

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of March, 2015

Commission File Number: 001-36582

Auris Medical Holding AG

(Exact name of registrant as specified in its charter)

**Bahnhofstrasse 21
6300 Zug, Switzerland**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Auris Medical Holding AG

By: /s/ Thomas Meyer

Name: Thomas Meyer

Title: Chief Executive Officer

Date: March 30, 2015

EXHIBIT INDEX

Exhibit Number	Description
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99.1	Press Release dated March 30, 2015
99.2	Letter to Shareholders dated March 30, 2015
99.3	Proxy Form for the 2015 Annual General Meeting
99.4	2014 Statutory Annual Report
99.5	Compensation Report

Auris Medical News Release

Auris Medical to Propose Election of Two New Board Members at Forthcoming Annual General Meeting

Zug, Switzerland, March 30, 2015 – Auris Medical Holding AG (NASDAQ: EARS), a clinical-stage company dedicated to developing therapeutics that address important unmet medical needs in otolaryngology, today announced that its Board of Directors will propose the election of two new members of the Board of Directors at its forthcoming Annual General Meeting:

Berndt Modig, CPA, MBA

Berndt A. Modig was the Chief Financial Officer of Prosensa Holding N.V., a company dedicated to the development of treatments of neuromuscular and neurodegenerative disorders, such as Duchenne Muscular Dystrophy, from 2010 up to its recent sale to Biomar. Prior to that, he was the CFO of Jerini AG, another publicly-traded biotechnology company, and has held other various management positions in industry, finance and private equity groups. Berndt began his professional career in the auditing practice of Price Waterhouse. He is a member of the Board of Directors and the Audit Committee of Affimed N.V. Berndt is a Certified Public Accountant and received an M.B.A. from INSEAD.

Calvin Roberts, MD

Calvin W. Roberts, MD, is Chief Medical Officer at Bausch + Lomb and Senior Vice President and Chief Medical Officer, Eye Care, of Valeant Pharmaceuticals. He joined Bausch + Lomb in 2011. Dr. Roberts is a specialist in cataract and refractive surgery and has been a pioneer in the use of ophthalmic non-steroidals. Since 1982, he has been a Clinical Professor of Ophthalmology at Weill Medical College of Cornell University; in addition, he maintained a private ophthalmology practice in New York City between 1998 and 2008. Dr. Roberts is the author of over 50 peer-reviewed articles. He has been a member of the Board of Directors and the Audit Committee of Alimera Sciences, Inc., since it was founded in 2003.

Alain Munoz, MD, has decided not to stand for re-election at the 2015 Annual General Meeting following more than 7 years of dedicated and outstanding service. Hence, the size of the Board of Directors will increase from 6 to 7 members, subject to the election of the proposed two new members.

"We are delighted to propose the election of Berndt Modig and Calvin Roberts to our Board," commented Thomas Meyer, Auris Medical's founder, Chairman and CEO. "Berndt has built an excellent track record as a financial executive in the biotechnology industry and is intimately familiar with the aspects of drug development in new therapeutic indications. With a successful career in ophthalmology, first as a key opinion leader, and then as a member of the executive team of one of the industry's leading companies, Cal has significant product development and marketing experience in a field with many similarities to otology. Additionally, I'd like to thank Alain for his important contributions to our Board over the years."

Auris Medical Holding AG · Bahnhofstrasse 21 · CH-6300 Zug · Tel. +41 41 729 71 94 · www.aurismedical.com

The Annual General Meeting will take place in Zug, Switzerland, on April 22, 2015 and begin at 10.30 a.m. local time. The agenda for the meeting, as well as the financial statements of Auris Medical Holding AG for the 2014 financial year, are available on the Company's website www.aurismedical.com in the Investor Relations section.

About Auris Medical

Auris Medical is a Swiss biopharmaceutical company dedicated to developing therapeutics that address important unmet medical needs in otolaryngology. The Company is currently focusing on the development of treatments for acute inner ear tinnitus (AM-101) and for acute inner ear hearing loss (AM-111) by way of intratympanic injection with biocompatible gel formulations. In addition, Auris Medical is pursuing early-stage research and development projects. The Company was founded in 2003 and is headquartered in Zug, Switzerland. The shares of Auris Medical Holding AG trade on the NASDAQ Global Market under the symbol "EARS".

Forward-looking Statements

This press release may contain statements that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are statements other than historical fact and may include statements that address future operating, financial or business performance or Auris Medical's strategies or expectations. In some cases, you can identify these statements by forward-looking words such as "may," "might," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "projects," "potential," "outlook" or "continue," and other comparable terminology. Forward-looking statements are based on management's current expectations and beliefs and involve significant risks and uncertainties that could cause actual results, developments and business decisions to differ materially from those contemplated by these statements. These risks and uncertainties include, but are not limited to, the timing and conduct of clinical trials of Auris Medical's product candidates, the clinical utility of Auris Medical's product candidates, the timing or likelihood of regulatory filings and approvals, Auris Medical's intellectual property position and Auris Medical's financial position, including the impact of any future acquisitions, dispositions, partnerships, license transactions or changes to Auris Medical's capital structure, including future securities offerings. These risks and uncertainties also include, but are not limited to, those described under the caption "Risk Factors" in Auris Medical's prospectus relating to its Registration Statement on Form F-1, as amended, and future filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made, and Auris Medical does not undertake any obligation to update them in light of new information, future developments or otherwise, except as may be required under applicable law. All forward-looking statements are qualified in their entirety by this cautionary statement.

Contact: Dr. Sven Zimmermann, CFO, +41 41 729 71 94, investors@aurismedical.com

Investors: Matthew P. Duffy, Managing Director, LifeSci Advisors, 212-915-0685, matthew@lifesciadvisors.com

Zug, March 30, 2015

To the shareholders of Auris Medical Holding AG

Notice of Annual General Meeting

Date: Wednesday, April 22, 2015, 10.30 a.m. (doors open 10.00 a.m.)

Place: Theater Casino Zug, Artherstrasse 2-4, 6300 Zug, Switzerland

Agenda

1. Approval of the Annual Report of Auris Medical Holding AG, the financial statements of Auris Medical Holding AG and the Group Consolidated Financial Statements for the 2014 financial year

The Board of Directors proposes approval.

2. Discharge from liability of the members of the Board of Directors and the Executive Committee

The Board of Directors proposes discharge from liability for its members and for the members of the Executive Committee for the 2014 financial year.

3. Appropriation of the financial result

Balance brought forward	CHF 34,193,525
Net income 2014	CHF 0
Net income as per balance sheet	CHF 34,193,525

The Board of Directors proposes to carry forward the balance of CHF 34,193,525.

4. Votes on compensation for the members of the Board of Directors and the Executive Committee

In accordance with Article 21 of the articles of association the General Meeting shall approve prospectively the maximum aggregate amount of compensation for the Board of Directors for the following term of office up to the following Annual General Meeting as well as the maximum aggregate amount of compensation for the Executive Committee for the 2016 financial year. Further information on the proposals for compensation as well as the Compensation Report 2014 is available electronically in the Investor Relations section of the Company's website www.aurismedical.com.

4.1. *Aggregate amount of compensation for the Board of Directors for the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting*

The Board of Directors proposes to approve a maximum aggregate compensation of CHF 600,000 (gross amount) for the members of the Board of Directors for the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting.

4.2. *Aggregate amount of compensation for the members of the Executive Committee for the 2016 financial year*

The Board of Directors proposes to approve a maximum aggregate compensation of CHF 2,000,000 (gross amount) for the members of the Executive Committee for the 2016 financial year.

5. Re-election of the Chairman and members of the Board of Directors, Election to the Board of Directors

Dr. Alain Munoz has decided not to stand for re-election at the 2015 Annual General Meeting. The Board of Directors sincerely thanks Alain Munoz for his many years of distinguished service and for his dedication and commitment to Auris Medical.

The Board of Directors proposes the re-election of Thomas Meyer, PhD (as member and Chairman of the Board of Directors), Prof. Wolfgang Arnold, MD, James Healy, MD, PhD, Oliver Kubli, Antoine Papiernik as well as the election of Berndt Modig, CPA, MBA and Calvin Roberts, MD, as members of the Board of Directors, each for a term of office until the end of the next Annual General Meeting.

5.1 *Re-election of Thomas Meyer, PhD, as member and Chairman of the Board of Directors*

5.2 *Re-election of Prof. Wolfgang Arnold, MD as member*

5.3 *Re-election of James Healy, MD, PhD as member*

5.4 *Re-election of Oliver Kubli as member*

5.5 *Re-election of Antoine Papiernik as member*

5.6 *Election of Berndt Modig as member*

Berndt A. Modig is a Certified Public Accountant and has an MBA from INSEAD. He was the Chief Financial Officer of Prosensa Holding N.V., a company dedicated to the development of treatments of neuromuscular and neurodegenerative disorders such as Duchenne Muscular Dystrophy, from 2010 up to its recent sale to Biomarin. Prior to that, he was the CFO of Jerini AG, another publicly listed biotechnology company, and held various management positions in industry, finance and private equity groups. He started his professional career in the auditing practice of Price Waterhouse. Berndt Modig is a member of the Board of Directors and the Audit Committee of Affimed N.V. He meets the independence criteria set forth by the Nasdaq Listing Standards and the Board of Directors.

5.7 *Election of Calvin Roberts, MD as member*

Calvin W. Roberts, MD, is Chief Medical Officer at Bausch + Lomb and Senior Vice President and Chief Medical Officer, Eye Care of Valeant Pharmaceuticals. He joined Bausch + Lomb in 2011. Dr. Roberts is a specialist in cataract and refractive surgery and has been a pioneer in the use of ophthalmic non-steroidals. Since 1982 he has been a Clinical Professor of Ophthalmology at Weill Medical College of Cornell University; in addition, he had a private ophthalmology practice in New York City between 1998 and 2008. He is the author of over 50 peer-reviewed articles. Dr. Roberts has been a member of the Board of Directors and the Audit Committee of Alimera

Sciences, Inc., since it was founded in 2003. He meets the independence criteria set forth by the Nasdaq Listing Standards and the Board of Directors.

6. Re-elections and election to the Compensation Committee

The Board of Directors proposes the re-election of Antoine Papiernik and Prof. Wolfgang Arnold, MD, and the election of James Healy, MD, PhD as members of the Compensation Committee, each for a term of office until the end of the next Annual General Meeting. The Board of Directors intends to designate Antoine Papiernik, as Chairman of the Compensation Committee again, subject to his re-election as a member of the Compensation Committee.

7. Re-election of the Auditors

The Board of Directors proposes the re-election of Deloitte AG as statutory Auditors of Auris Medical Holding AG for the 2015 financial year.

8. Re-election of the Independent Proxy

The Board of Directors proposes the re-election of Sandro G. Tobler, Attorney at Law and public notary, Zug, as Independent Proxy of Auris Medical Holding AG for a term of office until the end of the next Annual General Meeting.

For the Board of Directors

The Chairman:



Thomas Meyer, PhD

(The original German text is binding)

Enclosures (in the mailing to shareholders recorded in the Company's share registered as of March 30, 2015):

- Admission ticket for the 2015 Annual General Meeting
- Proxy form for the 2015 Annual General Meeting
- Annual Report 2014
- Audit Report
- Compensation Report
- Form 20-F

Organizational Notes

Annual Report

The Annual Report of Auris Medical Holding AG (including the financial statements of Auris Medical Holding AG and the Group Consolidated Financial Statements for the 2014 financial year), the Compensation Report as well as the statutory auditor's reports on each one are available for inspection by shareholders at the registered office of the Company. In addition, the Annual Report and the Compensation Report are available in the Investor Relations section of the Company's website at www.aurismedical.com.

Tickets of admission

Tickets and voting materials will be sent to all shareholders recorded in the Company's share register as of March 30, 2015 or may be requested at any time before April 20, 2015 by shareholders with proof of ownership. Requests for tickets of admission that are received after April 20, 2015 cannot be taken into account. Voting rights may only be exercised for shares recorded in the share register on the Record Date (April 20, 2015) or for which proof of ownership has been provided and accepted on the Record Date.

Appointment of proxy

A shareholder may appoint another shareholder with the right to vote, a third party, the Independent Proxy (Sandro G. Tobler, lic.iur., Attorney at Law and notary public, BKS Advokatur Notariat, Alpenstrasse 2, 6300 Zug, Switzerland), or his legal representative to act as proxy to represent his or her shares at the Annual General Meeting. Proxies may only be appointed for one Annual General Meeting. Shareholders may use the enclosed form to appoint the Independent Proxy and give voting instructions. Please send the form together with the Admission Ticket directly to the Independent Proxy.

Cocktail

Following the Annual General Meeting a cocktail will be offered.

In case of questions relating to the Annual General Meeting please contact:

Auris Medical Holding AG
Sven Zimmermann, PhD, CFO
Bahnhofstrasse 21
6300 Zug
Phone +41 41 729 71 94
Investors@aurismedical.com

Sandro G. Tobler, lic.iur.
 Attorney at Law and public notary
 BKS Advokatur Notariat
 Alpenstrasse 2
 CH-6300 Zug

Annual General Meeting of Auris Medical Holding AG
 Wednesday, April 22, 2015, 10:30 a.m. (doors open at 10:00 a.m.)
 Theater Casino Zug, Artherstrasse 2-4, 6300 Zug, Switzerland

Power of Attorney

I/we do not attend the Annual General Meeting in person and herewith **grant power of attorney to the Independent Proxy** with the following instructions:

1. General instruction for the proposals of the Board of Directors:
 - Approval of the proposals of the Board of Directors
 - Disapproval of the proposals of the Board of Directors
 - Abstention

2. General instruction for motions or matters that have not been notified with the agenda:
 - Approval of the proposals of the Board of Directors
 - Disapproval of the proposals of the Board of Directors
 - Abstention

3. Individual instructions for proposals on the agenda:
 (please tick the desired individual instruction on the backside)

Note on power of attorney to the Independent Proxy:

Please send your admission ticket together with this power of attorney form directly to the Independent Proxy. If you grant power of attorney to him without voting instructions, he will abstain from voting your shares.

 Name

 Address

 Date

 Signature

 Date

 Signature*

*A second signature is required in case of joint signature powers of a legal entity.

3. Individual instructions to the Independent Proxy

Please provide below individual instructions to the extent that they differ from the general instruction. The individual instructions below take precedence over the general instruction.

Agenda Item	Approve	Disapprove	Abstention
1. Approval of the Annual Report of Auris Medical Holding AG, the financial statements of Auris Medical Holding AG and the Group Consolidated Financial Statements for the 2014 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Discharge from liability of the members of the Board of Directors and the Executive Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appropriation of the financial result	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the compensation for the members of the Board of Directors and the Executive Committee			
4.1 Aggregate amount of compensation for the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Aggregate amount of compensation for the members of the Executive Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of the Chairman and members of the Board of Directors, Election to the Board of Directors			
5.1 Re-election of Thomas Meyer, PhD, as member and Chairman of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Re-election of Prof. Wolfgang Arnold, MD as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 Re-election of James Healy, MD, PhD, as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4 Re-election of Oliver Kubli as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.5 Re-election of Antoine Papiernik as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.6 Election of Berndt Modig as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.7 Election of Calvin Roberts, MD, as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-elections and election to the Compensation Committee			
6.1 Re-election of Antoine Papiernik as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Re-election of Prof. Wolfgang Arnold, MD, as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3 Election of James Healy, MD, PhD, as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of the Auditors, Deloitte AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of the Independent Proxy, Sandro G. Tobler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AURIS MEDICAL HOLDING AG, ZUG

(FORMERLY: AURIS MEDICAL AG)

*Financial Statements for the Year Ended
December 31, 2014 and Report of
the Statutory Auditor*

Report of the Statutory Auditor

To the General Meeting of
AURIS MEDICAL HOLDING AG, ZUG (formerly: Auris Medical AG)

Report of the Statutory Auditor on the Financial Statements

As Statutory Auditor, we have audited the accompanying financial statements of Auris Medical Holding AG, which comprise the statement of financial position as of December 31, 2014, and the statements of profit or loss and notes for the year then ended.

Board of Directors' Responsibility

The Board of Directors is responsible for the preparation of these financial statements in accordance with the requirements of Swiss law and the Company's articles of incorporation. This responsibility includes designing, implementing and maintaining an internal control system relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control system. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements for the year ended December 31, 2014 comply with Swiss law and the Company's articles of incorporation.

Other Matter

The financial statements of the Company as of and for the year ended December 31, 2014 were audited by another auditor whose report, dated March 18, 2014, expressed an unqualified opinion on those financial statements.

Report on Other Legal Requirements

We confirm that we meet the legal requirements on licensing according to the Auditor Oversight Act ("AOA") and independence in accordance with Article 728 of the Swiss Code of Obligations ("CO") and Article 11, AOA, and that there are no circumstances incompatible with our independence.

In accordance with Article 728a, paragraph 1, item 3, CO, and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We recommend that the financial statements submitted to you be approved.

Deloitte AG

Martin Welsler
Licensed Audit Expert
Auditor in Charge

James D. Horiguchi

Zurich, March 30, 2015

Enclosures

- Financial statements

AURIS MEDICAL HOLDING AG, ZUG (Formerly: Auris Medical AG)

STATEMENTS OF PROFIT OR LOSS FOR THE YEARS ENDED DECEMBER 31, 2014,
AND 2013

	Notes	2014 in CHF	2013 in CHF
Net Revenue		-	-
Research and Development Expenses		-13'985	-21'026'842
Development expenses	3	-	-20'926'140
Patent expenses		-13'985	-100'702
General and Administration Expenses		-3'555'399	-1'334'470
IPO expenses		-1'980'422	-
Public listing expenses		-547'322	-
Professional fees		-810'904	-694'252
Administration expense	4	-216'751	-640'218
Financial Income/Expense		3'569'384	-44'221
Net foreign exchange gain/(loss)		3'409'148	-115'924
Interest income		161'608	74'036
Bank charges		-1'372	-2'333
Loss before direct taxes		-	-22'405'533
Direct taxes		-	-
Loss for the Year		-	-22'405'533

AURIS MEDICAL HOLDING AG, ZUG (Formerly: Auris Medical AG)

STATEMENTS OF FINANCIAL POSITION AS OF DECEMBER 31, 2014 AND 2013

	<i>Notes</i>	<i>2014</i> <i>in CHF</i>	<i>2013</i> <i>in CHF</i>
ASSETS			
Current assets			
<i>Cash and cash equivalents</i>		56'009'498	24'561'925
<i>Other short-term receivables</i>		55'784'353	23'854'004
Trade receivables		45'274	524'784
Trade receivables		45'274	524'784
<i>Prepaid expenses</i>		179'871	183'137
Non-current assets			
<i>Other long-term receivables</i>		17'527'618	175'459
Intercompany loans, subordinated	6	14'927'461	-
Intercompany loans, subordinated	6	14'927'461	-
<i>Fixed assets</i>	5	-	175'302
<i>Investments in subsidiaries</i>	7	2'600'157	157
TOTAL ASSETS		73'537'116	24'737'384
LIABILITIES			
Current liabilities			
<i>Short-term payables</i>		870'152	16'718'442
Trade payables		265'735	935'712
Trade payables		151'595	935'712
Intercompany receivables		114'140	-
<i>Other short-term payables</i>		-	13'771'628
Trade payables		-	1'630
Shareholder		-	22
Convertible loan (with shareholders)		-	13'769'976
<i>Accrued expenses</i>		604'417	2'011'102
Equity	13	72'666'964	8'018'942
<i>Share capital</i>	10 – 13	11'604'156	6'487'130
<i>Share premium</i>		95'256'333	35'725'337
<i>Accumulated loss</i>	14	34'193'525	34'193'525
Loss for the year		-	-22'405'533
Loss carryforward		-34'193'525	-11'787'992
TOTAL LIABILITIES AND EQUITY		73'537'116	24'737'384

1. GENERAL INFORMATION

On April 22, 2014, the Company changed its name from Auris Medical AG to Auris Medical Holding AG ("the Company") and transferred the operational business to the newly incorporated subsidiary, Auris Medical AG, which is now the main operating subsidiary (Asset transfer agreement). Therefore, the financial statements are not fully comparable between 2014 and 2013.

INFORMATON ON AVERAGE FULL-TIME POSITIONS

The annual average in 2014 is below 10 employees (2013: below 10 employees)

REGISTERED NAME, LEGAL FORM AND DOMICILE

Auris Medical Holding AG, Limited Liability Company, Bahnhofstrasse 21, 6300 Zug

INFORMATION ON PREVIOUS YEAR'S BALANCES

Prior year balances are reclassified to conform with the current year presentation, which is in accordance with the new Swiss financial reporting law.

2. KEY ACCOUNTING AND VALUATION PRINCIPLES

The financial statements have been prepared in accordance with the regulations of Swiss financial reporting law.

ESTIMATES AND ASSUMPTIONS MADE BY MANAGEMENT

Financial reporting under the Swiss Code of Obligations ("CO") requires certain estimates and assumptions to be made by management. These are made continuously and are based on past experience and other factors (e.g. anticipation of future results, which seem appropriate under the circumstances). The results subsequently achieved may deviate from these estimates.

FOREIGN CURRENCY ITEMS

The currency in which Auris Medical Holding AG operates is Swiss Francs (CHF). Transactions in foreign currencies are converted into the currency in which the Company operates (CHF) at the exchange rate on the day the transactions takes places.

- Current assets and liabilities in foreign currencies are converted into the currency in which Company operates at the exchange rate on the balance sheet date. Any profits or losses resulting from the exchange rates applied are recorded in the profit and loss account.

- Non-current assets and liabilities at historical costs are converted at the foreign currency exchange rate at the time of the transaction. Any foreign currency exchange profits are deferred in the balance sheet. Foreign currency exchange losses, on the other hand, are recorded in the profit and loss account.

3. IMPAIRMENT OF INTANGIBLE ASSETS

in CHF	2014	2013
Capitalized R&D expenses	—	6,730,336
Total	—	6,730,336

The impairment of intangible assets in 2013 is related to R&D expenses previously capitalized, therefore the impairment was grouped into the R&D expense financial statement line.

4. ADMINISTRATION EXPENSES

in CHF	2014	2013
Personnel	105,685	373,546
Travel	52,543	77,616
Capital tax	35,081	42,090
Other administration	23,442	146,966
Total	216,751	640,218

5. DEPRECIATION OF FIXED ASSETS

in CHF	2014	2013
Fixed assets	—	37,912
Total	—	37,912

6. INTERCOMPANY LOAN AND SUBORDINATION AGREEMENT

On December 31, 2014, Auris Medical Holding AG entered into loan and subordination agreements with its wholly owned subsidiaries, Auris Medical AG and Otolanum AG. Under the terms of the loan agreement, the lender, Auris Medical Holding AG, grants the borrowers, Auris Medical AG and Otolanum AG, a credit facility in a maximum amount of CHF 45,000,000 and CHF 1,000,000, respectively, to be used for general business and operational purposes. The borrowers may draw down the facility in full or in part. As of December 31, 2014, Auris Medical AG and Otolanum AG had drawn down loans under the facility of CHF 14,471,061 and CHF 456,400, respectively. The Company expects that the subsidiaries will repay these loans and therefore no impairment is required.

The interest rate on the loans is equivalent to the rate published by the Swiss Federal Tax Authorities (ESTV) in its circular on recognized interest rates (Rundschreiben Steuerlich Anerkannte Zinssätze). Interest is charged on the portion of the facility which is drawn down.

All claims under the loan agreements are subordinated to all other existing and future claims against those subsidiaries. In the event of insolvency proceedings (Art. 175, Art. 192, Swiss Debt Enforcement and Insolvency Law) and in the event of a composition agreement with assignment of assets (Art. 317, Swiss Debt Enforcement and Insolvency Law), the Company waives its claims to the extent necessary that the claims of all other creditors are covered in full by the proceeds of the liquidation of the subsidiaries.

7. INVESTMENTS IN SUBSIDIARIES

Subsidiary	Participation	Share Capital	Purpose of the Company
Auris Medical AG, Basel	100%	CHF 2,500,000	Research and Development
Otolanum AG, Zug	100%	CHF 100,000	Intellectual Property Management
Auris Medical Inc, Chicago	100%	USD 15,000	Research and Development
Auris Medical Ltd, Dublin	100%	EUR 100	Administration

8. CONVERTIBLE LOAN

On December 9, 2013, the Company issued non-interest bearing convertible loans to two shareholders with a nominal value of CHF 13,769,976 and a maximum term of 12 months. Between January 10 and January 17, 2014, the lenders and the Company had the right to convert the loans into new registered Series C preferred shares with a nominal value of CHF 0.40 each for CHF 5.28 per share. On January 27, 2014, the loans were converted into new Series C preferred shares with a nominal value of CHF 0.40 each for CHF 5.28 per share. The Company issued 2,607,950 Series C preferred shares upon the conversion.

9. COMMITMENTS AND CONTINGENT LIABILITIES

in CHF

Operating lease commitments		
Within one year	6,000	91,572
Between one and five years	—	122,096
Total	6,000	213,668

10. SHARE CAPITAL - IPO on NASDAQ Global Market

On August 6, 2014, the underwriters for the Company's IPO subscribed to purchase 9,400,000 shares at USD 6.00 per share yielding gross proceeds (before underwriting fees and IPO costs) of USD 56.4 million. On August 13, 2014, the underwriters exercised their overallocation option for 713,235 shares of the Company, resulting in gross proceeds of USD 4.3 million. All 18,753,175 preferred shares outstanding at the time of the IPO were converted into common shares on a 1:1 basis.

11. AUTHORIZED SHARE CAPITAL

Prior to the IPO, the Company's authorized share capital consisted of common shares and preferred shares. Preferred shares (Series A, B, and C) had the same voting rights and dividend rights as common shares but enjoyed a liquidation preference. All preferred shares were converted into common shares upon the IPO of the Company. In August 2014, the shareholders approved an extension and increase of the authorized capital of the Company. The Board is authorized to increase the share capital at any time until June 30, 2016 by the maximum amount of CHF 3,314,706 by issuing not more than 8,286,765 registered shares with a nominal value of CHF 0.40 each. The shares will have to be fully paid-in.

12. CONDITIONAL SHARE CAPITAL

The share capital may be increased by the issuance of up to 1,500,000 fully paid-in registered common shares with a nominal value of CHF 0.40 per share and to the maximum amount of CHF 600,000 in execution of subscription rights, which may be granted to employees, members of the Board of Directors, as well as key service providers. As of December 31, 2014, the conditional share capital for these purposes amounts to CHF 581,823.60 or 1,444,119 common shares with a nominal value of CHF 0.40 each, following the exercise of 55,881 stock options in 2014 after the IPO. A further 15,500 stock options had been exercised in 2014 prior to the IPO out of the preceding conditional share capital that was superseded by amended articles of association in connection with the IPO.

The Company's share capital may be further increased by the issuance of up to 5,000,000 fully paid registered common shares with a nominal value of CHF 0.40 per share and to the maximum amount of CHF 2,000,000 in execution of conversion rights in connection with any warrants and convertible bonds of the Company.

13. CHANGES IN EQUITY ACCOUNTS

The following table presents activity related to our equity accounts during 2014 and 2013:

	Attributable to owners of the company			
	Share capital	Share premium	Accumulated Deficit	Total Equity
As of January 1, 2013	4,632,580	13,341,942	-11,787,992	6,186,530
Net loss	-	-	-22,405,533	-22,405,533
Issue of ordinary shares	1,854,550	22,625,510	-	24,480,060
Share issuance costs	-	-242,115	-	-242,115
Balance at December 31, 2013	6,487,130	35,725,337	-34,193,525	8,018,942
As of January 1, 2014	6,487,130	35,725,337	-34,193,525	8,018,942
Capital increase from IPO	4,045,294	47,261,446	-	51,306,740
Conversion of convertible loans	1,043,180	12,726,796	-	13,769,976
Share issuance costs	-	-682,860	-	-682,860
Share options exercised (see Note 14)	28,552	225,614	-	254,166
Balance at December 31, 2014	11,604,156	95,256,333	-34,193,525	72,666,964

14. LOSS CARRYFORWARDS

Tax loss carryforwards may be used by our operating company Auris Medical AG, Basel, in accordance with applicable tax laws.

15. SIGNIFICANT SHAREHOLDERS

Shareholder	Shares Beneficially Owned	
	Number	Percent
Above 5% Shareholders		
Thomas Meyer, CEO & Chairman.	6,742,500	23.2%
Sofinnova Venture Partners VIII, L.P.	5,818,175	20.1%
Sofinnova Capital VII FCPR	5,384,450	18.6%
Entities affiliated with ZKB	2,169,625	7.5%
Entities affiliated with Idinvest Partners	2,065,233	7.1%
Clifton Park Capital Management, LLC	1,666,667	5.7%
FMR LLC	1,666,667	5.7%

The percentage of common shares beneficially owned is based on 29,010,391 common shares issued and outstanding as of December 31, 2014. As of December 2013, the Company was non-public.

16. INFORMATION ON ALLOCATION OF SHARES AND OPTIONS TO EXECUTIVE OFFICERS, DIRECTORS AND EMPLOYEES

The following table presents information on the allocation of shares and options to Executive Officers, Directors and Employees in accordance with Article 959c, paragraph 2, figure 11, CO:

	2013	Shares		Options	
		Number	CHF	Number	CHF
Allocated to Executive Officers and Directors		-	-	100,000	272,746
Allocated to Employees		-	-	26,250	79,452
Total				126,250	352,198
	2014	Shares		Options	
		Number	CHF	Number	CHF
Allocated to Executive Officers and Directors		20,881	90,415	143,760	349,416
Allocated to Employees		-	-	53,000	102,630
Total				196,760	452,046

17. BENEFICIAL OWNERSHIP OF EXECUTIVE OFFICERS AND DIRECTORS

The table below presents beneficial ownership of Executive Officers and Directors, including affiliated entities, if applicable, in accordance with Article 663c, CO:

Board Members and Executive Committee Members ^{1) 2)}

	No. of Shares 2014	No. of Options 2014
Thomas Meyer, Ph.D. <i>Chairman of the Board</i> <i>Chief Executive Officer</i>	6,742,500	110,000
Oliver Kubli <i>Board Member / Head of Audit Committee</i> <i>non executive</i>	2,188,375	20,315
Wolfgang Arnold, M.D. <i>Board Member</i> <i>non executive</i>	12,500	32,815
Alain Munoz, M.D. <i>Board Member</i> <i>non executive</i>	12,500	32,815
James I. Healy, M.D., Ph.D. <i>Board Member</i> <i>non executive</i>	5,818,175	14,065
Antoine Papiernik <i>Board Member</i> <i>non executive</i>	5,384,450	6,250
Bettina Stubinski, M.D. <i>Chief Medical Officer</i>	25,862	43,750
Sven Zimmermann, Ph.D. <i>Chief Financial Officer</i>	29,019	27,500

¹⁾ Includes holdings of "companies closely linked" to members of the Board or Executive Committee (see further details in item 7 A. of the 20-F).

²⁾ As of December 2013 the Company was non-public.

18. OTHER DISCLOSURES

Information on compensation of Executive Officers and Directors in accordance with Article 663b bis, CO, is included in the Company's separate Compensation Report.

19. SUBSEQUENT EVENTS

There are no events subsequent to December 31, 2014 that require adjustment to or disclosure in these financial statements.

**AURIS MEDICAL
HOLDING AG,
ZUG**

(FORMERLY: AURIS MEDICAL AG)

*Compensation Report for the year ended
December 31, 2014 in Accordance with the
Ordinance against Excessive Compensation in Stock
Exchange Listed Companies (Ordinance) and
Report of the Statutory Auditor*

Report of the Statutory Auditor

To the General Meeting of
AURIS MEDICAL HOLDING AG, ZUG (formerly: Auris Medical AG)

We have audited the accompanying Compensation Report of Auris Medical Holding AG for the year ended December 31, 2014.

Responsibility of the Board of Directors

The Board of Directors is responsible for the preparation and overall fair presentation of the Compensation Report in accordance with Swiss law and the Ordinance Against Excessive Compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the compensation system and defining individual remuneration packages.

Auditor's Responsibility

Our responsibility is to express an opinion on the accompanying Compensation Report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Compensation Report complies with Swiss law and Articles 14 – 16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the Compensation Report with regard to compensation, loans and credits in accordance with Articles 14 – 16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the Compensation Report, whether due to fraud or error. An audit also includes evaluating the reasonableness of the methods applied to value components of compensation, as well as assessing the overall presentation of the Compensation Report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Compensation Report for the year ended December 31, 2014 of Auris Medical Holding AG complies with Swiss law and Articles 14 – 16 of the Ordinance.

Deloitte AG

Martin Welser
Licensed audit expert
Auditor in charge

James D. Horiguchi

Zurich, March 30, 2015
MWE/JDH/jva

Enclosures

- Compensation Report 2014

AURIS MEDICAL HOLDING AG

Compensation Report for the Year ended December 31, 2014

This compensation report has been prepared in accordance with the Federal Ordinance Against Excessive Compensation in Stock Exchange Listed Companies ("Ordinance"), effective January 1, 2014.

Compensation for the Board of Directors

The compensation package for Board members consists of different elements, as indicated below. The respective amounts for the period from the 2014 Annual Shareholder Meeting up to the Company's IPO on August 8, 2014 and the period since the IPO up to the Company's Annual General Meeting in 2015 were as follows:

	LC	CHF
Chairman of the Board of Directors ¹		
Board meeting fee up to IPO ²	CHF 1,750	CHF 1,750
Fixed compensation since IPO (per annum)	USD 20,000	CHF 19,296
Board meeting fee since IPO ³	USD 2,500	CHF 2,412
Committee Chairman meeting fee since IPO ⁴	USD 2,000	CHF 1,929
Committee member meeting fee since IPO ⁵	USD 1,000	CHF 964

¹ Since the office of Chairman of the Board is held by the Company's Chief Executive Officer, no separate remuneration is paid.

² Paid only to independent members of the Board of Directors

³ USD 1500 / CHF 1447 for participation via teleconference

⁴ USD 1000 / CHF 964 for participation via teleconference

⁵ USD 500 / CHF 482 for participation via teleconference

The total compensation of the members of the Board of Directors in 2014 is outlined below:

In CHF	Cash compensation	Social contributions and other fringe benefits	Stock options ⁶	Total
Thomas Meyer, PhD, Chairman ¹	-	-	-	-
James Healy, MD, PhD, Vice-Chairman ²	11,426	714	13,398	25,538
Wolfgang Arnold, MD ³	16,374	937	13,398	30,709
Oliver Kubli, CFA ⁴	13,838	2,201	13,398	29,437
Alain Munoz, MD ²	12,873	2,105	13,398	28,376
Antoine Papiernik, MBA ⁵	27,056	-	-	27,056
Total	81,567	5,957	53,539	141,118

AURIS MEDICAL HOLDING AG

Compensation Report for the Year ended December 31, 2014

1 Disclosed under Compensation for the Members of the Executive Committee

2 Member of the Audit Committee

3 Member of the Compensation Committee

4 Chairman of the Audit Committee

5 Chairman of the Compensation Committee. Stock options paid in cash. Mr Papiernik's compensation was paid in its entirety to Sofinnova Partners.

6 Based on the grant date fair value of stock options granted in 2014 using the Black-Scholes model

The total compensation of the members of the Board of Directors in 2013 is outlined below:

in CHF	Cash compensation	Social contributions and other fringe benefits	Stock options ²	Total
Thomas Meyer, PhD, Chairman ¹	-	-	-	-
James Healy, MD, PhD	-	-	18,917	18,917
Wolfgang Arnold, MD	8,750	-	18,917	27,667
Oliver Kubli, CFA, Vice-Chairman	-	-	18,917	18,917
Alain Munoz, MD	-	-	18,917	18,917
Antoine Papiernik, MBA	-	-	18,917	18,917
Total	8,750	-	94,586	103,336

1 Disclosed under Compensation for the Members of the Executive Committee

2 Based on the grant date fair value of stock options granted in 2013 using the Black-Scholes model

Compensation for the Members of the Executive Committee

The total compensation and the highest individual compensation of the members of the Executive Committee in 2014 are outlined below:

in CHF	Cash Compensation, fixed	Compensation, variable	Social contributions and other fringe benefits	Stock Options ¹	Total
Thomas Meyer, PhD, Chief Executive Officer	360,000	-	52,963	173,460	586,423
Total Executive Committee compensation	916,250	92,567	144,000	295,823	1,356,073

1 Based on the grant date fair value of stock options granted in 2014 using the Black-Scholes model

AURIS MEDICAL HOLDING AG

Compensation Report for the Year ended December 31, 2014

The total compensation and the highest individual compensation of the members of the Company's Management in 2013 are outlined below:

in CHF	Cash Compensation, fixed	Compensation, variable	Social contributions and other fringe benefits	Stock Options ³	Total
Thomas Meyer, PhD, Chief Executive Officer ¹	248,000	-	-	121,408	369,408
Total Management compensation²	327,382	-	8,870	178,160	514,412

¹ The Chief Executive Officer was compensated in 2013 by means of a management agreement between Auris Medical AG and Altamira Pharma GmbH, a company fully owned by the CEO

² The amount includes the compensation for the Chief Medical Officer who joined the company in September 2013

³ Based on the grant date fair value of stock options granted in 2013 using the Black-Scholes model