

**Franz B. Humer**  
Chairman and Chief Executive Officer

Mr. Jack Schuler  
Chairman  
Ventana Medical Systems, Inc.  
1910 Innovation Park Drive  
Tucson, AZ 85755  
USA

Basel, 25 June 2007

Dear Jack:

In light of your unwillingness to agree to meet for a discussion concerning a possible business combination between Ventana and Roche, or even to take my call today, we have decided to publicly disclose the proposal, made to you last week, to acquire all of the outstanding shares of Ventana at a price of \$75 per share in cash. As noted in my previous letter, this price represents a substantial premium to Ventana's current and historical market prices – a 44% premium to the closing price on June 22, a 39% premium to Ventana's all-time high and a 55% premium to its three-month average. We believe that this is a compelling offer that your stockholders will find extremely attractive and hope that your board will take the opportunity to negotiate a transaction that will allow your shareholders to realize this substantial value.

For the past several months, Roche has attempted to engage Ventana's management and board of directors in a discussion on the merits of a business combination transaction. Unfortunately, Ventana has been unwilling to engage in any meaningful dialogue on this matter. Specifically,

- On January 18, Mr. Christopher Gleeson, the President and Chief Executive Officer of Ventana, had dinner with Dr. Severin Schwan, the Chief Executive Officer of Roche's Diagnostics division. During dinner, Dr. Schwan raised with Mr. Gleeson Roche's interest in entering the broader histopathology market and a possible equity investment in Ventana. On January 31, Mr. Gleeson sent Mr. Schwan an e-mail informing him that the Ventana Board of Directors had considered the concept proposed by Roche and was not interested in a situation that would result in another company obtaining an equity position in Ventana.
- On February 12, I sent you a letter in which I reiterated Roche's strategic interest in entering the broader histopathology market and our desire to pursue

a business combination transaction with Ventana. In that letter, I outlined Roche's preliminary view that we should pursue a partnership model similar to our longstanding successful relationship with Genentech. As proposed, Roche would have acquired a majority of the Ventana shares for cash at a premium to market (including an appropriate control premium) with the company continuing to be publicly traded and managed and headquartered in Arizona. We felt that this type of transaction structure would be attractive to Roche and would appeal to Ventana and its stockholders. However, in your March 6 letter to me, you indicated that you and your board of directors were not interested in pursuing a strategic transaction with us.

- Last week, I requested an opportunity to meet with you to discuss a new proposal, which I subsequently outlined in my letter to you of June 18. However you have remained unwilling to engage in, or agree to, any meaningful discussion concerning our proposal, and were unwilling to take my call today.

We believe that our proposal presents a unique opportunity for Roche, Ventana and their respective stockholders. In light of the important stockholder interests at issue, Roche believes that it is imperative to continue to pursue this matter – notwithstanding your refusal to date to engage with us concerning a possible negotiated transaction. Accordingly, we will make this letter public simultaneously with my sending it to you.

We believe our proposal should be extremely attractive to your stockholders – in terms of price and certainty of closing. The price, with the large premium it represents, is a full and fair one. We have available cash and cash equivalents sufficient to complete the transaction (and we therefore will not require a financing condition) and do not believe there are any meaningful regulatory impediments. In addition, because we intend to seek to retain your excellent management team and employees and to maintain the company's headquarters in Arizona, we believe it should be attractive to your management and employees.

While Roche continues to prefer a negotiated transaction with Ventana, our board of directors has authorized management to commence a tender offer to purchase all of the outstanding shares of common stock of Ventana for \$75 per share in cash, which we intend to do promptly.

We have engaged Greenhill & Co., LLC and Citigroup Global Markets Inc. as financial advisors and Davis Polk & Wardwell as legal counsel to assist in completing this transaction. If you are willing to engage with Roche, we and our advisors are ready to meet with your representatives at any time to discuss this proposal and to answer any questions you may have. We believe that time is of the essence and are prepared to move forward expeditiously by committing all necessary resources to complete a transaction promptly. If you are interested in discussing a possible negotiated transaction, please call me as soon as possible.

Very truly yours,

Franz B. Humer

cc: The Board of Directors  
Ventana Medical Systems