

Basel, 25 November 2008

Roche signs definitive agreement to acquire Memory Pharmaceuticals

Roche and Memory Pharmaceuticals today announced that the two companies have signed a definitive merger agreement for Roche to fully acquire Memory in an all-cash transaction at a price of approximately USD 50 million.

Memory develops innovative drug candidates for the treatment of debilitating central nervous system (CNS) disorders such as Alzheimer's disease and schizophrenia. Memory's nicotinic alpha-7 agonist drug candidates in these disease areas are already in partnered programmes with Roche: R3487 is in phase II clinical trials for Alzheimer's disease and schizophrenia; R4996 is in phase I for Alzheimer's disease.

"Acquiring Memory will enable Roche to secure the future development of its promising nicotinic alpha-7 agonists," said William Burns, CEO Division Roche Pharmaceuticals. "The innovative work carried out by the scientists at Memory will be fully integrated into Roche's R&D portfolio with the aim of providing new hope for patients and caregivers affected by devastating diseases such as Alzheimer's."

Jonathan Fleming, Chairman of the Board of Directors of Memory said: "Since founding Memory in 1998, we have focused on developing medicines that could make a real difference to the lives of CNS patients. I am proud of the progress our dedicated team has made and I am confident that Roche's capabilities and experience in the CNS field will enable our research to realise its full potential."

Terms of the agreement

Under the terms of the merger agreement, Roche will commence a tender offer to acquire all of the outstanding shares of Memory common stock at a price of \$ 0.61 per share in cash. This price represents a 319% premium to the closing price on 24 November 2008. The closing of the tender offer will be subject to the tender of a number of shares that, together with the shares owned by Roche, represent a majority of the total number of outstanding shares (assuming the exercise of all exercisable options and warrants having an exercise price per share less than or equal to the tender offer price) and other customary conditions. Following completion of the tender offer, Roche will acquire all remaining shares through a second step

merger. Directors, officers and shareholders holding approximately 29.5% of the outstanding shares have agreed to tender their shares and otherwise support the transaction. Additional information regarding the deal structure will be set out in the offer to purchase and other disclosure documents to be provided to shareholders in connection with the transaction.

About Memory Pharmaceuticals

Memory Pharmaceuticals Corp., a biopharmaceutical company, is focused on developing innovative drugs for the treatment of debilitating CNS disorders, many of which exhibit significant impairment of memory and other cognitive functions, including Alzheimer's disease and schizophrenia. For additional information, please visit www.memorypharma.com.

About Roche

Headquartered in Basel, Switzerland, Roche is one of the world's leading research-focused healthcare groups in the fields of pharmaceuticals and diagnostics. As the world's biggest biotech company and an innovator of products and services for the early detection, prevention, diagnosis and treatment of diseases, the Group contributes on a broad range of fronts to improving people's health and quality of life. Roche is the world leader in in-vitro diagnostics and drugs for cancer and transplantation, and is a market leader in virology. It is also active in other major therapeutic areas such as autoimmune diseases, inflammatory and metabolic disorders and diseases of the central nervous system. In 2007 sales by the Pharmaceuticals Division totalled 36.8 billion Swiss francs, and the Diagnostics Division posted sales of 9.3 billion Swiss francs. Roche has R&D agreements and strategic alliances with numerous partners, including majority ownership interests in Genentech and Chugai, and invested over 8 billion Swiss francs in R&D in 2007. Worldwide, the Group employs about 80,000 people. Additional information is available on the Internet at www.roche.com.

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