Federal Council and that he has held since March 2000, a Professor in Neurosciences at the EPFL since 2000, and Director of the Neurodegenerative Disease Laboratory at the Brain Mind Institute, EPFL since 2000. He was re-elected as President of the EPFL in 2004, 2008 and 2012 and will hold the position through December 2016. Prior to his current positions, Dr. Aebischer was a Professor and Director of the Surgical Research Division and Gene Therapy Center at the University Hospital of Lausanne, Chairman of the Section of Artificial Organs, Biomaterials

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and Cellular Technology of the Division of Biology and Medicine at Brown University, and held other positions in medical sciences at Brown University. Dr. Aebischer is also the founder of three biotech companies. He currently serves on the Boards of Nestlé S.A., a leading nutrition, health and wellness company, and Lonza Group Ltd., a leading supplier to the life-science industries, as well as Chairman of the Advisory Board of the Novartis Venture Fund. Dr. Aebischer holds a M.D. from the University of Geneva and University of Fribourg, Switzerland, and three Honorary Doctorate degrees. He is 61 years old and a Swiss national.

Dr. Aebischer brings senior leadership, innovation and technology expertise, a global world view and strategic experience to the Board from his role as the President

of the EPFL, his experience founding technology companies, and as a member of the senior leadership of leading Swiss companies.

The Board of Directors has determined that he will be an independent Director.

Voting Requirement to Approve Proposals

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

The Board of Directors recommends a vote **FOR** the election to the Board of each of the above nominees.

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Proposal 7
Election of the Chairman of the Board

Pursuant to the so-called Minder Ordinance , Swiss law requires that the Chairman of the Board of Directors be elected on the occasion of each Annual General Meeting for a one-year term ending at the closing of the following Annual General Meeting.

Proposal

The Board of Directors proposes that Mr. Guerrino De Luca be re-elected as Chairman of the Board of Directors for a one-year term ending at the closing of the 2017 Annual General Meeting.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

The Board of Directors recommends a vote **FOR** the election of Mr. Guerrino De Luca as Chairman of the Board of Directors.

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Proposal 8
Elections to the Compensation Committee

Our Compensation Committee is presently composed of three members, each of whom is standing for re-election to the Board of Directors and to the Compensation Committee. Following the amendment to the Swiss corporate law on January 1, 2014, the members of the Compensation Committee are to be elected annually and individually by the shareholders. Only members of the Board of Directors can be elected as members of the Compensation Committee.

At the recommendation of the Nominating Committee, the Board of Directors has nominated the four individuals below to serve as members of the Compensation Committee for a term of one year. Three of the nominees currently serve as members of the Compensation Committee and, as required by our Compensation Committee charter, all of the nominees are independent in accordance with the requirements of the listing standards of the Nasdaq Stock Market, the outside director definition of Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended, the definition of a non-employee director for purposes of Rule 16b-3 promulgated by the U.S. Securities and Exchange Commission, and Rule 10C-1(b)(1) of the U.S. Securities Exchange Act of 1934, as amended.

The term of office ends at the closing of the next Annual General Meeting. There will be a separate vote on each nominee.

8.A Re-election of Ms. Sally Davis

Proposal: The Board of Directors proposes that Ms. Sally Davis be re-elected to the Compensation Committee for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Ms. Davis, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 40.

8.B Re-election of Dr. Neil Hunt

Proposal: The Board of Directors proposes that Dr. Neil Hunt be re-elected to the Compensation Committee for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Dr. Hunt, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 42.

8.C Re-election of Mr. Dimitri Panayotopoulos

Proposal: The Board of Directors proposes that Mr. Dimitri Panayotopoulos be re-elected to the Compensation Committee for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Mr. Panayotopoulos, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 43.

8.D Election of Dr. Edouard Bugnion

Proposal: The Board of Directors proposes that Dr. Edouard Bugnion be elected to the Compensation Committee for a one-year term ending at the closing of the 2017 Annual General Meeting.

For biographical information and qualifications of Dr. Bugnion, please refer to Corporate Governance and Board of Directors Matters Members of the Board of Directors on page 39.

Voting Requirement to Approve Proposals

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

Our Board of Directors recommends a vote **FOR** the election to the Compensation Committee of each of the above nominees.

Agenda Proposals and Explanations

Proposal 9

Approval of Compensation for the Board of Directors for the 2016 to 2017 Board Year

Proposal

The Board of Directors proposes that the shareholders approve a maximum aggregate amount of the compensation of the Board of Directors of CHF 4,600,000 for the term of office from the Annual General Meeting 2016 until the Annual General Meeting 2017 (the 2016 2017 Board Year), subject to adjustment for certain changes in the applicable currency exchange rate.*

Explanation

Pursuant to the so-called Minder Ordinance , the compensation of the Board of Directors must be subject each year to a binding shareholder vote, in the manner contemplated by Logitech s Articles of Incorporation. Article 19 quarter, paragraph 1(a) of Logitech s Articles of Incorporation allows shareholders to approve the maximum aggregate amount of the compensation of the Board of Directors for the period up to the next Annual General Meeting.

Under the Company s Articles of Incorporation, the compensation of the members of the Board of Directors who do not have management responsibilities consists of cash payments and shares or share equivalents. The value of cash compensation and shares or share equivalents corresponds to a fixed amount, which reflects the functions and responsibilities assumed. The value of shares or share equivalents is calculated at market value at the time of grant.

Pursuant to Article 19 bis, paragraph 2 of the Company s Articles of Incorporation, the compensation of the members of the Board of Directors who have management responsibilities (i.e., executive members of the Board of Directors) is structured similarly to the compensation of the members of the Group Management Team.

The proposed maximum amount of CHF 4,600,000 has been determined based on the following non-binding assumptions:

With respect to the eight non-executive members of the Board of Directors:

Cash payments of a maximum of approximately CHF 840,000. Cash payments for non-executive members of the Board of Directors include annual retainers for Board and committee service and travel fees.

Share or share equivalent awards of a maximum of approximately CHF 1,200,000. The value of share or share equivalent awards corresponds to a fixed amount and the number shares granted will be calculated at market value at the time of their grant.

Other payments, including the Company s contributions to social security, of a maximum of approximately CHF 260,000.

* For each decrease of 0.01 in the exchange rate of the Swiss Franc against the U.S. Dollar below the assumed level of USD 1.0288 to CHF 1.00, if any, the maximum aggregate amount of the compensation of the Board of Directors will increase by CHF 22,000 for the 2016 2017 Board Year. This adjustment reflects the fact that the compensation of our Chairman, which is included in the maximum aggregate amount of the compensation for the Board of Directors, is set in U.S. Dollars.

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With respect to executive members of the Board of Directors:

Gross base compensation of a maximum of CHF 515,000.**

Performance-based cash compensation of a maximum of CHF 1,030,000.** Performance-based cash compensation in the form of incentive cash payments may be earned under the Logitech Management Performance Bonus Plan (the Bonus Plan) or other cash bonuses approved by the Compensation Committee. Payout under the Bonus Plan is variable, and is based on the achievement of the Company s, individual employees or other performance goals. The proposed maximum amount of the performance-based bonus assumes maximum achievement of all performance goals.

Equity incentive awards of a maximum of CHF 670,000.** Long-term equity incentive awards are generally granted in the form of performance-based restricted stock units, or PSUs, time-based restricted stock units, or RSUs, or other financial instruments contemplated in the applicable equity plans. The value of PSUs, RSUs or other financial instruments granted as equity incentive awards is calculated at market value at the time of their grant. The proposed maximum amount of the equity incentive awards assumes maximum achievement of all performance goals and full vesting of all time-based equity incentive awards.

Other compensation of a maximum of CHF 85,000.** Other compensation may include tax preparation services and related expenses, 401(k) savings plan matching contributions, premiums for group term life insurance and long-term disability insurance, employer s contribution to medical premiums, employer s contribution to social security and Medicare, extended business travel-related expenses, defined benefit pension plan employment contributions and other awards. The Company generally does not provide all of these components of other compensation to all executives each year, but the proposed maximum amount of compensation has been formulated to provide flexibility to cover these compensation components as applicable.

The executive member of the Board of Directors to whom the proposed compensation referred to above applies is Mr. Guerrino De Luca, the Company s Chairman. In his capacity as a member of the Group Management Team, Mr. Bracken Darrell is not entitled to compensation for his services on the Company s Board of Directors.

In the event of a negative vote on this proposal by shareholders, the Board of Directors will submit an alternative proposal to the same or a subsequent general meeting.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the maximum aggregate amount of the compensation of the members of the Board of Directors of CHF 4,600,000 for the term of office from the Annual General Meeting 2016 until the Annual General Meeting 2017, subject to adjustment as set forth in the proposal.

** Mr. De Luca s compensation is set in U.S. Dollars. The estimated amounts in U.S. Dollars used in these assumptions were converted using an assumed exchange rate of 1 Swiss Franc to 1.0288 U.S. Dollars based on the 12 month (April 2015 to March 2016) average exchange rate.

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Proposal 10

Approval of Compensation for the Group Management Team for Fiscal Year 2018

Proposal

The Board of Directors proposes that the shareholders approve a maximum aggregate amount of the compensation of the Group Management Team of USD 20,200,000 for fiscal year 2018, subject to adjustment for certain changes in the applicable currency exchange rate.*

Explanation

Pursuant to the so-called Minder Ordinance , the compensation of the Company s Group Management Team must be subject each year to a binding shareholder vote, in the manner contemplated by Logitech s Articles of Incorporation. Article 19 quarter, paragraph 1(b) of Logitech s Articles of Incorporation allows shareholders to approve the maximum aggregate amount of the compensation of the Group Management Team for the next fiscal year. As the 2016 Annual General Meeting takes place in the middle of Logitech s fiscal year 2017, the applicable next fiscal year is fiscal year 2018. This required, binding vote on the compensation of the Group Management Team is independent from, and comes in addition to, the non-binding, advisory say-on-pay vote contemplated in Proposal 2.

Logitech s Group Management Team currently consists of Messrs. Bracken Darrell, President and Chief Executive Officer, Vincent Pilette, Chief Financial Officer, Marcel Stolk, Senior Vice President, Consumer Computing Platforms Business Group, and L. Joseph Sullivan, Senior Vice President, Worldwide Operations.

Logitech s compensation philosophy, compensation program risks and design, and compensation paid during fiscal year 2016 are set forth in the Compensation Report.

The proposed maximum amount of USD 20,200,000 has been determined based on the following non-binding assumptions for Logitech s Group Management Team as an aggregate group:

Gross base salary of a maximum of USD 2,630,000.

Performance-based cash compensation of a maximum of USD 5,260,000. Performance-based cash compensation in the form of incentive cash payments may be earned under the Logitech Management Performance Bonus Plan (the Bonus Plan) or other cash bonuses approved by the Compensation Committee. Payout under the Bonus Plan is variable, and is based on the achievement of the Company s, individual executives or other performance goals, and for fiscal year 2018 is expected to continue to range from 0% to 200% of the executive s target incentive. The proposed maximum amount of the performance-based bonus for fiscal year 2018 assumes maximum achievement of all performance goals.

Equity incentive awards of a maximum of USD 11,700,000. Long-term equity incentive awards are generally granted in the form of performance-based restricted stock units, or PSUs, time-based restricted stock units, or RSUs, or other financial instruments contemplated in the applicable equity plans. The value of PSUs, RSUs or other financial instruments granted as equity incentive awards is calculated at market value at the time of their grant. The proposed maximum amount of the equity incentive awards assumes maximum achievement of all performance goals and full vesting of all time-based equity incentive awards.

* For each increase of 0.01 in the exchange rate of the Swiss Franc against the U.S. Dollar above the assumed level of USD 1.0288 to CHF 1.00, if any, the maximum aggregate amount of the compensation of the Group Management Team will increase by USD 29,000 for fiscal year 2018. This adjustment reflects the fact that the compensation of one member of our Group Management Team is set in Swiss Francs.

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Other compensation of a maximum of USD 610,000. Other compensation includes tax preparation services and related expenses, 401(k) savings plan matching contributions, premiums for group term life insurance and long-term disability insurance, employer s contribution to medical premiums, employer s contribution to social security and Medicare, extended business travel-related expenses, defined benefit pension plan employment contributions and other awards. The Company generally does not provide all of these components of other compensation to all executives each year, but the proposed maximum amount of compensation has been formulated to provide flexibility to cover these compensation components as applicable.

The actual pay-out to the members of the Group Management Team for fiscal year 2018 will be disclosed in the Compensation Report in the Invitation and Proxy Statement for the 2018 Annual General Meeting.

In the event of a negative vote on this proposal by shareholders, the Board of Directors will submit an alternative proposal to the same or a subsequent general meeting.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the maximum aggregate amount of the compensation of the Group Management Team of USD 20,200,000 for fiscal year 2018, subject to adjustment as set forth in the proposal.

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Proposal 11

Re-election of KPMG AG as Logitech s Auditors and Ratification of the Appointment of KPMG LLP as Logitech s Independent Registered Public Accounting Firm for Fiscal Year 2017

Proposal

The Board of Directors proposes that KPMG AG be re-elected as auditors of Logitech International S.A. for a one-year term and that the appointment of KPMG LLP as Logitech s independent registered public accounting firm for fiscal year 2017 be ratified.

Explanation

KPMG AG, upon recommendation of the Audit Committee of the Board, is proposed for re-election for a further year as auditors for Logitech International S.A. KPMG AG assumed its first audit mandate for Logitech during fiscal year 2015.

The Audit Committee has also appointed KPMG LLP, the U.S. affiliate of KPMG AG, as the Company s independent registered public accounting firm for the fiscal year ending March 31, 2017 for purposes of U.S. securities law reporting. Logitech s Articles of Incorporation do not require that shareholders ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm. However, Logitech is submitting the appointment of KPMG LLP to shareholders for ratification as a matter of good corporate governance. If shareholders do not ratify the appointment, the Audit Committee will reconsider whether to retain KPMG LLP. Even if the appointment is ratified, the Audit Committee may, in its discretion, change the appointment during

the year if the Committee determines that such a change would be in the best interests of Logitech and its shareholders.

Information on the fees paid by Logitech to KPMG AG and KPMG LLP, the Company s auditors and independent registered public accounting firm for fiscal year 2016, respectively, as well as further information regarding KPMG AG and KPMG LLP, is set out below under the heading Independent Auditors and Report of the Audit Committee.

Members of KPMG AG will be present at the Annual General Meeting, will have the opportunity to make a statement, and will be available to respond to appropriate questions you may ask.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

Our Board of Directors recommends a vote **FOR** the re-election of KPMG AG as auditors of Logitech International S.A. and the ratification of the appointment of KPMG LLP as Logitech s independent registered public accounting firm, each for the fiscal year ending March 31, 2017.

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Proposal 12

Re-election of Ms. Béatrice Ehlers as Independent Representative

Pursuant to the so-called Minder Ordinance , Swiss law requires that the independent representative of the shareholders (Independent Representative) be elected on the occasion of each Annual General Meeting for a one-year term ending at the closing of the following Annual General Meeting.

Proposal

The Board of Directors proposes that Ms. Béatrice Ehlers be re-elected as Independent Representative for a one-year term ending at the closing of the 2017 Annual General Meeting.

Explanation

Shareholders may either represent their shares themselves or have them represented by a third party, whether or not a shareholder, if the latter is given a written proxy. In accordance with Swiss law, each shareholder may be represented at the general meeting by the Independent Representative, Ms. Béatrice Ehlers, or by a third-party proxy. Ms. Ehlers is a notary public and has served as the Independent Representative at previous annual general meetings.

Under Swiss corporate law, the Independent Representative must satisfy strict independence requirements. In the absence of instructions, the Independent Representative must abstain from voting. General voting instructions can be given with respect to a particular general meeting of shareholders with respect to proposals and agenda items that have not been disclosed in the invitation to the general meeting.

Voting Requirement to Approve Proposal

The affirmative FOR vote of a majority of the votes cast in person or by proxy at the Annual General Meeting, not counting abstentions.

Recommendation

Our Board of Directors recommends a vote **FOR** the re-election of Ms. Béatrice Ehlers as Independent Representative.

Corporate Governance and Board of Directors Matters

The Board of Directors is elected by the shareholders and holds the ultimate decision-making authority within Logitech, except for those matters reserved by law or by Logitech s Articles of Incorporation to its shareholders or those that are delegated to the executive officers under the organizational regulations (also known as by-laws). The Board makes resolutions through a majority vote of the members present at the meetings. In the event of a tie, the vote of the Chairman decides.

Logitech s Articles of Incorporation set the minimum number of directors at three. We had ten members of the Board of Directors as of June 30, 2016. If all of the nominees to the Board presented in Proposal 6 are elected, the Board will have ten members.

Board of Directors Independence

The Board of Directors has determined that each of our directors and director nominees, other than Bracken Darrell and Guerrino De Luca, qualifies as independent in accordance with the published listing requirements of the Nasdaq Stock Market and Swiss corporate governance best practices guidelines. The Company s independent directors and director nominees include Edouard Bugnion, Kee-Lock Chua, Sally Davis, Sue Gove, Didier Hirsch, Neil Hunt, Dimitri Panayotopoulos, Lung Yeh and Patrick Aebischer. The Nasdaq independence definition includes a series of objective tests, such as that the director is not an employee of

the company and has not engaged in various types of business dealings with the company. In addition, as further required by Nasdaq rules, the Board has made a subjective determination as to each independent director that no relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the directors reviewed and discussed information provided by the directors and the Company with regard to each director s business and personal activities as they may relate to Logitech and Logitech s management.

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Members of the Board of Directors

The members of the Board of Directors, including their principal occupation, business experience, and qualifications, are set out below.

Edouard Bugnion 46 Years Old Director since 2015

Professor, School of Computer and Communication Sciences, EPFL
Swiss and U.S. national

Edouard Bugnion is a Professor in the School of Computer and Communication Sciences at the École Polytechnique Fédérale de Lausanne (EPFL). Prior to joining the EPFL in August 2012, Dr. Bugnion was a Founder and Chief Technology Officer of Nuova Systems, Inc., a developer of enterprise data center solutions, from October 2005 to May 2008. Nuova Systems was funded by and acquired by Cisco Systems, Inc., a worldwide leader in Internet Protocol-based networking products and services. He joined Cisco as a Vice President and Chief Technology Officer of Cisco s Server Access and Virtualization Business Unit from May 2008 to June 2011. Prior to Nuova, Dr. Bugnion was a Founder of VMware, a leading provider of cloud and virtualization software and services, where he held many positions, including Chief Technology Officer, from 1998 to 2005. Dr. Bugnion holds an Engineering Diplom from ETH Zürich, a Master s degree from Stanford University and a Ph.D. from Stanford University, all in Computer Science.

Dr. Bugnion s significant expertise in technology, software and cloud computing, and his experience founding technology companies and as a member of the senior leadership of leading technology companies, provides the Board with technology and product strategy expertise as well as senior leadership.

The Board of Directors has determined that Dr. Bugnion is an independent Director.

Kee-Lock Chua 55 Years Old Director since 2000

President and Chief Executive Officer,
Vertex Group
Singapore national

Kee-Lock Chua is president and chief executive officer of the Vertex Group, a Singapore-headquartered venture capital group. Prior to joining the Vertex Group in September 2008, Mr. Chua was the president and an executive director of Biosensors International Group, Ltd., a developer and manufacturer of medical devices used in interventional cardiology and critical care procedures, from 2006 to 2008. Previously, from 2003 to 2006, Mr. Chua was a managing director of Walden International, a U.S.-headquartered venture capital firm. From 2001 to 2003, Mr. Chua served as deputy president of NatSteel Ltd., a Singapore industrial products company active in Asia Pacific. From 2000 until 2001, Mr. Chua was the president and chief executive officer of Intraco Ltd., a Singapore-listed trading and distribution company. Prior to joining Intraco, Mr. Chua was the president of MediaRing.com Ltd., a Singapore-listed company providing voice-over-Internet services. He serves on the Board of Yongmao Holdings Limited (where he is lead independent director), a publicly traded company in Singapore. Mr. Chua holds a BS degree in Mechanical Engineering from the University of Wisconsin, and an MS degree in Engineering from Stanford University in California.

Mr. Chua has extensive investment and senior leadership experience, as a venture capitalist in Asia and the United States, and also as the former Chief Executive Officer of publicly-traded companies in Asia. He brings to the Board senior leadership, and financial and global expertise. As a director of public companies in Asia, and of private companies, he also provides cross-board experience.

Mr. Chua currently is Chair of the Nominating Committee and serves on the Audit Committee. The Board of Directors has determined that he is an independent Director.

Mr. Chua has decided to retire and not to stand for re-election at the 2016 Annual General Meeting.

Corporate Governance and Board of Directors Matters

Bracken Darrell 53 Years Old Director since 2013

President and Chief Executive Officer, Logitech International S.A.
U.S. national

Bracken Darrell joined Logitech as President in April 2012 and became Chief Executive Officer in January 2013. Prior to joining Logitech, Mr. Darrell served as President of Whirlpool EMEA and Executive Vice President of Whirlpool Corporation, a home appliance manufacturer and marketing company, from January 2009 to March 2012. Previously, Mr. Darrell had been Senior Vice President, Operations of Whirlpool EMEA from May 2008 to January 2009. From 2002 to May 2008, Mr. Darrell was with P&G (The Procter & Gamble Company), a consumer brand company, most recently as the President of its Braun GmbH subsidiary. Prior to rejoining P&G in 2002, Mr. Darrell served in various executive and managerial positions with General Electric Company from 1997 to 2002, with P&G from 1991 to 1997, and with PepsiCo Inc. from 1987 to 1989. Mr. Darrell holds a BA degree from Hendrix College and an MBA from Harvard University.

In addition to being the President and Chief Executive Officer of the Company, Mr. Darrell brings senior leadership, consumer brand marketing and global experience to the Board.

Sally Davis 62 Years Old Director since 2007

Former Chief Executive Officer, BT Wholesale
British national

Sally Davis is the former Chief Executive Officer of BT Wholesale, a division of BT Group responsible for providing telecommunications services and bandwidth to carriers and service providers globally, a position she held from 2007 until she retired in August 2011. She was the Chief Portfolio Officer of British Telecom from 2005 to 2007. She had previously held senior executive roles within BT since joining the company in 1999, including President, Global Products, Global Services from 2002 to 2005, President, BT Ignite Applications Hosting from 2001 to 2002 and Director, Group Internet and Multimedia from 1999 to 2001. Before joining BT, Ms. Davis held leading roles in several major communications companies, including Bell Atlantic in the United States and Mercury Communications in the United Kingdom. Ms. Davis is a member of the Board of Telenor Group, a global mobile communications services company, and a member of the Board of CityFibre

Infrastructure Holdings PLC, a fibre optic infrastructure company. She holds a BA degree from and is a Fellow of University College, London.

Ms. Davis experience as a Chief Executive of a leading European telecommunications company, and her significant technology product strategy and product portfolio knowledge, provides the Board with expertise in senior leadership, technology, product strategy, and financial management.

Ms. Davis currently is Chair of the Compensation Committee and serves on the Nominating Committee. The Board of Directors has determined that she is an independent Director.

Corporate Governance and Board of Directors Matters

Guerrino De Luca 63 Years Old Director since 1998

Chairman,
Logitech
International S.A.
Italian and
U.S. national

Guerrino De Luca has served as Chairman of the Logitech Board of Directors since January 2008. Mr. De Luca served as Logitech s Chief Executive Officer from April 2012 to January 2013 and as acting President and Chief Executive Officer from July 2011 to April 2012. Previously, Mr. De Luca served as Logitech s President and Chief Executive Officer from February 1998, when he joined the Company, to January 2008. Prior to joining Logitech, Mr. De Luca served as Executive Vice President of Worldwide Marketing for Apple Computer, Inc., a consumer electronics and computer company, from February 1997 to September 1997, and as President of Claris Corporation, a U.S. personal computing software vendor, from May 1994 to February 1997. Prior to joining Claris, Mr. De Luca held various positions with Apple in the United States and in Europe. Mr. De Luca holds a Laurea degree in Electronic Engineering from the University of Rome, Italy.

As Logitech s Chairman and former Chief Executive Officer, Mr. De Luca brings significant senior leadership, industry, strategy, marketing and global experience to the Board and a deep knowledge of, passion for and commitment to Logitech, its people and its products.

Mr. De Luca currently is Chairman of the Board.

Sue Gove 57 Years Old Director since 2015

President,
Excelsior
Advisors, LLC
U.S. national

Sue Gove is the President of Excelsior Advisors, LLC, a retail consulting and advisory firm. Prior to founding Excelsior Advisors in August 2014, Ms. Gove was the President and Chief Executive Officer of Golfsmith International, a multi-channel specialty golf retailer, from October 2012 to April 2014 and President from February 2012 to April 2014. She also served Golfsmith as Chief Operating Officer from September 2008 to October 2012, as Chief Financial Officer from March 2009 to July 2012 and as Executive Vice President from September 2008 to February 2012. Prior to joining Golfsmith, Ms. Gove was an independent consultant, serving specialty retail and private equity clients from 2006 to 2008, which included consultancy for Prentice Capital Management, LP from

April 2007 to March 2008 and for Alvarez and Marsal Business Consulting, L.L.C. from April 2006 to March 2007. Ms. Gove served Zale Corporation, a leading specialty jewelry retailer, from 1980 to 2006, including as Chief Operating Officer from August 2002 to March 2006, as Chief Financial Officer from December 1997 to February 2003 and as a Board member from September 2004 to March 2006. She currently serves on the Boards of Iconix Brand Group, a consumer brand licensing and marketing company, and AutoZone, Inc., a leading retailer and distributor of automotive replacement parts and accessories. Ms. Gove holds a BBA degree in Accounting from the University of Texas at Austin.

Ms. Gove has significant executive experience with international retail, marketing, merchandising and global operations, and brings to our Board senior leadership, strategic and financial experience. As a member of other public company boards, Ms. Gove also provides cross-board experience.

Ms. Gove currently serves on the Audit Committee. The Board of Directors has determined that she is an independent Director.

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Didier Hirsch 65 Years Old Director since 2012

Senior Vice President and Chief Financial Officer, Agilent Technologies, Inc.
French national

Didier Hirsch is the Senior Vice President and Chief Financial Officer of Agilent Technologies, Inc., a global leader in life sciences, diagnostics and applied chemical markets. He has served in his current position since July 2010 and served in various senior finance positions with Agilent since 1999. Mr. Hirsch had joined Hewlett-Packard Company in 1989, and served as Director of Finance and Administration of Hewlett-Packard Europe, Middle East and Africa (EMEA) from 1996 to 1999, Director of Finance and Administration of Hewlett-Packard Asia Pacific from 1993 to 1996, and Director of Finance and Administration of Hewlett-Packard France from 1989 to 1993. Prior to Hewlett-Packard, Mr. Hirsch worked in finance positions with Valeo Inc., Gemplus S.C.A., SGS-Thomson Microelectronics, I.B.H. Holding S.A., Bendix Corporation and Ford Motor Company. He serves on the Board of Knowles Corporation, a New York Stock Exchange (NYSE)-listed global supplier of advanced micro-acoustic, audio processing, and specialty component solutions, serving the mobile consumer electronics, communications, medical, military, aerospace and industrial markets. Mr. Hirsch holds an MS degree in Computer Sciences from Toulouse University and an MS degree in Industrial Administration from Purdue University.

As Chief Financial Officer of a leading public technology company, and with significant finance expertise developed over several decades at technology and manufacturing companies in the U.S.A., EMEA and Asia Pacific, Mr. Hirsch brings senior leadership, finance (including U.S. GAAP), technology and global experience to the Board.

Mr. Hirsch currently is Chair of the Audit Committee and serves on the Nominating Committee. The Board of Directors has determined that he is an independent Director.

Neil Hunt 54 Years Old Director since 2010

Chief Product Officer,
Netflix, Inc.
U.K. and

Neil Hunt is the Chief Product Officer of Netflix, Inc., a California-based company offering the world s largest Internet TV service operating in more than 50 countries

U.S. national

worldwide. He has been with Netflix since 1999, and is responsible for the design, implementation and operation of the technology at Netflix. Prior to his current position, he served as Vice President, Internet Engineering at Netflix from 1999 to 2002. From 1997 to 1999, Dr. Hunt was Director of Engineering for Rational Software, a California-based maker of software development tools, and he served in engineering roles at predecessor companies from 1991 to 1997. Dr. Hunt holds a Doctorate in Computer Science from the University of Aberdeen, U.K. and a Bachelors degree from the University of Durham, U.K.

Dr. Hunt s significant expertise in technology, product development leadership and strategy, and his experience as a member of the senior leadership of a leading digital delivery company, provides the Board with technology, product strategy and global expertise as well as senior leadership.

Dr. Hunt currently is the Lead Independent Director and serves on the Compensation Committee. The Board of Directors has determined that he is an independent Director.

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Dimitri Panayotopoulos 64 Years Old Director since 2014

Senior Advisor,
The Boston
Consulting
Group
U.K. national

Dimitri Panayotopoulos is a Senior Advisor at The Boston Consulting Group, a global management consulting firm. Prior to joining The Boston Consulting Group in April 2014, Mr. Panayotopoulos served with The Procter & Gamble Company (P&G), a consumer brand company, from 1977 to 2014. At P&G, he served as Vice Chairman and Advisor to the Chairman & Chief Executive Officer at P&G from July 2013 to January 2014, Vice Chairman of Global Business Units from May 2011 to July 2013, Vice Chairman of Global Household Care Group from July 2007 to May 2011, Group President of Global Fabric Care from July 2004 to July 2007, President of Central and Eastern Europe, Middle East and Africa from July 2001 to July 2004, and President-Greater China from 1999 to July 2001. Mr. Panayotopoulos served in various executive, managerial and other positions with P&G in sales, brand management and advertising in Europe (including Switzerland), Egypt and the Far East from 1977 to 1999. He serves on the Board of British American Tobacco p.l.c., a London Stock Exchange (LSE)-listed global tobacco company. Mr. Panayotopoulos holds a BA degree from Sussex University, U.K.

Mr. Panayotopoulos brings senior leadership, strategic, financial, consumer brand marketing and global experience to the Board from his former leadership positions with P&G in a broad spectrum of regions.

Mr. Panayotopoulos currently serves on the Compensation Committee. The Board of Directors has determined that he is an independent Director.

Lung Yeh 60 Years Old Director since 2015

Managing Director,
Enspire Capital
U.S. national

Lung Yeh is the Managing Director of Enspire Capital, a Singapore-based venture capital and private equity firm focusing on technology, media and telecommunications, internet and mobile investments in Silicon Valley, China, Taiwan, Hong Kong and Singapore. Prior to joining Enspire Capital in 2004, Dr. Yeh was the Vice President of Business Development at Centrality Communications, Inc., a leading provider of GPS semiconductor platforms for high-functional mobile devices, from 2003 to 2004, a Founder and Chief Executive Officer of Pico Communications Inc., a provider of integrated Bluetooth and mobile Internet access and networking solutions, from 1999 to 2003, Vice President of the Communication and Internet Division of Creative Labs Ltd., a leader in digital entertainment products, from 1993 to 1998, a Founder and Chief Executive Officer of ShareVision Technology, Inc., a desktop videoconferencing technology company, from 1991 to 1993, and served in various management and technical positions at Apple Inc., NYNEX and Kodak, from 1985 to 1991. Dr. Yeh holds a BSEE in Communication Engineering from National Chiao-Tung University and a Ph.D. in Electrical Engineering from the University of Wisconsin Madison.

Dr. Yeh has extensive investment and senior leadership experience, as a venture capitalist in Asia and the United States focused on multimedia, wireless and communications, and also as the founder and former Chief Executive Officer of several technology companies. He brings to the Board senior leadership, business development and global expertise.

The Board of Directors has determined that Dr. Yeh is an independent Director.

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Other than the current employment and involvement noted above, no other Logitech Board member currently has material supervisory, management, or advisory functions outside Logitech. None of the Company s directors holds any official functions or political posts.

Elections to the Board of Directors

Directors are elected at the Annual General Meeting of Shareholders, upon proposal of the Board of Directors. The proposals of the Board of Directors are made following recommendations of the Nominating Committee.

Shareholder Recommendations and Nominees

Under our Articles of Incorporation, one or more registered shareholders who together represent shares representing at least the lesser of (i) one percent of our issued share capital or (ii) an aggregate par value of one million Swiss francs may demand that an item be placed on the agenda of a meeting of shareholders, including a nominee for election to the Board of Directors. A request to place an item on the meeting agenda must be in writing, describe the proposal and be received by our Board of Directors at least 60 days prior to the date of the meeting. Demands by registered shareholders to place an item on the agenda of a meeting of shareholders should be sent to: Secretary to the Board of Directors, Logitech International S.A., EPFL - Quartier de l Innovation, Daniel Borel Innovation Center, 1015 Lausanne, Switzerland, or c/o Logitech Inc., 7700 Gateway Boulevard, Newark, CA 94560, USA.

Under the Company s Articles of Incorporation only registered shareholders are recognized as shareholders of the company. As a result, beneficial shareholders do not have a right to place an item on the agenda of a meeting, regardless of the number of shares they hold. For information on how beneficial shareholders may become registered shareholders, see Questions and Answers about the Logitech 2016 Annual General Meeting - If I am not a registered shareholder, can I attend and vote at the meeting?

If the agenda of a general meeting of shareholders includes an item calling for the election of directors, any registered shareholder may propose a candidate for election to the Board of Directors before or at the meeting.

The Nominating Committee does not have a policy on consideration of recommendations for candidates to the Board of Directors from registered shareholders.

The Nominating Committee considers it appropriate not to have a formal policy for consideration of such recommendations because the evaluation of potential members of the Board of Directors is by its nature a case-by-case process, depending on the composition of the Board at the time, the needs and status of the business of the Company, and the experience and qualification of the individual. Accordingly, the Nominating Committee would consider any such recommendations on a case-by-case basis in their discretion, and, if accepted for consideration, would evaluate any such properly submitted nominee in consideration of the membership criteria set forth under Board Composition below. Shareholder recommendations to the Board of Directors should be sent to the above address.

Board Composition

The Nominating Committee is responsible for reviewing and assessing with the Board the appropriate skills, experience, and background sought of Board members in the context of our business and the then-current membership on the Board. The Nominating Committee has not formally established any specific, minimum qualifications that must be met by each candidate for the Board of Directors or specific attributes, qualities or skills that are necessary for one or more of the members of the Board of Directors to possess. However, we do not expect or intend that each director will have the same background, skills, and experience; we expect that Board members will have a diverse portfolio of backgrounds, skills, and experiences. One goal of this diversity is to assist the Board as a whole in its oversight and advice concerning our business and operations.

The review and assessment of Board candidates and the current membership of the Board by the Nominating Committee and the Board includes numerous diverse factors, such as: independence; senior management experience; understanding of and experience in technology, finance, and marketing; international experience and geographic representation; age; and gender and ethnic diversity.

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The priorities and emphasis of the Nominating Committee and of the Board with regard to these factors change from time to time to take into account changes in Logitech s business and other trends, as well as the portfolio of skills and experience of current and prospective Board members.

Listed below are key skills and experience that we currently consider important for our directors to have in light of our current business and structure. We do not expect each director to possess every attribute. The directors biographies note each director s relevant experience, qualifications, and skills relative to this list.

Senior Leadership Experience. Directors who have served in senior leadership positions are important to Logitech, because they bring experience and perspective in analyzing, shaping, and overseeing the execution of important operational and policy issues at a senior level.

Financial Expertise. Knowledge of financial markets, financing and funding operations, and accounting and financial reporting processes is important because it assists our directors in understanding, advising, and overseeing Logitech s structure, financial reporting, and internal control of such activities.

Industry and Technical Expertise. Because we develop and manufacture hardware and software products, ship them worldwide, and sell to major consumer electronics distributors and retailers, expertise in hardware and software, and experience in supply chain, manufacturing and consumer products is useful

in understanding the opportunities and challenges of our business and in providing insight and oversight of management.

Brand Marketing Expertise. Because we are a consumer products company, directors who have brand marketing experience can provide expertise and guidance as we seek to maintain and expand brand and product awareness and a positive reputation.

Global Expertise. Because we are a global organization with research and development, and sales and other offices in many countries, directors with global expertise, particularly in Europe, the U.S. and Asia, can provide a useful business and cultural perspective regarding many significant aspects of our business.

Identification and Evaluation of Nominees for Directors

Our Nominating Committee uses a variety of methods for identifying and evaluating nominees for director. Our Nominating Committee regularly assesses the appropriate size and composition of the Board of Directors, the needs of the Board of Directors and the respective Committees of the Board of Directors and the qualifications of candidates in light of these needs. Candidates may come to the attention of the Nominating Committee through shareholders, management, current members of the Board of Directors or search firms. The evaluation of these candidates may be based solely on information provided to the Committee or may also include discussions with persons familiar with the candidate, an interview of the candidate or other actions the Committee deems appropriate, including the use of paid third parties to review candidates.

Terms of Office of Directors

Each director is elected individually by a separate vote of shareholders. Until 2012, each director was elected for a term of three years. At the Company s 2012 Annual General Meeting, shareholders approved a change such that each director, starting with the directors elected at the 2012 Annual General Meeting, will be subject to a term of one year. Nine of our ten directors are being presented for re-election to the Board of Directors at the 2016 Annual General Meeting, with one director deciding to retire and not stand for re-election. Each director is eligible for re-election until his or her seventieth birthday. Directors may not seek reelection after they have reached 70 years of age or, starting in 2016, have served on the Board

of Directors as a non-employee member for 12 years, unless the Board of Directors adopts a resolution to the contrary. A member of the Board who reaches 70 years of age or 12 years of service as a non-employee member of the Board of Directors during the term of his or her directorship may remain a director until the expiration of the term. A director s term of office as Chairman coincides with his or her term of office as a director. A director may be indefinitely re-elected as Chairman, subject to the age and tenure limits mentioned above.

The year of appointment and remaining term of office as of March 31, 2016 for each director are as follows:

Name	**Year First Appointed**	**Year Current Term Expires**
Edouard Bugnion(1)	2015	Annual General Meeting 2016
Kee-Lock Chua(1)	2000	Annual General Meeting 2016
Bracken Darrell(2)	2013	Annual General Meeting 2016
Sally Davis(1)	2007	Annual General Meeting 2016
Guerrino De Luca(2)	1998	Annual General Meeting 2016
Sue Gove(1)	2015	Annual General Meeting 2016
Didier Hirsch(1)	2012	Annual General Meeting 2016
Neil Hunt(1)	2010	Annual General Meeting 2016
Dimitri Panayotopoulos(1)	2014	Annual General Meeting 2016
Lung Yeh(1)	2015	Annual General Meeting 2016

(1) Non-executive member of the Board of Directors.

(2) Executive member of the Board of Directors.

Board Responsibilities and Structure

The Board of Directors is responsible for supervising the management of the business and affairs of the Company. In addition to the non-transferable powers and duties of boards of directors under Swiss law, the Logitech Board of Directors also has the following responsibilities:

- the signatory power of its members;
- the approval of the budget submitted by the Chief Executive Officer;
- the approval of investments or acquisitions of more than USD 10 million in the aggregate not included in the approved budgets;
- the approval of any expenditure of more than USD10 million not specifically identified in the approved budgets; and
- the approval of the sale or acquisition, including related borrowings, of the Company s real estate.

The Board of Directors has delegated the management of the Company to the Chief Executive Officer and the executive officers, except where Swiss law or the Company s Articles of Incorporation or Organizational Regulations (By-Laws) provide differently.

Board Leadership Structure

The Board has since 1997 had a general practice that the positions of Chairman of the Board and Chief Executive Officer should be held by separate persons as an aid in the Board s oversight of management. Since 1997, the Chairman has been a former Chief Executive Officer of the Company and has served as a full-time senior executive. Logitech believes that there are advantages to having a former Chief Executive Officer as Chairman, for matters such as: leadership continuity; day-to-day assistance to and oversight of the Chief Executive Officer and other executive officers; and facilitating communications and relations between the Board, the Chief Executive Officer, and other senior management.

Mr. De Luca, the Company s former Chief Executive Officer and current Chairman, has served in that role since January 2008. On July 27, 2011, Mr. De Luca assumed the role of acting President and Chief Executive

Officer, in addition to continuing his duties as Chairman, at the request of the Board of Directors. The Board appointed Bracken Darrell as President as of April 9, 2012, and he became the Chief Executive Officer as of January 1, 2013. The Board considered the holding of both the Chairman and Chief Executive Officer positions by Mr. De Luca as a temporary arrangement, and returned to its general practice of the positions being held by separate persons upon the appointment of Mr. Darrell as Chief Executive Officer.

The Chairman of the Board is elected by the shareholders on an annual basis, at the Annual General Meeting of Shareholders. The Secretary of the Board of Directors is appointed at the Board meeting coinciding with the Annual General Meeting of Shareholders. As of June 30, 2016, the Secretary was Mr. Bryan Ko, the Company s General Counsel.

Role of the Chairman and of the Chief Executive Officer

The Chairman assumes a leading role in mid- and long-term strategic planning and the selection of top-level management, and he supports major transaction initiatives of Logitech.

The Chief Executive Officer manages the day-to-day operations of Logitech, with the support of the other executive officers. The Chief Executive Officer has, in particular, the following powers and duties:

- defining and implementing short and medium term strategies;
- preparing the budget, which must be approved by the Board of Directors;
- reviewing and certifying the Company s annual report;

appointing, dismissing and promoting any employees of Logitech other than executive officers and the head of the internal audit function;

taking immediate measures to protect the interests of the Company where a breach of duty is suspected from executive officers until the Board has decided on the matter;

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- carrying out Board resolutions;
- reporting regularly to the Chairman of the Board of Directors on the activities of the business;
- preparing supporting documents for resolutions that are to be passed by the Board of Directors; and
- deciding on issues brought to his attention by executive officers.

The detailed authorities and responsibilities of the Board of Directors, the Chief Executive Officer and the executive officers are set out in the Company s Articles of Incorporation and Organizational Regulations. Please refer to *http://ir.logitech.com* for copies of these documents.

Lead Independent Director

As appointed by the Board, Dr. Hunt serves as Lead Independent Director. The responsibilities of the Lead Independent Director include chairing meetings of the non-executive directors and serving as the presiding director in performing such other functions as the Board may direct. The Lead Independent Director is elected annually by the Independent Directors.

Means by Which the Board of Directors Supervises Executive Officers

The Board of Directors is regularly informed on developments and issues in Logitech s business, and monitors the activities and responsibilities of the executive officers in various ways.

- At each regular Board meeting the Chief Executive Officer reports to the Board of Directors on developments and important issues. The Chief Executive Officer also provides regular updates to the Board members regarding Logitech s business between the dates of regular Board meetings.
- The offices of Chairman and Chief Executive Officer are generally separated, to help ensure balance between leadership of the Board and leadership of the day-to-day management of Logitech.
- Executive officers and other members of senior management, at the invitation of the Board, attend portions of meetings of the Board and its Committees to report on the financial results of Logitech, its operations, performance and outlook, and on areas of the business within their responsibility, as well as other business matters. For further information on participation by executive officers and other members of senior management in Board and Committee meetings please refer to Board Committees below.
- There are regular quarterly closed sessions of the non-executive, independent members of the Board of Directors, led by the Lead Independent Director, where Logitech issues are discussed without the presence of executive or non-independent members of the Board or executive officers.
- The Board holds quarterly closed sessions, where all Board members meet without the presence of non-Board members, to discuss matters appropriate to such sessions, including organizational structure and the hiring and mandates of executive officers.
- There are regularly scheduled reviews at Board meetings of Logitech strategic and operational issues, including discussions of issues placed on the agenda by the non-executive members of the Board of Directors.
- The Board reviews and approves significant changes in Logitech s structure and organization, and is actively involved in significant transactions, including acquisitions, divestitures and major investments.
- All non-executive Board members have access, at their request, to all internal Logitech information.
- The head of the Internal Audit function reports to the Audit Committee.

The Board s Role in Risk Oversight

One of the Board s functions is oversight of risk management at Logitech. Risk is inherent in business, and the Board seeks to understand and advise on risk in conjunction with the activities of the Board and the Board s Committees.

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The largest risk in any business typically is that the products and services it offers will not be met by customer demand, because of poor strategy, poor execution, lack of competitiveness, or some combination of these or other factors. The Board implements its risk oversight responsibilities, at the highest level, through regular reviews of the Company s business, product strategy and competitive position, and through management and organizational reviews, evaluations and succession planning.

Within the broad strategic framework established by the Board, management is responsible for identifying risk and risk controls related to significant business activities; mapping the risks to company strategy; and developing programs and recommendations to determine the sufficiency of risk identification, the balance of potential risk to potential reward and the appropriate manner in which to control risk.

The Board s risk oversight role is implemented at the full Board level, and also in individual Board Committees. The full Board receives specific reports on enterprise risk management, in which the identification and control of risk are the primary topics of the discussion. Presentations and other information for the Board and Board Committees generally identify and discuss relevant risk and risk control; and the Board members assess and oversee the risks as a part of their review of the related business, financial, or other activity of the Company. The Compensation Committee oversees issues related to the design and risk controls of compensation programs. The Audit Committee oversees issues related to internal control over financial reporting and Logitech s risk tolerance in cash-management investments. The Board s role in oversight does not have a direct impact on the Board s leadership structure, which is discussed above.

Board Meetings

The Chairman sets the agenda for Board meetings, in coordination with the Chief Executive Officer. Any member of the Board of Directors may request that a meeting of the Board be convened. The directors receive materials in advance of Board meetings allowing them to prepare for the handling of the items on the agenda.

The Chairman and Chief Executive Officer recommend executive officers or other members of senior management who, at the invitation of the Board, attend portions of each quarterly Board meeting to report on areas of the business within their responsibility. Infrequently, the Board may also receive reports from external consultants such as executive search or succession experts or outside legal experts to assist the Board on matters it is considering.

The Board typically holds regularly scheduled Board meetings twice each quarter: once for a review and discussion of the Company, its strategy or both, which lasts a full day to a day-and-a-half and in which all directors participate in person except in special individual circumstances; and once for a quarterly earnings-related meeting, which typically lasts for approximately one to two hours and in which directors participate in person or by teleconference or video conference. Additional meetings of the Board may be held by teleconference or video conference and the duration of such meetings varies depending on the subject matters considered.

Emergency Resolutions

In case of emergency, the Chairman of the Board may have the power to pass resolutions which would otherwise be the responsibility of the Board. Decisions by the Chairman of the Board made in this manner are subject to ratification by the Board of Directors at its next meeting or by way of written consent. No such emergency resolutions were passed during fiscal year 2016.

Independent Director Sessions

The Board of Directors has adopted a policy of regularly scheduled sessions of Board meetings where the independent directors meet to consider matters without management or non-independent directors present. During fiscal year 2016, separate sessions of the independent directors were held at four separate meetings.

Board Effectiveness

Our Board of Directors performs an annual self-assessment to evaluate its effectiveness in fulfilling its obligations.

Board Committees

The Board has standing Audit, Compensation, and Nominating Committees to assist the Board in carrying out its duties. Each of the Board committees is composed entirely of directors that are independent in accordance with the published listing requirements of the Nasdaq Stock Market and Swiss corporate governance best practices guidelines. At each quarterly Board meeting, each applicable Board Committee reports to the full Board on the substance of the Committee s meetings, if any, during the quarter.

Each Committee has a written charter approved by the Board. The chair of each Committee determines the Committee s meeting agenda. The Board Committee members receive materials in advance of Committee meetings allowing them to prepare for the meeting. The Charters of each Board Committee are available on Logitech s Investor Relations website at *http://ir.logitech.com*. Each of the Audit, Compensation and Nominating Committees has the authority to engage outside experts, advisors and counsel to the extent it considers appropriate to assist the Committee in its work. The members of the Committees are identified in the following table:

Director	**Audit**	**Compensation**	**Nominating**
Edouard Bugnion			
Kee-Lock Chua	X		Chair
Bracken Darrell			
Sally Davis		Chair	X
Guerrino De Luca			
Sue Gove	X		
Didier Hirsch	Chair		X
Neil Hunt		X	
Dimitri Panayotopoulos		X	
Lung Yeh			

Corporate Governance and Board of Directors Matters

Attendance at Board, Committee and Annual Shareholders Meetings

In fiscal year 2016 the Board met eleven times, nine of which were regularly scheduled meetings. In addition, the Audit Committee met eight times, the Compensation Committee met five times, and the Nominating Committee met four times. In addition to its meetings, the Board took four actions for approval by written consent during fiscal year 2016. We expect each director to attend each

meeting of the Board and the Committees on which he or she serves, and also expect them to attend the Annual General Meeting of shareholders. Nine of our ten directors attended the 2015 Annual General Meeting. All of the incumbent directors attended at least 75% of the meetings of the Board and the Committees on which he or she served. Detailed attendance information for Board and Board Committee meetings during fiscal year 2016 is as follows:

	Board of Directors	**Audit Committee**	**Compensation Committee**	**Nominating Committee**
# of meetings held	11	8	5	4
Edouard Bugnion(1)	7			
Kee-Lock Chua	8	7		4
Bracken Darrell	10			
Sally Davis(2)	9	4	5	4
Guerrino De Luca	10			
Sue Gove(1)	7	4		
Didier Hirsch(3)	10	8		2
Neil Hunt	11		5	
Dimitri Panayotopoulos(4)	10		1	
Lung Yeh(1)	7			

(1) Dr. Bugnion, Ms. Gove and Dr. Yeh were elected to the Board as of the Annual General Meeting on September 9, 2015, and attended all seven of the Board meetings that were held after that date. Ms. Gove also attended all four of the Audit Committee meetings that were held after that date.

(2) Ms. Davis ceased to be a member of the Audit Committee on September 9, 2015. She attended all four of the Audit Committee meetings that were held on or prior to that date.

(3) Mr. Hirsch was appointed to the Nominating Committee as of September 10, 2015, and attended both of the Nominating Committee meetings that were held after that date.

(4) Mr. Panayotopoulos was elected to the Compensation Committee as of the Annual General Meeting on September 9, 2015, and attended one of the two Compensation Committee meetings that were held after that date.

Corporate Governance and Board of Directors Matters

Audit Committee

The Audit Committee is appointed by the Board to assist the Board in monitoring the Company s financial accounting, controls, planning and reporting. It is composed of only non-executive, independent Board members. Among its duties, the Audit Committee:

- reviews the adequacy of the Company s internal controls and disclosure controls and procedures;
- reviews the independence, fee arrangements, audit scope, and performance of the Company s independent auditors, and recommends the appointment or replacement of independent auditors to the Board of Directors;
- reviews and approves all non-audit work to be performed by the independent auditors;
- reviews the scope of Logitech s internal auditing and the adequacy of the organizational structure and qualifications of the internal auditing staff;
- reviews, before release, the quarterly results and interim financial data;
- reviews with management and the independent auditors the Company s major financial risk exposures and the steps management has taken to monitor and control those exposures, including the Company s guidelines and policies with respect to risk assessment and risk management; and
- reviews, before release, the audited financial statements and Management s Discussion and Analysis of Financial Condition and Results of Operations and recommends that the Board of Directors include the audited financial statements in the annual report made available to shareholders.

The Audit Committee currently consists of Mr. Hirsch, Chairperson, Mr. Chua and Ms. Gove. Following Mr. Chua s retirement effective as of the 2016 Annual General Meeting, the Board of Directors expects that Dr. Yeh will be appointed to the Audit Committee. The Board has determined that each member of the Audit Committee, as well as Dr. Yeh, meets the independence requirements of the Nasdaq Stock Market listing standards and the applicable rules and regulations of

the SEC. In addition, the Board has determined that Mr. Hirsch and Ms. Gove are audit committee financial experts as defined by the applicable rules and regulations of the SEC.

The Audit Committee met eight times in fiscal year 2016. Four meetings were held in person on the day prior to the regularly scheduled quarterly Board meeting, for approximately two to three hours, and four were held by teleconference, for approximately one to one-and-a-half hours preceding the Company s quarterly report of financial results. The Committee received reports and presentations before the meetings in order to allow them time to prepare adequately. At the Committee s invitation, the Company s Chief Financial Officer, Corporate Controller, Vice President of Internal Audit and General Counsel or Associate General Counsel attended each meeting, and representatives from the Company s then-current auditors and independent registered public accounting firm, KPMG AG and KPMG LLP, respectively, also attended all eight of the meetings. Other members of management also participated in certain meetings. Five meetings also included a separate session with representatives of the auditors and independent registered public accounting firm and four meetings included separate sessions with the Chief Financial Officer and with the head of Internal Audit.

Compensation Committee

The Compensation Committee reviews and approves, or recommends to the Board for approval, the compensation of executive officers and non-executive Board members and Logitech s compensation policies and programs, including share-based compensation programs and other incentive-based compensation. Within the guidelines established by the Board and the limits set forth in the Company s employee equity incentive plans, the Compensation Committee also has the authority to grant equity incentive awards to employees without further Board approval. The Committee is composed of only non-executive, independent Board members.

The Compensation Committee currently consists of Ms. Davis, Chairperson, Dr. Hunt and Mr. Panayotopoulos. The Board of Directors has determined that each member

Corporate Governance and Board of Directors Matters

of the Compensation Committee, as well as Dr. Bugnion as a nominee for election to the Compensation Committee, meets the independence requirements of the Nasdaq Stock Market listing standards.

The Compensation Committee met five times in fiscal year 2016. At the Committee s invitation, the Company s Head of People & Culture and Head of Total Rewards attended each meeting, and the Committee s independent advisors from Compensia and Agnes Blust Consulting attended all five meetings. Four of the meetings were held in person and each meeting lasted for approximately one-and-a-half hours to three hours or more. In addition to its meetings, the Committee took eleven actions for approval by written consent during fiscal year 2016.

Please refer to the Company s Compensation Report for further information on the Compensation Committee s criteria and process for evaluating executive compensation.

Nominating Committee

The Nominating Committee is composed of at least three members, with each of the members being non-executive, independent directors. Among its duties, the Nominating Committee:

- evaluates the composition of the Board of Directors and its Committees, determines future requirements and makes recommendations to the Board of Directors for approval;
- determines on an annual basis the desired Board qualifications and expertise and conducts searches for potential directors with these attributes;
- evaluates and makes recommendations of nominees for election to the Board of Directors; and
- evaluates and makes recommendations to the Board concerning the appointment of directors to Board Committees and the selection of Board Committee chairs.

The Nominating Committee may and typically does retain an executive search firm to assist with the identification and evaluation of prospective Board nominees based on criteria established by the Committee. For information on the Nominating Committee s policies with respect to director nominations please see Elections to the Board of Directors above.

The Nominating Committee currently consists of Mr. Chua, Chairperson, Ms. Davis and Mr. Hirsch. Following Mr. Chua s retirement effective as of the 2016 Annual General Meeting, the Board of Directors expects that Ms. Davis will be appointed as the Chairperson of the Nominating Committee and Dr. Hunt will be appointed to the Committee. The Board of Directors has determined that each of Mr. Chua, Ms. Davis, Mr. Hirsch and Dr. Hunt meets the independence requirements of the Nasdaq Stock Market listing standards. Upon the Committee s recommendation of nominees for election to the Board of Directors, the nominees are presented to the full Board. Nominees are then selected by a majority of the independent members of the Board. The Nominating Committee met four times in fiscal year 2016. The meetings were held in person or by teleconference and lasted approximately half-an-hour to one hour.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee has been an officer or employee of Logitech. None of our executive officers serves on the board of directors or compensation committee of a company that has an executive officer that serves on our Board of Directors.

Communications with the Board of Directors

Shareholders may contact the Board of Directors about bona fide issues or questions about Logitech by sending an email to *generalcounsel@logitech.com* or by writing the Corporate Secretary at the following address:

Logitech International S.A.
Attn: Corporate Secretary
EPFL - Quartier de l Innovation
Daniel Borel Innovation Center
1015 Lausanne, Switzerland

All such shareholder communications will be forwarded to the appropriate member or members of the Board of Directors or, if none is specified, to the Chairman of the Board of Directors.

Security Ownership of Certain Beneficial Owners and Management as of June 30, 2016

In accordance with the proxy statement rules under U.S. securities laws, the following table shows the number of our shares beneficially owned as of June 30, 2016 by:

- each person or group known by Logitech, based on filings pursuant to Section 13(d) or (g) under the U.S. Securities Exchange Act of 1934 or notifications to the Company under applicable Swiss laws, to own beneficially more than 5% of our outstanding shares as of June 30, 2016;
- each director and each nominee for director;
- the persons named in the Summary Compensation Table in the Compensation Report (the named executive officers); and
- all directors and current executive officers as a group.

Beneficial Owners[(1)]	**Number of Shares Owned**[(2)]	**Shares that May be Acquired Within 60 Days**[(3)]	**Total Beneficial Ownership**	**Total as a Percentage of Shares Outstanding**[(4)]
5% shareholders:				
Morgan Stanley, The Corporation Trust Company[(5)]	12,315,821		12,315,821	7.6%
Daniel Borel[(6)]	8,774,934		8,774,934	5.4%
BlackRock, Inc.[(7)]	8,711,174		8,711,174	5.4%
Directors, not including the Chairman or the CEO:				
Edouard Bugnion[(8)]				*
Kee-Lock Chua	95,771		95,771	*
Sally Davis	87,361	30,000	117,361	*
Sue Gove[(8)]				*
Didier Hirsch	39,074		39,074	*
Neil Hunt	49,690		49,690	*
Dimitri Panayotopoulos	12,007			*
Lung Yeh[(8)]				*
Nominees for Director:				
Patrick Aebischer				*
Named Executive Officers:				
Guerrino De Luca	366,089	145,000	511,089	*
Bracken Darrell	481,844	900,000	1,381,844	*
Vincent Pilette	371,682		371,682	*
Marcel Stolk	184,851	112,500	297,351	*
L. Joseph Sullivan	143,728	122,500	266,228	*
Current Directors and Executive Officers as a Group (13)	1,832,097	1,310,000	3,130,090	1.9%

Security Ownership

*	*Less than 1%*
(1)	*Unless otherwise indicated, the address for each beneficial owner listed in this table is c/o Logitech International S.A., EPFL, Quartier de l Innovation, Daniel Borel Innovation Center, 1015 Lausanne, Switzerland / 7700 Gateway Boulevard, Newark, California 94560.*
(2)	*To Logitech s knowledge, except as otherwise noted in the footnotes to this table, each director and executive officer has sole voting and investment power over the shares reported as beneficially owned in accordance with SEC rules, subject to community property laws where applicable.*
(3)	*Includes shares represented by vested, unexercised options as of June 30, 2016 and options and restricted stock units that are expected to vest within 60 days after June 30, 2016. These shares are deemed to be outstanding for the purpose of computing the percentage ownership of the person holding the options or restricted stock units, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.*
(4)	*Based on 161,732,662 shares outstanding on June 30, 2016 (173,106,620 shares outstanding less 11,373,958 treasury shares outstanding).*
(5)	*The number of shares held by Morgan Stanley, The Corporation Trust Company and its subsidiaries is based on a notification filed with the SIX Exchange Regulation on June 29, 2016. The address of Morgan Stanley, The Corporation Trust Company is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.*
(6)	*The number of shares held by Mr. Borel includes (a) 53,000 shares held by a charitable foundation, of which Mr. Borel and other members of his family are board members and (b) 6,500 shares held by Mr. Borel s spouse. As of June 30, 2016, Mr. Borel s indicated sole investment and voting power with respect to 8,715,434 shares, shared investment power with respect to 59,500 shares and shared voting power with respect to 53,000 shares.*
(7)	*The number of shares held by BlackRock, Inc. and its subsidiaries is based on a notification filed with the SIX Exchange Regulation on June 16, 2016. The address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055.*
(8)	*Dr. Bugnion, Ms. Gove and Dr. Yeh were first elected as a director of the Company at the Annual General Meeting on September 19, 2015.*

Share Ownership Guidelines

Members of the Board of Directors and executive officers and other officers who report directly to the Chief Executive Officer or President are subject to share ownership guidelines.

Directors are required to own Logitech shares with a market value equal to 3 times the annual Board retainer under guidelines adopted by the Board in June 2006 and revised in June 2013. Directors are required to achieve this ownership within five years of joining the Board, or, in the case of directors serving at the time the guidelines were originally adopted, within five years of the effective date of adoption of the guidelines. The guidelines will be adjusted to reflect any capital adjustments, and will be reevaluated by the Board from time to time. As of June 30, 2016, each director had either satisfied these ownership guidelines or had time remaining to do so.

The Compensation Committee adopted share ownership guidelines for executive officers and other officers who report directly to the Chief Executive Officer or President effective September 2008 and revised in September 2013. These guidelines now apply to executive officers and other officers who report directly to the Chief Executive Officer. These guidelines require:

the Chief Executive Officer to hold a number of Logitech shares with a market value equal to 5 times his annual base salary;

the Chief Financial Officer to hold a number of Logitech shares with a market value equal to 3 time his annual base salary;

- executive officers, other than the Chief Executive Officer and Chief Financial Officer, to hold a number of Logitech shares with a market value equal to 2 times their respective annual base salaries; and

- remaining officers who report directly to the Chief Executive Officer to hold a number of Logitech shares with a market value equal to their respective annual base salaries.

Officers subject to the guidelines are required to achieve the guideline within five years of being appointed to the position making them subject to the guideline, or, in the case of such officers serving at the time the guidelines were originally adopted, within five years of the effective date of adoption of the guidelines. The guidelines will be adjusted to reflect any capital adjustments, and will be re-evaluated by the Compensation Committee from time

to time. Up to 50% of the guideline may be met through the net value of vested, unexercised stock options. If the guideline is not met within five years, the Chief Executive Officer must hold 100% of his after-tax shares resulting from option exercises or other equity incentive awards until the guideline is reached, and all other executive officers and Chief Executive Officer direct reports must hold at least 50% of the net shares resulting from option exercises or other equity incentive awards until the guideline is reached. In addition, if the guideline is not met, the officer will have 50% of the after-tax value of any earned bonuses under the Leadership Team Bonus Program paid in fully vested Logitech shares. As of June 30, 2016, all of the executive officers and other officers who report directly to Chief Executive Officer had either satisfied these ownership guidelines or had time remaining to do so.

Certain Relationships and Related Transactions

Our Policies

It is our policy that all employees must not engage in any activities which could conflict with Logitech s business interests, which could adversely affect its reputation or which could interfere with the fulfillment of the responsibilities of the employee s job, which at all times must be performed in the best interests of Logitech. In addition, Logitech employees may not use their position with Logitech, or Logitech s information or assets, for their personal gain or for the improper benefit of others. These policies are included in our Business Ethics and Conflict of Interest Policy, which covers our directors,

executive officers and other employees. If in a particular circumstance the Board concludes that there is or may be a perceived conflict of interest, the Board will instruct our Legal department to work with our relevant business units to determine if there is a conflict of interest. Any waivers to these conflict rules with regard to a director or executive officer require the prior approval of the Board, and any transaction that is a related party transaction under U.S. securities laws must be approved by the Audit Committee or another independent committee of the Board.

Nasdaq Rules and Swiss Best Corporate Governance Practices

Nasdaq rules defining independent director status also govern conflict of interest situations, as do Swiss best corporate governance principles published by economiesuisse, a leading Swiss business organization. As discussed above, the Board of Directors has determined that each of our directors and nominee to be a director, other than Mr. Darrell and Mr. De Luca, qualifies as independent in accordance with the Nasdaq rules. The Nasdaq rules include a series of objective tests that would not allow a director to be considered independent if the director has or has had

certain employment, business or family relationships with the company. The Nasdaq independence definition also includes a requirement that the Board review the relations between each independent director and the company on a subjective basis. In accordance with that review, the Board has made a subjective determination as to each independent director that no relationships exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

SEC Rules

In addition to the Logitech and Nasdaq policies and rules described above, the SEC has specific disclosure requirements covering certain types of transactions involving Logitech and a director or executive officer or persons and entities affiliated with them. Since April 1, 2015, we have not been a party to, and we have no plans to be a party to, any transaction or series of similar transactions in which the amount involved exceeded or will exceed USD 120,000 and in which any current director, director nominee, executive officer, holder of more than 5% of our shares, or any member of the immediate family of any of the foregoing, had or will have a direct or indirect material interest. We have entered into an indemnification agreement with each of our directors and executive officers. The indemnification agreements require us to indemnify our directors and officers to the fullest extent permitted by Swiss and California law.

None of the following persons has been indebted to Logitech or its subsidiaries at any time since the beginning of fiscal year 2016: any of our directors or executive officers; any nominee for election as a director; any member of the immediate family of any of our directors, executive officers or nominees for director; any corporation or organization of which any of our directors, executive officers or nominees is an executive officer or partner or is, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities (except trade debt entered into in the ordinary course of business); and any trust or other estate in which any of the directors, executive officers or nominees for director has a substantial beneficial interest or for which such person serves as a trustee or in a similar capacity.

Independent Auditors

Under Logitech s Articles of Incorporation, the shareholders elect or re-elect the Company s independent auditors each year at the Annual General Meeting.

Logitech s independent auditors for fiscal year 2016 were KPMG AG, Zurich, Switzerland. KPMG AG assumed its first audit mandate for Logitech in fiscal year 2015. They were elected by the shareholders as Logitech s auditors at the Annual General Meeting in December 2014 and re-elected at the Annual General Meeting in September 2015. For purposes of U.S. securities law reporting, KPMG LLP, Santa Clara, California, served as the Company s independent registered public accounting firm for fiscal year 2016. Together, KPMG AG and KPMG LLP are referred to as KPMG. As appointed by the Board, the Audit Committee is responsible for supervising the performance of the Company s independent auditors, and recommends the election or replacement of the independent auditors to the Board of Directors.

Representatives of KPMG were invited to attend all regular meetings of the Audit Committee. During fiscal year 2016, KPMG representatives attended all of the Audit Committee meetings. The Committee met separately five times with representatives of KPMG in closed sessions of Committee meetings.

On a quarterly basis, KPMG reports on the findings of their audit and/or review work including their audit of Logitech s internal control over financial reporting. These reports include their assessment of critical accounting policies and practices used, alternative treatments of financial information discussed with management, and other material written communication between KPMG and management. At each quarterly Board meeting, the Audit Committee reports to the full Board on the substance of the Committee meetings during the quarter. On an annual basis, the Audit Committee approves KPMG s audit plan and evaluates the performance of KPMG and its senior representatives in fulfilling its responsibilities. Moreover, the Audit Committee recommends to the Board the appointment or replacement of the independent auditors, subject to shareholder approval. The Audit Committee reviews the annual report provided by KPMG as to its independence.

Change in Independent Auditor

As disclosed in a Current Report on Form 8-K filed by the Company on November 13, 2014, PricewaterhouseCoopers S.A. (referred to as PwC S.A.) and PricewaterhouseCoopers LLP (referred to as PwC LLP and, together with PwC S.A., referred to as PwC) declined to stand for re-election as Logitech s independent auditors and as Logitech s independent registered public accounting firm, respectively, for the fiscal year ending March 31, 2015. On November 12, 2014, the Audit Committee of the Board of Directors (the Audit Committee) of Logitech appointed KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending March 31, 2015 for purposes of U.S. securities law reporting purposes.

Information about PricewaterhouseCoopers LLP

The reports of PwC on the Company s financial statements for the fiscal years ended March 31, 2013 and March 31, 2014 did not contain an adverse opinion or a disclaimer of opinion; nor were they qualified or modified as to uncertainty, audit scope or accounting principles. In connection with the audits of the Company s financial statements for the fiscal years ended March 31, 2014 and 2013 and in the subsequent interim period through November 6, 2014 there were no disagreements (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K) with PwC LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures which, if not resolved to the satisfaction of PwC LLP would have caused PwC LLP to make reference to the matter in their reports.

There were reportable events (as that term is defined in Item 304(a)(1)(v) of Regulation S-K) during the fiscal years ended March 31, 2014 and March 31, 2013 and the subsequent interim period through November 6, 2014, as follows. On September 2, 2014 (U.S. time), the Company announced that the Audit Committee concluded that the consolidated financial statements for the years ended March 31, 2011 and 2012 included in Logitech s Annual Reports on Form 10-K for the fiscal years ended March 31, 2013, 2012 and 2011 and for the three months ended June 30, 2011 included in Logitech s

Independent Auditors

Quarterly Report on Form 10-Q for the three months ended June 30, 2011 can no longer be relied on due to an accounting misstatement for inventory valuation reserves for Logitech s now discontinued Revue product. The restated fiscal year 2012 consolidated financial statements are included in the Company s Annual Report on Form 10-K for the fiscal year ended March 31, 2014. In addition, as previously disclosed in the Company s Annual Report on Form 10-K/A for the fiscal year ended March 31, 2013, the Company s management concluded that material weaknesses existed as of March 31, 2013, as follows:

The Company did not design and maintain effective controls over the review of supporting information to determine the completeness and accuracy of the consolidated statement of cash flows, the consolidated statement of comprehensive income (loss) and disclosures in the notes to the consolidated financial statements; and

The Company did not maintain effective controls related to developing an appropriate methodology to accrue the costs of product warranties given to end customers, including an on-going review of the assumptions within the methodology to determine the completeness and accuracy of the warranty accrual.

In addition to these material weaknesses, which continued to exist as of March 31, 2014, as a result of the Audit Committee s investigation and the restatement of the Company s financial statements the Company s management concluded that two additional material weaknesses existed as of March 31, 2014, including:

The Company did not maintain an effective control environment as former finance management exercised bad judgment and failed to provide effective oversight, which resulted in ineffective information and communication, whereby certain of the Company s finance personnel did not adequately document and communicate accounting issues across the organization, including to our independent registered public accounting firm. Additionally, there was an insufficient complement of personnel with appropriate accounting knowledge, experience and competence, resulting in incorrect conclusions in the application of generally accepted accounting principles; and

The Company did not design and maintain effective controls to consider all relevant information and document the underlying assumptions in our assessment of the valuation of finished goods, work in process and components inventory, including non-cancelable orders for such inventory, related to our now discontinued Revue product.

These material weaknesses, as well as the Company s plans to remediate them, are set forth in Item 9A of the Company s Annual Report on Form 10-K/A for the fiscal year ended March 31, 2013 and in Item 9A of the Company s Annual Report on Form 10-K for the fiscal year ended March 31, 2014. Accordingly, the reports of PwC LLP on the Company s internal control over financial reporting as of March 31, 2013 and as of March 31, 2014 as well as management s reports as of the same date, which were included in the Company s Annual Reports on Form 10-K for Fiscal Years 2013 and 2014, respectively, contained qualified opinions thereon. The material weaknesses in the Company s internal control over financial reporting that the Company disclosed in its Annual Report on Form 10-K for Fiscal Year 2014 continued to exist during the subsequent interim period through November 6, 2014.

The Audit Committee discussed the subject matter of the reportable events with PwC. Other than as disclosed above, there were no reportable events during the fiscal years ended March 31, 2014 and 2013 and through the subsequent interim period through November 6, 2014.

Logitech provided PwC with a copy of the disclosure set forth in this section, which disclosure was set forth in the Current Report on Form 8-K filed by the Company on November 13, 2014. PwC furnished Logitech with a letter addressed to the Securities and Exchange Commission stating their agreement with such disclosure. A copy of the letter was filed as Exhibit 16.1 to such Current Report on Form 8-K.

Independent Auditors

Information about KPMG LLP

On November 12, 2014, the Audit Committee appointed KPMG LLP to serve as its new independent registered public accounting firm to audit the Company s financial statements for the fiscal year ending March 31, 2015. KPMG LLP s engagement to serve as the Company s new independent registered public accounting firm became effective on November 13, 2014.

During the Company s then two most recent fiscal years ended March 31, 2014 and 2013 and prior to engaging KPMG, neither the Company nor anyone on its behalf consulted KPMG regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion

that might be rendered on the Company s financial statements, in connection with which either a written report or oral advice was provided to the Company that KPMG concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a disagreement or reportable event as defined in Regulation S-K, Item 304(a)(1)(iv) and Item 304(a)(1)(v), respectively.

The Company authorized PwC to respond fully and without limitation to all requests of KPMG concerning all matters related to the audited periods by PwC, including with respect to the subject matter of the reportable events summarized above.

Audit and Non-Audit Fees

The following table sets forth the aggregate fees billed to us for the audit and other services provided by KPMG during the fiscal years ended March 31, 2016 and 2015 (in thousands):

	2016	**2015**
Audit fees[1]	$2,991	$2,596
Audit related fees[2]	196	
Tax fees[3]	123	
Total	$3,310	$2,596

(1) Audit fees. This category includes fees for the audit of our financial statements in our Annual Report on Form 10-K, fees for the audit of our internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, fees for the review of the interim condensed financial statements in our Quarterly Reports on Form 10-Q, and fees for the services that are normally provided by KPMG in connection with statutory and regulatory filings or other engagements and accounting and reporting consultations related to Lifesize discontinued operations.

(2) Audit-related fees. This category includes fees for the due diligence related to the Jaybird acquisition.

(3) Tax fees. This category includes fees related to the 2014 tax compliance and tax consulting services.

Independent Auditors

Pre-Approval Procedures and Policies

The Audit Committee pre-approves all audit and non-audit services provided by KPMG. This pre-approval must occur before the auditor is engaged. The Audit Committee pre-approves categories of non-audit services and a target fee associated with each category. Usage of KPMG fees against the target is presented to the Audit Committee at each in-person quarterly meeting, with additional amounts requested as needed. Services that last longer than a year must be re-approved by the Audit Committee.

The Audit Committee can delegate the pre-approval ability to a single independent member of the Audit Committee. The delegate must communicate all services

approved at the next scheduled Audit Committee meeting. The Audit Committee or its delegate can pre-approve types of services to be performed by KPMG with a set dollar limit per type of service. The Vice President, Corporate Controller is responsible for ensuring that the work performed is within the scope and dollar limit as approved by the Audit Committee. Management must report to the Audit Committee the status of each project or service provided by KPMG.

Report of the Audit Committee

The Audit Committee is responsible for overseeing Logitech s accounting and financial reporting processes and audits of Logitech s financial statements. The Audit Committee acts only in an oversight capacity and relies on the work and assurances of management, which has primary responsibility for Logitech s financial statements and reports, Logitech s internal auditors, as well as KPMG, Logitech s independent auditors, which is responsible for expressing an opinion on the conformity of Logitech s audited financial statements to generally accepted accounting principles and attesting to the effectiveness of Logitech s internal control over financial reporting.

The Board of Directors has adopted a written charter for the Audit Committee. A copy of the Charter can be found on our website at *http://ir.logitech.com*. To view the charter, select Audit Committee Charter under Corporate Governance.

The Audit Committee has reviewed and discussed our audited financial statements for the fiscal year ended March 31, 2016, with our management. In addition, the Audit Committee has discussed with the independent auditors the matters required to be discussed by Auditing Standard No. 16 as adopted by the Public Company Accounting Oversight Board.

The Audit Committee has received the written disclosures and the letter from the independent accountant required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant s communications with the Audit Committee concerning independence, and has discussed with the independent accountant the independent accountant s independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Logitech s Annual Report on Form 10-K for the fiscal year ended March 31, 2016.

Submitted by the Audit Committee of the Board

Didier Hirsch, Chairperson
Kee-Lock Chua
Sue Gove

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16 of the Exchange Act requires Logitech s directors, executive officers and any persons who own more than 10% of Logitech s shares, to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by SEC regulation to furnish Logitech with copies of all Section 16(a) forms that they file. As a matter of practice, our administrative staff assists our executive officers and directors in preparing initial ownership reports and reporting ownership changes, and typically files these reports on their behalf.

We believe that all Section 16(a) filing requirements were met in fiscal year 2015, with the exceptions noted below:

A late Form 4 report was filed for Neil Hunt on September 3, 2015 to report the forfeiture of shares to satisfy tax withholding obligations arising out of the vesting of restricted stock units on August 31, 2015.

Compensation Report for Fiscal Year 2016

This Compensation Report has been designed to comply with both the proxy statement rules under U.S. securities laws and Swiss regulations. For Swiss law purposes, this Report is supplemented by a Remuneration Report prepared in compliance with the Ordinance against excessive compensation in stock exchange listed companies in Switzerland (the Minder Ordinance). This Report is an integrated part of our Annual Report, Invitation, and Proxy Statement for our 2016 Annual General Meeting.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis is intended to assist our shareholders in understanding our executive compensation program by providing an overview of our executive compensation-related policies, practices, and decisions for fiscal year 2016. It also explains how we determined the material elements of compensation for our Chief Executive Officer, our Chief Financial Officer, and the three executive officers (other than our Chief Executive Officer and Chief Financial Officer) who were our most highly-compensated executive officers for fiscal year 2016, and who we refer to as our Named Executive Officers. For fiscal year 2016, our Named Executive Officers were:

Guerrino De Luca, our Executive Chairman;

Bracken Darrell, our President and Chief Executive Officer;

Vincent Pilette, our Chief Financial Officer;

Marcel Stolk, our Senior Vice President, CCP Business Group; and

L. Joseph Sullivan, our Senior Vice President, Worldwide Operations.

Executive Summary

The Compensation Committee believes the design of our executive compensation programs has and will continue to meet our goal of providing our executives with market-competitive compensation packages that provide for above market rewards when Logitech outperforms both our internal goals and the overall market, and limited rewards when Logitech s performance does not meet these objectives. Overall, our Compensation Committee has developed executive compensation programs that it believes will provide an incentive to drive the Company s performance and reward both our shareholders and our executives.

Fiscal Year 2016 Business Highlights

Logitech had a successful fiscal year 2016. Despite significant currency headwinds, we delivered our best annual retail sales growth in five years by introducing innovative new products that enabled us to grow market share in nearly all of our product categories. Disciplined cost and working capital management led to strong profitability and cash flow from operations. Please see the section entitled *Management s Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report for a more detailed discussion of our fiscal year 2016 financial results.

Compensation Report for Fiscal Year 2016

Executive Compensation Highlights

Consistent with our strong performance and compensation philosophy, the Compensation Committee took the following compensation actions for our executive officers for fiscal year 2016:

Named Executive Officer	FY 2016 Base Salary Increase from FY 2015	FY 2016 Annual Bonus as a Percentage of Target Bonus	FY 2016 Annual Time-Based Restricted Stock Units Award (Grant Date Fair Value)	FY 2016 Annual Performance-Based Restricted Stock Units Award (Grant Date Fair Value)
Guerrino De Luca	0%	135%	$193,091	$301,150
Bracken Darrell	0%	135%	$1,930,803	$3,011,471
Vincent Pilette	20%	145%	$965,402	$1,003,824
Marcel Stolk	0%	135%	$286,567	$451,738
L. Joseph Sullivan	4%	140%	$231,704	$361,401

Emphasis on Variable and Performance-Based Compensation

The annual compensation of our executive officers varies from year to year based on our corporate financial and operational results and individual performance. Our executive compensation program emphasizes variable performance-based pay over fixed pay and seeks to balance short-term and long-term incentives as well as performance-based and time-based incentives. In fiscal year 2016, the majority of the target total direct compensation of our CEO consisted of performance-based pay, including cash awarded under our annual bonus plan and long-term incentives in the form of

performance-based equity awards for which value is based on achievement of performance criteria. Fixed pay, primarily consisting of base salary, made up only 12% of our CEO s target total direct compensation in fiscal year 2016, while variable pay, consisting of both annual bonus and long-term equity incentives, made up 88% of his target total direct compensation. This same philosophy was applied to our other executive officers. The following charts show the percentages of target variable pay versus target fixed pay for fiscal year 2016:

Compensation Report for Fiscal Year 2016

Executive Compensation Best Practices

We strive to maintain sound executive compensation policies and practices, including compensation-related corporate governance standards, consistent with our executive compensation philosophy. We have the following executive compensation policies and practices in place, including both those that we have implemented to drive performance and those that either prohibit or minimize behaviors that we do not believe serve our shareholders long-term interests:

What We Do

Compensation Committee Independence Our Board of Directors maintains a Compensation Committee comprised solely of independent directors.

Compensation Committee Advisor Independence The Compensation Committee engages and retains its own independent advisors and reviews their independence.

Annual Compensation Review The Compensation Committee conducts an annual review of our executive compensation philosophy and strategy, including a review of the compensation peer group and other information used for comparative purposes.

Compensation-Related Risk Assessment The Compensation Committee conducts an annual evaluation of our compensation programs, policies, and practices, which are designed to ensure that they reflect an appropriate level of risk-taking but do not encourage our employees to take excessive or unnecessary risks that could have a material adverse impact on the Company.

Emphasize Performance-based Incentive Compensation The Compensation Committee designs our executive compensation program to use performance-based short-term and long-term incentive compensation awards to align the interests of our executive officers with the interests of our shareholders.

Emphasize Long-Term Equity Compensation The Compensation Committee uses equity awards to deliver long-term incentive compensation opportunities to our executive officers. These equity awards vest or may be earned over multi-year periods, which better serves our long-term value creation goals and retention objectives.

Limited Executive Perquisites We do not provide perquisites or other personal benefits to our executive officers. The executive officers participate in our health and welfare benefit programs on the same basis as all of our employees.

Stock Ownership Policy We maintain a stock ownership policy for our directors and executive officers which requires each of them to own a specified amount of our registered shares as a multiple of their salary or annual board retainer.

Compensation Recovery Policy We have adopted a policy that provides for the recoupment of bonus and other incentive compensation and equity compensation from our executive officers resulting from fraud or intentional misconduct of an executive officer or if the executive officer knew of the fraud or misconduct.

Double-Trigger Change of Control Arrangements in Equity Award Agreements The post-employment equity compensation arrangements for our executive officers are based on a double-trigger arrangement that provides for acceleration of time-based equity only in the event of (i) a change in control of the Company and (ii) a qualifying termination of employment. As noted below, we do not have any cash payment related to termination of employment or change of control.

Prohibition on Hedging and Pledging Under our Insider Trading Policy, we prohibit our executive officers from hedging any Company securities owned by them and from pledging any Company securities as collateral for a loan owned by them as collateral for a loan.

Succession Planning Our Board of Directors reviews on an annual basis our succession strategies and plans for our most critical positions.

Compensation Report for Fiscal Year 2016

What We Do Not Do

- ***No Severance or Change of Control Arrangements*** To comply with the Minder Ordinance we have terminated all severance and change of control arrangements (other than acceleration of vesting of equity awards as provided in our equity award agreements) for executive officers, including members of our Group Management Team (Messrs. Darrell, Pilette, Stolk and Sullivan).

- ***No Special Retirement Programs*** Other than our Section 401(k) plan and our Swiss Pension plan generally available to all employees in the U.S. and Switzerland, respectively, we do not offer defined benefit or contribution retirement plans or arrangements for our executive officers.

- ***No Tax Gross-Ups or Payments*** We do not provide any gross-ups or tax payments in connection with any compensation element for our executive officers, other than for our standard relocation benefits. This means we do not provide any excise tax gross-up or tax reimbursement in connection with any change of control payments or benefits.

- ***No Unearned Dividends*** We do not pay dividends or dividend equivalents on unvested or unearned restricted stock unit or performance-based restricted stock unit awards.

- ***No Stock Option Repricing*** We do not reprice options to purchase our registered shares without shareholder approval.

Say-on-Pay

Logitech has been a leader in providing our shareholders with an opportunity for advisory votes on compensation. Beginning in 2009, Logitech voluntarily submitted its compensation philosophy, policies, and procedures to a shareholder advisory vote. Our voluntary practice is now a requirement under the U.S. securities laws that provides shareholders the ability to periodically cast advisory votes on executive compensation, and is reflected in the proposals for our 2016 Annual General Meeting. We remain committed to providing clear and thorough disclosure on our executive compensation practices and actions, and our Compensation Committee will carefully consider the voting results.

Beginning in 2015, in compliance with the Minder Ordinance, we instituted annual binding shareholder votes on the aggregate compensation amounts for our directors and for members of our Group Management Team consistent with the compensation structure that shareholders approved in amendments to our Articles of Incorporation at our 2014 Annual General Meeting.

At our 2015 Annual General Meeting, more than 80% of the votes cast on our annual Say-on-Pay proposal supported the compensation of our named executive officers. The Compensation Committee was mindful of shareholder support for our pay-for-performance compensation philosophy in maintaining our general compensation practices and setting fiscal year 2016 compensation for our executive officers. For more information regarding our annual Say-on-Pay proposal for fiscal year 2016, see *Proposal 2 Advisory vote to approve executive compensation*.

Compensation Philosophy and Guiding Principles

We have designed our executive compensation program to:

- Provide compensation sufficient to attract and retain the level of talent needed to create and manage an innovative, high growth global company in highly competitive and rapidly evolving markets;

- Support a performance-oriented culture;
- Maintain a balance between fixed and variable compensation and place a significant portion of total compensation at risk based on the Company s performance, while maintaining controls over inappropriate risk-taking by factoring in both annual and long-term performance;

Provide a balance between short-term and long-term objectives and results;

Compensation Report for Fiscal Year 2016

- Align executive compensation with shareholders interests by tying a significant portion of compensation to increasing share value; and

- Reflect the executive s role and past performance through base salary and short-term cash incentives, and his or her potential for future contribution through long-term equity incentive awards.

However, while compensation is a central part of attracting, retaining, and motivating the best executives and employees, we believe it is not the sole or exclusive reason why exceptional executives or employees choose to join and stay at Logitech, or why they work hard to achieve results for our shareholders. In this regard, both the Compensation Committee and management believe that providing a working environment and opportunities in which executives and employees can develop, express their individual potential, and make a difference are also a key part of Logitech s success in attracting, motivating, and retaining executives and employees.

The Compensation Committee periodically reviews and analyzes market trends and the prevalence of various compensation delivery vehicles and adjusts the design and operation of our executive compensation program from time to time as it deems necessary and appropriate. In designing and implementing the various elements of our executive compensation program, the Compensation Committee considers market and industry practices, as well as our compensation structure s tax efficiency and its impact on our financial condition. While the Compensation Committee considers all of these factors in its deliberations, it places no formal weighting on any one factor.

The Compensation Committee evaluates our compensation philosophy and program objectives on an annual basis or more frequently as circumstances require.

Compensation-Setting Process

Role of the Compensation Committee

The Compensation Committee, among its other responsibilities, establishes our overall compensation philosophy and reviews and approves our executive compensation program, including the specific compensation of our executive officers. The Compensation Committee has the authority to retain special counsel and other advisors, including compensation consultants, to assist in carrying out its responsibilities. The Compensation Committee s authority, duties, and responsibilities are described in its charter, which is reviewed annually and updated as warranted. The charter is available on our Company website at *http://ir.logitech.com*.

While the Compensation Committee determines our overall compensation philosophy and approves the compensation of our executive officers, it considers the recommendations of its compensation consultants and other advisors, as well as our CEO, our CFO, our head of People & Culture, and our compensation department. The Compensation Committee makes all final decisions regarding executive compensation, including base salary

levels, target annual cash bonus opportunities, actual cash bonus payments, and long-term incentives in the form of equity awards. The Compensation Committee meets on a regularly-scheduled basis and at other times as needed. The Compensation Committee periodically reviews compensation matters with our Board of Directors. The chair of the Compensation Committee reports to the Board of Directors on the activities of the Compensation Committee at quarterly board meetings and the minutes of the Compensation Committee meetings are available to the members of the Board of Directors.

Before the beginning of each fiscal year, the Compensation Committee reviews our executive compensation program to assess whether our compensation elements, actions, and decisions (i) are properly coordinated, (ii) are aligned with our vision, mission, values, and corporate goals, (iii) provide appropriate short-term and long-term incentives for our executive officers, (iv) achieve their intended purposes, and (v) are competitive with the compensation of executives in comparable positions at the companies

Compensation Report for Fiscal Year 2016

with which we compete for executive talent. Following this assessment, the Compensation Committee makes any necessary or appropriate modifications to our existing plans and arrangements or adopts new plans or arrangements.

The Compensation Committee also conducts an annual review of our executive compensation strategy to ensure that it is appropriately aligned with our business strategy and achieving our desired objectives. Further, the Compensation Committee reviews market trends and changes in competitive compensation practices, as further described below.

The factors considered by the Compensation Committee in determining the compensation of our executive officers for fiscal year 2016 included:

- Each individual executive s performance;
- Each individual executive s skills, experience, qualifications and marketability;
- The Company s performance against financial goals and objectives;
- The Company s performance relative to both industry competitors and its compensation peer group;
- The positioning of the amount of each executive s compensation in a ranking of peer compensation;
- The compensation practices of the Company s peer group; and
- The recommendations of our CEO (except with respect to his own compensation and the compensation of our Executive Chairman) as described below.

The Compensation Committee did not weight these factors in any predetermined or formulaic manner in making its decisions. The members of the Compensation Committee considered this information in light of their individual experience, knowledge of the Company, knowledge of each executive officer, knowledge of the competitive market, and business judgment in making their decisions regarding executive compensation and our executive compensation program.

As part of this process, our Executive Chairman works closely with the Compensation Committee in determining the compensation of our CEO. The Compensation Committee, in consultation with the other non-employee members of the Board of Directors, also evaluates the performance of our Executive Chairman and our CEO each year and makes all decisions regarding their base salary adjustments, target annual cash bonus opportunities, actual cash bonus payments, and long-term incentives in the form of equity awards. Our Executive Chairman and our CEO are not present during any of the deliberations regarding their own compensation.

Role of our CEO

Our CEO works closely with the Compensation Committee in determining the compensation of our other executive officers, excluding our Executive Chairman. Typically, our CEO works with the Compensation Committee to recommend the structure of the annual bonus plan, and to identify and develop corporate performance objectives for such plan, and to evaluate actual performance against the selected measures. Our CEO also works with the Compensation Committee to determine the appropriate form and performance goals for our equity compensation program.

At the beginning of each year, our CEO reviews the prior year s performance of our executive officers who report to him and then makes recommendations to the Compensation Committee for each element of compensation. Using his evaluation of each executive officer s performance and taking into consideration historical compensation awards to our executive officers and our corporate performance during the preceding year, these recommendations cover base salary adjustments, target annual cash bonus opportunities, actual bonus payments, and long-term incentives in the form of equity awards for each of our executive officers (other than himself and our Executive Chairman) based on our results, the individual executive officer s contribution to these results, and his or her performance toward achieving his or her individual performance goals. The Compensation Committee then reviews these

Compensation Report for Fiscal Year 2016

recommendations and makes decisions as to the target total direct compensation of each executive officer, as well as each individual compensation element.

While the Compensation Committee considers our CEO s recommendations, as well as the competitive market analysis prepared by its compensation consultants, these recommendations and market data serve as only two of several factors in making its decisions with respect to the compensation of our executive officers. Ultimately, the Compensation Committee applies its own business judgment and experience to determine the individual compensation elements and amount of each element for our executive officers. Moreover, no executive officer participates in the determination of the amounts or elements of his or her own compensation.

Role of Compensation Consultants

Pursuant to its charter, the Compensation Committee has the authority to engage its own legal counsel and other advisors, including compensation consultants, as it determines in its sole discretion, to assist in carrying out its responsibilities. The Compensation Committee makes all determinations regarding the engagement, fees, and services of these advisors, and any such advisor reports directly to the Compensation Committee. The Compensation Committee may replace its compensation consultant or hire additional advisors at any time.

In fiscal year 2016, pursuant to this authority, the Compensation Committee engaged Compensia, Inc., a U.S. compensation consulting firm and Agnès Blust Consulting, a Swiss compensation consulting firm. The Compensation Committee engages compensation consultants to provide information, analysis, and other assistance relating to our executive compensation program on an ongoing basis. The nature and scope of the services provided to the Compensation Committee by the independent compensation consultants in fiscal year 2016 were as follows:

- reviewed and recommended updates to the compensation peer group;
- provided advice with respect to compensation best practices and market trends for executive officers and members of our Board of Directors;
- conducted an analysis of the levels of overall compensation and each element of compensation for our executive officers;
- conducted an analysis of the levels of overall compensation and each element of compensation for the members of our Board of Directors;
- assisted in our equity compensation strategy and proposal for an equity compensation plan pool increase; and
- provided legislative updates and ad hoc advice and support throughout the year.

The independent compensation consultants attend Compensation Committee meetings as requested and also communicate with the Compensation Committee outside of meetings. The compensation consultants report to the Compensation Committee rather than to management, although the compensation consultants typically meet with members of management, including our CEO and members of our executive compensation staff, for purposes of understanding proposals that management may make to the Compensation Committee.

The Compensation Committee has assessed the independence of the compensation consultants taking into account, among other things, the six independence-related factors as set forth in Exchange Act Rule 10C-1 issued by the SEC under the Dodd-Frank Act and the enhanced independence standards and factors set forth in the applicable listing standards of the Nasdaq Stock Market, and has concluded that its relationship with each independent compensation consultant and the work of each of them on behalf of the Compensation Committee has not raised any conflict of interest. Compensia and Agnès Blust Consulting have not provided any other services to us and have received no compensation other than with respect to the services described above.

Compensation Report for Fiscal Year 2016

Compensation Peer Group

As part of its deliberations, the Compensation Committee considers competitive market data on executive compensation levels and practices and a related analysis of such data. This data is drawn from a select group of peer companies developed by the Compensation Committee, as well as compensation survey data.

For fiscal year 2016, at the direction of the Compensation Committee, the compensation consultant evaluated the existing compensation peer group and used the criteria set forth in the following table to objectively identify companies for inclusion in the group:

Criteria	Rationale
Industry	We compete for talent with companies in the following industries: Technology Consumer Products
Financial Scope	Our Named Executive Officer compensation should be similar to senior managers at companies that have comparable financial characteristics including revenues and market capitalization.
Other Factors	As appropriate, utilize additional refinement criteria (objective or subjective) such as revenue growth, profitability, valuation, headcount, or business model. U.S. publicly traded companies. Although we are a Swiss company, in certain circumstances we compete for executive management talent with technology companies in the United States, and particularly in the high-technology area of Silicon Valley.

Based on these criteria, the Compensation Committee selected the following peer group of 16 publicly-traded companies, which it subsequently approved and then used as a reference when making compensation decisions with respect to setting compensation for fiscal year 2016:

Belden Inc.	JDS Uniphase	Polycom, Inc.
Brocade Communications Systems, Inc.	Knowles Corporation	Synaptics Inc.
Diebold, Incorporated	Lexmark International, Inc.	Trimble Navigation Limited
Garmin Ltd.	NETGEAR, Inc.	VeriFone Systems, Inc.
GoPro, Inc.	Plantronics, Inc.	Zebra Technologies Corporation
Hasbro, Inc.		

The following table sets forth the revenue and market capitalization of the fiscal 2016 compensation peer group as of March 2015 as compared to the same data for Logitech:

(in millions)	Revenue	Market Capitalization
75th Percentile	$2,514	$5,288
50th Percentile	1,804	3,384
25th Percentile	1,325	2,166
Logitech	2,137	2,423
Percentile Rank	58%	30%

The table reflects available revenue information for four quarters as of March 3, 2015 and 30-day average market capitalization as of March 3, 2015, as provided by Compensia.

Compensation Report for Fiscal Year 2016

The market analysis provided by Compensia, and considered by the Compensation Committee in its review of our executive officers compensation, compares Logitech to multiple sources of data: the compensation peer group described above, a broad custom survey of similarly sized technology companies, and a broad custom survey of technology companies that are larger than Logitech (the next tier). The broad technology survey data, which is necessary to provide market data where we do not have publicly disclosed information from our peers, consists of 75 companies that participated in the Radford survey with comparable revenue and market profile to the compensation peer group. The next tier data, which provides the Compensation Committee a view of the compensation levels for larger companies from which we compete for talent, consists of 21 technology companies with annual revenue and market cap a tier

higher than Logitech s peer group selection criteria; revenue between ~$4 billion and $16 billion and a market cap between ~$6 billion and $45 billion.

The Compensation Committee believes that information regarding the compensation practices at other companies is useful in at least two respects. First, the Compensation Committee recognizes that our compensation policies and practices must be competitive in the marketplace. Second, this information is useful in assessing the reasonableness and appropriateness of individual executive compensation elements and of our overall executive compensation packages. This information is only one of several factors (as described above) that the Compensation Committee considers, however, in making its decisions with respect to the compensation of our executive officers.

Compensation Report for Fiscal Year 2016

Compensation Elements

The three primary elements of our executive compensation programs are (1) base salary, (2) annual cash bonus opportunities, and (3) long-term incentives in the form of equity awards, as described below:

Compensation Element	What This Element Rewards	Purpose and Key Features of Element
Base salary	Individual performance, level of experience, and contributions.	Provides competitive level of fixed compensation determined by the market value of the position, with actual base salaries established based on the facts and circumstances of each executive officer and each individual position.
Annual cash bonuses	Achievement of pre-established corporate performance objectives (for fiscal year 2016, focused on growing revenue and profitability), as well as management objectives and individual contributions.	Motivates executive officers to achieve above target performance Generally, performance levels are established to incentivize our executive officers to achieve or exceed performance objectives. For fiscal year 2016, payouts for corporate performance objectives could range from 0% to 200%, depending on actual achievement.

Compensation Report for Fiscal Year 2016

Compensation Element	What This Element Rewards	Purpose and Key Features of Element
Long-term incentives/equity awards	Achievement of corporate performance objectives designed to enhance long-term shareholder value and attract, retain, motivate, and reward executive officers over extended periods for achieving important corporate objectives.	Provide a variable at risk pay opportunity that aligns executive and shareholder interests through annual equity awards that vest over multiple years. Because the ultimate value of these equity awards is directly related to the market price of our registered shares, and the awards are only earned over an extended period of time subject to vesting, they serve to focus management on the creation and maintenance of long-term shareholder value. Performance-based equity links compensation to key financial metrics, such as growth and profitability, that require strong performance for target or any substantial vesting to occur, and provides an extraordinary payout if performance significantly exceeds that of the objective or the benchmark group. Vesting requirements promote retention.

Our executive officers also participate in the standard employee benefit plans available to most of our employees. Each of these compensation elements is discussed in greater detail below, including a description of the particular elements, how each element fits into our overall executive compensation program and a discussion of the amounts of compensation paid to our executive officers in fiscal year 2016 under each of these elements.

Base Salary

We believe that a competitive base salary is a necessary element of our executive compensation program, so that we can attract and retain a stable management team. Base salaries for our executive officers are also intended to be competitive with those received by other individuals in similar positions at the companies with which we compete for talent, as well as equitable across the executive team.

Compensation Report for Fiscal Year 2016

Generally, we establish the initial base salaries of our executive officers through arm s-length negotiation at the time we hire the individual executive officer, taking into account his or her position, qualifications, experience, prior salary level, competitive and market considerations, and the base salaries of our other executive officers.

Thereafter, the Compensation Committee reviews the base salaries of our executive officers annually and makes adjustments to base salaries as it determines to be necessary or appropriate.

In fiscal year 2016, the Compensation Committee reviewed the base salaries of our executive officers, taking into consideration a competitive market analysis performed by Compensia, the scope of each executive officer s role, and the recommendations of our CEO (except with respect to his own base salary and the

base salary of our Executive Chairman), as well as the other factors described above. Following this review, the Compensation Committee set the base salaries of our executive officers at levels that it believed were appropriate to maintain their competitiveness and provided a base salary increase to Messrs. Darrell, Pilette and Sullivan. The Compensation Committee approved a base salary increase for Mr. Darrell from $825,000 to $875,000. However, Mr. Darrell declined the increase and his base salary remained unchanged for fiscal year 2016. Due to his outstanding performance since joining the Company, the Compensation Committee decided to provide a base salary increase to Mr. Pilette to bring his target total cash compensation in line with executives in comparable positions in the top quartile of our peer group and after taking into consideration the competitive market for high performing CFOs in Silicon Valley.

The base salaries of our executive officers for fiscal year 2016 were as follows:

Named Executive Officer	Fiscal Year 2016 Base Salary	Fiscal Year 2015 Base Salary	Percentage Adjustment
Guerrino De Luca	$ 500,000	$ 500,000	0%
Bracken Darrell	$ 825,000	$ 825,000	0%
Vincent Pilette[(1)]	$ 600,000	$ 500,000	20%
Marcel Stolk	CHF 523,510	CHF 523,510	0%
L. Joseph Sullivan	$ 442,500	$ 427,500	4%

(1) The base salary increase for Mr. Pilette was effective September 1, 2016

The base salaries of our executive officers during fiscal year 2016 are set forth in the 2016 Summary Compensation Table below.

Annual Cash Bonuses

We use annual bonuses to motivate our executive officers to achieve our short-term financial and operational objectives while making progress towards our longer-term growth and other goals. Consistent with our executive compensation philosophy, these annual bonuses are intended to help us to deliver a competitive total compensation opportunity to our executive officers. Annual cash bonuses are entirely performance-based, are not guaranteed, and may vary materially from year-to-year.

Typically, the Compensation Committee establishes cash bonus opportunities pursuant to a formal cash bonus plan that measures and rewards our executive officers for our actual corporate and their individual performance over our fiscal year. The cash bonus plan is designed to pay above-target bonuses when we exceed our annual corporate objectives and below-target bonuses or no bonus when we do not achieve these objectives.

In fiscal year 2016, the Compensation Committee determined cash bonus opportunities for our executive officers pursuant to the cash bonus plan for fiscal year 2016 under the Logitech Management Performance Bonus Plan (the Bonus Plan). Under the Bonus Plan, the Compensation Committee had the authority to select the performance measures and related target levels applicable to the annual cash bonus opportunities for our executive officers.

Compensation Report for Fiscal Year 2016

Target Bonus Opportunities

For fiscal year 2016, the target annual cash bonus opportunities for each of our executive officers under the Bonus Plan, expressed as a percentage of his or her annual base salary, were as follows:

Named Executive Officer	**Annual Base Salary**	**Target Bonus Opportunity (as a percentage of base salary)**	**Target Bonus Opportunity ($)**
Guerrino De Luca	$500,000	100%	$500,000
Bracken Darrell	$825,000	125%	$1,031,250
Vincent Pilette	$600,000	100%	$600,000
Marcel Stolk	CHF 523,510	80%	CHF 418,808
L. Joseph Sullivan	$442,500	75%	$331,875

In setting the amount of the target annual cash bonus opportunities, the Compensation Committee takes into account competitive market data and the individual s role and contribution to performance. In review of Mr. Pilette s compensation, the Compensation Committee decided to increase his target annual cash bonus opportunity for fiscal year 2016 from 80% to 100% of base salary to bring his target total cash compensation in line with executives in comparable positions in the top quartile of our peer group and in consideration of the competitive market for high performing CFOs in Silicon Valley. No changes were made to the target annual cash bonus opportunities for the other executive officers for fiscal year 2016.

Corporate Performance Objectives

For purposes of the Bonus Plan, the Compensation Committee selected Revenue and Non-GAAP Operating Income as the corporate performance measures for fiscal year 2016. Each of these corporate performance measures was equally weighted. The Compensation Committee believed these performance measures were appropriate for our business because they provided a balance between growing our business, generating revenue, managing our expenses, and increasing profitability, which it believes most directly influences long-term shareholder value. The Compensation Committee established target performance levels for each of these

measures at levels that it believed to be challenging, but attainable, through the successful execution of our Board-approved annual operating plan.

For purposes of the Bonus Plan, the corporate performance measures were to be calculated as follows:

Revenue meant Retail Net Sales measured in constant currency (CC), which excludes the impact of currency exchange rate fluctuations. The target constant currency sales are calculated by translating sales in each local currency at the forecast exchange rate for that currency at the beginning of the performance period. The actual revenue in the performance period is translated in each local currency using the same forecast exchange rate to determine the performance achievement against the performance target. For additional information regarding constant currency sales, please refer to the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report.; and

Non-GAAP Operating Income meant GAAP Operating Income from continuing operations, excluding share-based compensation expense, amortization of other intangible assets, restructuring charges (credits), other restructuring-related charges, one-time special charges and other items.

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The threshold, target, and maximum levels of achievement for each corporate performance measure and their respective payment levels were as follows:

Corporate Performance Measure	Threshold Performance Level	Threshold Payment Level	Target Performance Level	Target Payment Level	Maximum Performance Level	Maximum Payment Level
Revenue CC	95%	25%	100%	100%	103%	200%
Non-GAAP Operating Income	84%	50%	100%	100%	133%	200%

For any bonus payment to be made under the fiscal year 2016 Bonus Plan, the threshold performance requirements had to be met for each of the corporate performance measures. In the event of actual performance between the threshold and target, and

target and maximum, performance levels, the payment amount was to be calculated ratably between each designated segment on a linear basis.

The Compensation Committee established the following target levels for each of the corporate performance measures under the Bonus Plan:

Corporate Performance Measure	Weighting	Fiscal Year 2016 Target Level
Revenue CC	50%	$1,895M
Non-GAAP Operating Income	50%	$150M

Individual and Business Group Performance

For executive officers who are business group or regional leaders we factor in financial metrics with respect to their areas of responsibility, which the Compensation Committee believes are critical to driving long-term shareholder value. As a result, Mr. Stolk s target annual cash bonus opportunity was based 50% on achievement of the corporate performance measures described above and 50% on measures specific to the performance of the business group for which he is responsible.

In addition to the corporate performance objectives, 25% of the annual cash bonuses for our executive officers, other than our CEO and our Executive Chairman, can be adjusted based on each executive officer s individual performance and other factors as reviewed and assessed by our CEO.

2016 Performance Results and Bonus Decisions

For fiscal year 2016, the Compensation Committee determined that our actual achievement with respect to the corporate financial objectives under the Bonus Plan was as follows:

Corporate Performance Measure	Weighting	Fiscal Year 2016 Target Level	Fiscal Year 2016 Actual Result	Fiscal Year 2016 Funding Percentage
Revenue CC	50%	$1,895M	$1,934M	163%
Non-GAAP Operating Income	50%	$150M	$179M	158%
Calculated Result				**160%**
Adjusted Result				**135%**

Compensation Report for Fiscal Year 2016

The actual achievement under the Bonus Plan produced a funding percentage based on the corporate performance measures at a 160% level. While the Committee recognized the significant challenge in achieving both 9% Revenue growth and substantially higher-than-expected operating profitability, the Committee also took into consideration other accomplishments that positively impacted the Bonus Plan funding percentage results such as the divestiture of Lifesize and the exit of the OEM business. As a result, and based on management s recommendation, the Committee determined to lower the funding percentage based on corporate performance to a 135% level. The

Committee believed that this level took account of both the strong results produced by the Company and the executive officers and the effect of factors that were not fully determinable when the Bonus Plan design for fiscal year 2016 was approved.

Based on its review of our overall corporate and business group performance, and taking into account the CEO s recommendations with respect to individual performance for the executive officers, other than himself and the Executive Chairman, the Compensation Committee approved bonus payments as follows for our executive officers for fiscal year 2016:

Named Executive Officer	**Target Annual Cash Bonus Opportunity**	**Actual Annual Cash Bonus Payment**	**Percentage of Target Annual Cash Bonus Opportunity**
Guerrino De Luca	$500,000	$675,000	135%
Bracken Darrell	$1,031,250	$1,392,188	135%
Vincent Pilette	$600,000	$870,000	145%
Marcel Stolk	CHF 418,808	CHF 565,391	135%
L. Joseph Sullivan	$331,875	$464,625	140%

The Compensation Committee determined that the bonus amount for:

Messrs. De Luca and Darrell reflected the achievement of the corporate performance measures described above.

Mr. Pilette appropriately reflected his strong performance in reducing operating expenses, reorganizing and managing the Finance organization and contributing to the strong performance of the Company and various strategic initiatives including the divestiture of Lifesize and the acquisition of Jaybird.

Mr. Stolk reflected the achievement of the corporate performance measures described above and business group performance for which he is responsible.

Mr. Sullivan reflected his performance in cost and inventory management and managing the worldwide operations of the Company.

The annual cash bonuses paid to our executive officers for fiscal year 2016 are set forth in the 2016 Summary Compensation Table below.

Long-Term Incentive Compensation

We use long-term incentive compensation in the form of equity awards to motivate our executive officers by providing them with the opportunity to build an equity interest in the Company and to share in the potential appreciation of the value of our registered shares. We use performance-based restricted stock unit (PSU) and restricted stock unit (RSU) awards that may be settled for shares of our common stock as the principal vehicles for delivering long-term incentive compensation opportunities to our executive officers. The Compensation Committee views equity awards, whether the awards are subject to time-based vesting requirements or are to be earned based on the attainment of specific performance objectives, as inherently variable since the grant date fair

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value of these awards may not necessarily be indicative of their value when, and if, our registered shares underlying these awards are ever earned or purchased. The Compensation Committee further believes these awards enable us to attract and retain key talent in our industry and aligns our executive officers interests with the long-term interests of our shareholders. The Compensation Committee uses PSUs and RSUs because they are less dilutive than stock options.

At the beginning of fiscal year 2016, the Compensation Committee approved equity awards for our executive officers in recognition of our financial results and each executive officer s individual performance for fiscal year 2015 and expected future contributions. In determining the amount of each executive officer s equity award, the Compensation Committee took into consideration the recommendations of our CEO (except with respect to his own equity award and the Executive Chairman s equity award), as well as the factors described above. The Compensation Committee considers the dilutive

effect of our long-term incentive compensation practices, and the overall impact that these equity awards, as well as awards to other employees, will have on shareholder value. The Compensation Committee also considered the existing equity holdings of each executive officer, including the current economic value of their unvested equity awards and the ability of these unvested holdings to satisfy our retention objectives.

The equity awards for our executive officers were composed of 60% performance-based RSUs (PSUs) and 40% time-based RSUs that may be settled for our registered shares, except for Mr. Pilette, who received his award as 50% PSUs and 50% time-based RSUs. During fiscal year 2015, the Compensation Committee, as part of its risk analysis, determined that certain roles within our finance department, including our CFO, should receive more of their equity in time-based RSUs than awards based on financial results. The equity awards granted to our executive officers in fiscal year 2016 were as follows:

	Performance Share Units		**Restricted Stock Units**	
Named Executive Officer	**Number of Shares**	**Grant Date Fair Value**	**Number of Shares**	**Grant Date Fair Value**
Guerrino De Luca	22,382	$301,150	14,922	$193,091
Bracken Darrell	223,818	$3,011,471	149,212	$1,930,803
Vincent Pilette	74,606	$1,003,824	74,606	$965,402
Marcel Stolk	33,574	$451,738	22,382	$286,567
L. Joseph Sullivan	26,860	$361,401	17,906	$231,704

Performance-Based RSUs

The PSU awards granted to our executive officers in fiscal year 2016 were to be earned based on two performance measures 50% on Logitech s relative total shareholder return (TSR) and 50% on achievement of a Non-GAAP Operating Margin metric. Prior to fiscal year 2016, the PSU awards were based solely on TSR. However, beginning in fiscal year 2016, the Compensation Committee included a Non-GAAP Operating Margin metric to the PSU awards based on its belief that measuring a company s performance with multiple metrics provides a more complete picture of the Company s performance.

Relative TSR

The PSUs under this portion of the award are performance-based compensation because Logitech s relative total shareholder return performance must be at or above the minimum threshold percentile against the Nasdaq-100 Index over the three-year performance period in order for the executive officer to earn any shares from the PSU award. If, at the end of the performance period, threshold performance is achieved, the number of shares in which the executive officer vests is pro-rated according to the Company s actual level of performance.

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The Compensation Committee believes this measure is well aligned to shareholders' interest as it focuses on relative share performance against other mid- to large-size technology companies.

For purposes of the PSUs, relative TSR reflects (i) the aggregate change in the 30-day average closing of Logitech shares against the companies in the Nasdaq-100

Index, and (ii) the value (if any) returned to shareholders in the form of dividends or similar distributions, assumed to be reinvested in shares when paid, each at the beginning and the end of a three-year performance period.

The vesting structure of the fiscal year 2016 PSUs is summarized below:

Percentile Rank of Logitech TSR Against Nasdaq-100 Index TSR	**Percentage of Shares that Vest**
Below 30th Percentile Rank (threshold)	0%
30th Percentile Rank	50%
50th Percentile Rank (target)	100%
75th Percentile Rank and Above (maximum)	150%

The vested percentage attributable to a TSR Percentile Rank between the 30th and 50th percentiles, or between the 50th and 75th percentiles, is determined by straight-line interpolation.

Non-GAAP Operating Margin

The PSUs under this portion of the award are eligible to vest only if Logitech achieves a target level of Non-GAAP Operating Margin over four consecutive trailing quarters during the three-year performance period. Non-GAAP Operating Margin is defined as Logitech s four-consecutive-quarter cumulative Non-GAAP Operating Income (as reported by the Company in or at the time of its quarterly earnings press release furnished to the SEC and/or submitted to the SIX Swiss Stock Exchange), excluding OEM and Lifesize results, divided by Logitech s four-consecutive-quarter cumulative Net Sales (as similarly reported by the Company) excluding OEM and Lifesize results. Provided the performance requirement is achieved within the three-year timeframe, the award will vest over three years.

PSUs Vesting in Fiscal Year 2016

The PSUs granted in April 2013 completed the 3-year measurement period on March 31, 2016 and vested on April 15, 2016 at 150% of target. The amount vesting was dependent on Logitech s Total Shareholder Return (TSR) relative to the NASDAQ 100 over the performance period from April 1, 2013 through March 31, 2016 and Logitech s percentile ranking. Our average stock price at

the beginning of the period was $6.86 and our ending average stock price was $16.98 (assuming dividends were reinvested). Therefore, for this period our TSR was 147.43% and our stock performed above the 90th percentile which resulted in a 150% payout.

For the PSUs granted in March and April 2015, the target level of 9% Non-GAAP Operating Margin was achieved over the four quarters of fiscal year 2016. Therefore, 100% of the shares of those PSUs are eligible to vest and one-third of the shares vested on May 15, 2016. The remaining two-thirds of the award will vest thereafter in equal annual installments over the next two years.

Restricted Stock Unit Awards

The RSU awards granted to our executive officers in fiscal year 2016 were subject to a time-based vesting requirement and have a four-year vesting period, in four equal annual installments based on the continued service of the executive officer on each such vesting date.

The equity awards granted to our executive officers in fiscal year 2016 are set forth in the 2016 Summary Compensation Table and the 2016 Grants of Plan-Based Awards Table below.

Welfare and Health Benefits

We maintain a tax-qualified retirement plan under Section 401(k) of the Internal Revenue Code of 1986, as amended (the Code), for our employees in the U.S., including our executive officers, that provides them with an opportunity to save for retirement on a tax-advantaged

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basis. We intend for this plan to qualify under Sections 401(a) and 501(a) of the Code so that contributions by employees to the plan, and income earned on plan contributions, are not taxable to employees until distributed from the plan. In addition, all contributions are deductible by us when made.

All participants interests in their deferrals are 100% vested when contributed under the plan. In fiscal year 2016, we made matching contributions into the Section 401(k) plan for our employees, including our executive officers. Under the plan, pre-tax contributions are allocated to each participant s individual account and are then invested in selected investment alternatives according to the participants directions.

In compliance with the Swiss federal pension law, we maintain a Cash Balance pension plan for our employees in Switzerland, including Mr. Stolk, with employee and employer contributions, which provides benefits in case of retirement, death or disability due to sickness.

In addition, we provide other benefits to our executive officers on the same basis as all of our full-time employees. These benefits include health, dental and vision benefits, health and dependent care flexible spending accounts, short-term and long-term disability insurance, accidental death and dismemberment insurance, and basic life insurance coverage. We provide vacation and other paid holidays to all employees, including our executive officers. We also offer our employees the opportunity to participate in the Logitech Employee Share Purchase Plans.

We design our employee benefits programs to be affordable and competitive in relation to the market, as well as compliant with applicable laws and practices. We adjust our employee benefits programs as needed based on regular monitoring of applicable laws and practices, the competitive market and our employees needs.

Deferred Compensation Plan

Eligible employees, including our executive officers based in the United States, may also participate in the Logitech Inc. Deferred Compensation Plan and a predecessor plan, which are unfunded and unsecured plans that allow employees of Logitech Inc., the Logitech subsidiary in the United States, who earn more than a threshold amount the opportunity to defer U.S. taxes on up to 80% of their base salary and up to 90% of their bonus or commission compensation.

Under the plan, compensation may be deferred until termination of employment or other specified dates chosen by the participants, and deferred amounts are credited with earnings based on investment benchmarks chosen by the participants from a number of mutual funds selected by Logitech Inc. s 401(k) and Deferred Compensation Committee. The earnings credited to the participants are intended to be funded solely by the plan investments. Logitech does not make contributions to this plan. Information regarding executive officer participation in the deferred compensation plans can be found in the “Non-Qualified Deferred Compensation Table for Fiscal Year 2016” below.

Because the executive officers do not receive preferential or above-market rates of return under the deferred compensation plan, earnings under the plan are not included in the Summary Compensation table, but are included in the Non-Qualified Deferred Compensation Table below.

Perquisites and Other Personal Benefits

Currently, we do not view perquisites or other personal benefits as a significant component of our executive compensation program. Accordingly, Logitech s executive officer benefit programs are substantially the same as for all other eligible employees. All future practices with respect to perquisites or other personal benefits will be approved and subject to periodic review by the Compensation Committee.

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Employment Arrangements

We have extended written employment agreements or offer letters or both to each of our executive officers, including our CEO and our other executive officers. Each of these arrangements was approved on our behalf by our Board of Directors or the Compensation Committee, as applicable. We believe that these arrangements were appropriate to induce these individuals to forego other employment opportunities or leave their current employer for the uncertainty of a demanding position in a new and unfamiliar organization.

In filling these executive positions, our Board of Directors or the Compensation Committee, as applicable, was aware that it would be necessary to recruit or retain candidates with the requisite experience and skills to manage a growing business in a dynamic environment. Accordingly, it recognized that it would need to develop competitive compensation packages to attract or retain

qualified candidates in a highly-competitive labor market. At the same time, our Board of Directors or the Compensation Committee, as applicable, was sensitive to the need to integrate new executive officers into the executive compensation structure that it was seeking to develop, balancing both competitive and internal equity considerations.

Each of these employment arrangements provides for at will employment and sets forth the initial compensation arrangements for the executive officer, including an initial base salary, a target annual cash bonus opportunity, and, in some instances, a recommendation for an equity award.

For a summary of the material terms and conditions of the employment arrangements with each of our executive officers, see Employment Arrangements below.

Post-Employment Compensation

In 2015, to comply with the Minder Ordinance, we eliminated all change of control and severance arrangements with our executive officers, including all members of our Group Management Team. However, the Company continues to grant double trigger change of control arrangements with respect to time-based vesting in equity award agreements, and double trigger change of control equity vesting acceleration arrangements in outstanding equity awards remain in effect.

The purpose of the Change of Control provisions in equity award agreements is to support retention in the event of a prospective change of control. The RSU and PSU award agreements for our executive officers generally provide for the acceleration of vesting of the RSUs and PSUs subject to the award agreements if the executive officer is subject to an involuntary termination within 12 months after a change of control because his or her employment is terminated without cause or the executive resigns for good reason (a double trigger).

In the event of an involuntary termination within 12 months after a change of control with respect to awards granted before fiscal year 2015: