

**MINUTES**

**of the 95th Annual General Meeting  
of the Shareholders of ROCHE HOLDING LTD, Basel  
held at 10.30 a.m. on 5 March 2013  
at the Convention Centre, Basel Trade Fair Complex, Basel**

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The Chairman of the Board, Dr Franz B. Humer, opened the meeting at 10.30 a.m. and took the chair.

The Chairman was joined on the podium by the following members of the Corporate Executive Committee: Dr Severin Schwan, Ms Silvia Ayyoubi, Mr Roland Diggelmann, Dr Alan Hippe, Dr Gottlieb Keller and Mr Daniel O'Day.

Also present from the Board of Directors were: Prof. Bruno Gehrig (Vice Chairman), Mr André Hoffmann (Vice Chairman), Prof. Pius Baschera, Prof. Sir John I. Bell, Mr Paul Bulcke, Mr William M. Burns, Dr Christoph Franz, Dame DeAnne Julius, Dr Arthur D. Levinson, Dr Andreas Oeri, Mr Peter R. Voser and Prof. Beatrice Weder di Mauro.

The Chairman stated that timely notice of the 2013 meeting had been given and made reference to the public notice of the meeting published on two dates, 6 and 8 February 2013, in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsblatt*) and to the announcement that had appeared in the daily newspapers and the financial press. The Chairman also noted that no requests had been received from shareholders to include additional items on the meeting agenda.

The Chairman then stated that Messrs Ian Starkey and François Rouiller were present on behalf of the Statutory Auditor, KPMG AG.

BDO AG, the firm designated by Roche to serve as independent proxy pursuant to Art. 689c of the Swiss Code of Obligations, was represented at the meeting by Mr Marc Schaffner.

The Chairman designated

as secretary: Mr René Kissling, Secretary to the Board Committees

as tellers:

- Dr Beat Rauss, Uninvest AG, Basel
- Mr Werner Meier, UBS AG, Basel
- Mr Peter Nussbaumer, Credit Suisse, Basel
- Mr Philippe Pillonel, UBS AG, Zurich
- Mr Anton Schaub, Basler Kantonalbank, Basel
- Mr Vittorio Schiro, UBS AG, Zurich
- Mr Donald Sulzer, Credit Suisse AG, Zurich
- Mr Pascal Toussaint, Basler Kantonalbank, Basel

The Chairman designated Dr Beat Rauss as head teller.

The Chairman stated that the minutes of the 2012 Annual General Meeting (AGM) were available on the internet and that next year's AGM was scheduled to take place on Tuesday 4 March 2014.

He then called attention to the following procedural details:

- Only shares of those shareholders whose admission cards had been collected and recorded at the door would be registered as "present" and "represented".
- Resolutions and elections voted on at the meeting would be carried by an absolute majority of the votes represented and were not subject to any quorum requirements.
- Elections and other votes would be conducted electronically.

Having explained the electronic voting system, the Chairman conducted a test ballot and found that the system was operating correctly.

The Chairman commenced his address to the shareholders by summarising the 2012 results and events during the year. He discussed the proposed dividend, compensation policy, and the most important points of the Minder Initiative and their effects on the AGM. The Chairman stressed that Roche focuses its business activities and its corporate management on sustainable value creation and innovation, for which it had been named the most sustainable company in the healthcare sector by the Dow Jones Sustainability Index for the fourth time in succession.

Concluding his remarks, the Chairman referred to the personnel changes on the Corporate Executive Committee and the Board of Directors. On behalf of the entire Board of Directors he thanked Prof. Bruno Gehrig and Lodewijk J. R. de Vink, outgoing members, for their valuable contributions to the company's continued successful development (see [http://www.roche.com/en/about\\_roche/corporate\\_governance/annual\\_general\\_meetings.htm](http://www.roche.com/en/about_roche/corporate_governance/annual_general_meetings.htm)) for the address by Dr F. B. Humer, Chairman of the Board).

The Chairman notified shareholders of his decision not to stand for re-election as Chairman of the Board, and to step down from Roche's highest governing body, in 2014.

The Chairman then invited Dr Severin Schwan, CEO of the Roche Group, to speak. In his address Dr Schwan discussed the financial results for 2012 and the outlook for the current fiscal year, underlining the growing importance to Roche of biotechnology and the significance of new findings in the field. As the latest specific example he cited the US Food and Drug Administration's approval of Kadcyła (see [http://www.roche.com/en/about\\_roche/corporate\\_governance/annual\\_general\\_meetings.htm](http://www.roche.com/en/about_roche/corporate_governance/annual_general_meetings.htm) for the address by Dr S. Schwan, Chairman of the Corporate Executive Committee).

Based on the attendance list, the Chairman then noted that 748 shareholders or their proxies were present, representing 142,067,693 shares or votes. This is equivalent to 88.8% of the company's total share capital. The aforementioned shares, each with a nominal value of CHF 1.00, were represented as follows:

- Shareholders:	64,593,959 shares
- Proxies for deposited shares:	72,058,900 shares
- Independent proxy:	5,414,834 shares

71,033,847 votes were required for an absolute majority.

It was additionally noted that no shares held by the Company or its subsidiaries were represented at the meeting.

The AGM then proceeded to the items of business listed in the published agenda.

**Agenda item 1: Approval of the 2012 Annual Report, Annual Financial Statements, Consolidated Financial Statements and Remuneration Report**

**1.1 Approval of the 2012 Annual Report, Annual Financial Statements and Consolidated Financial Statements**

The Chairman stated that Roche's Annual Report, comprising a business report and two sets of financial statements, had been published and that it had been made available on schedule for inspection at the Company's registered offices and at banks holding deposited shares. In addition, copies of the report had been mailed to shareholders on request. The separately bound Finance Report, which forms part of the Annual Report, includes the report of the Statutory Auditor on page 166. In response to a request for comment, Messrs Ian Starkey and François Rouiller, representing the Statutory Auditor, had already informed the Chairman that they had nothing to add to their written report. The Finance Report also includes the report of the Statutory Auditor on the consolidated financial statements on page 138.

The Chairman invited the shareholders to discuss the report and the financial statements.

**Mr Hermann Struchen** of Zurich took the floor.

Congratulating Roche and all its employees on the good results for 2012, Mr Struchen expressed that he is very pleased about the proposed dividend increase and the performance of the share price. Referring to the company's shareholder structure, he asked about the possibility of converting bearer shares to registered shares. The requisite share register would make it possible to write to registered shareholders directly. In conclusion Mr Struchen thanked the Chairman for the well-organised AGM and the subsequent lunch.

The Chairman thanked Mr Struchen for his words of praise, which he would be pleased to pass on to Roche employees. He stressed that, while aware of the discussion about bearer and registered shares, Roche was committed to the bearer share and had very full shareholder information at its disposal. A conversion to registered shares was therefore not under consideration.

The Chairman then invited **Mr Walter Grob** from Berne to take the floor.

Mr Grob enquired about the situation of employees of the former Roche affiliate in Burgdorf following its closure, and about the promised Roche calendar, which he had yet to receive. He also asked if and to what extent Roche had suffered losses as a result of the expiry date of the Tamiflu in its inventory stocks, and about the effective Tamiflu expiry date.

The Chairman thanked Mr Grob for his questions. He reported that a review had established that there was little demand for calendars, and it had therefore been decided no longer to print any of them.

The Chairman then invited Dr Schwan to answer the questions about Burgdorf and Tamiflu.

Dr Schwan confirmed that the transfer of operations from Burgdorf to Germany had taken place as planned, and that the site had now been closed. For most highly-qualified employees, he said, excellent opportunities were available locally. Moreover, some employees had taken up Roche's offer to transfer them to other sites. Even so, it had not been possible to find a solution for all staff. But he stressed that in line with Roche tradition, very generous redundancy schemes had been negotiated – and that these had been approved unanimously by employee representative organisations. Dr Schwan also reminded the Meeting that despite the Burgdorf closure, 600 net new jobs had been created in Switzerland last year – some in Basel, and some in central Switzerland, particularly Rotkreuz. On the subject of Tamiflu Dr Schwan said that write-downs affected stocks of all products, not just Tamiflu, and that they were conducted regularly as part of normal processes. The balance sheet therefore reflected the true value of current inventory holdings. In relation to the Tamiflu expiry date he stressed that the expiry dates on the packaging of all medication should be complied with, and that no medication should be used after those dates.

As there were no further questions, the Chairman called for a vote to approve the Annual Report, the Financial Statements and the Consolidated Financial Statements for 2012.

The AGM approved the **Annual Report, Financial Statements and Consolidated Financial Statements for 2012** by a vote of 142,052,837 in favour, 8,337 opposed and 7,204 abstentions.

## **1.2 Approval of the Remuneration Report**

The Chairman stated that the Remuneration Report could be found on pages 132 to 145 of the Business Report in the Annual Report package. The Remuneration Report contains the principles governing the remuneration paid to the Board of Directors and the Corporate Executive Committee, and reports the amounts paid to both bodies in 2012. He explained that the vote was advisory in nature and gave shareholders an opportunity to voice their views on the Remuneration Report.

The Chairman invited **Mr André Hoffmann** to take the floor.

Mr Hoffmann stressed that as Vice Chairman of the Board of Directors and spokesman for the family pool, he wished first and foremost to thank the Chairman. He underlined the great services that the Chairman had rendered the company over the last 20 years, which have contributed in no small measure to Roche's continuing success and cannot be valued highly enough. The consistent focus on innovation and the close collaboration between Pharma and Diagnostics are the main foundations for the company's present and future success. It was the Chairman's express wish, he said, neither to be appointed Honorary Chairman of Roche nor to be assigned an office on its premises after his resignation. At the same time Mr Hoffmann stressed that even after his departure from the Board of Directors, the Chairman would continue to be available, with his deep knowledge and his decades of experience in the pharmaceutical industry. As Prof. Gehrig's successor as Chairman of the Remuneration Committee, Mr Hoffmann emphasised that he would be proposing that the committee also award the departing Chairman a bonus for 2014. The Board of Directors would decide on the bonus and its magnitude (which had not yet been determined) in 2014 in the light of the Chairman's achievements and services and the company's financial situation, reporting the outcome in the next Annual Report.

He brought his remarks and his expression of gratitude to a close with the request to approve the 2012 Remuneration Report in the ensuing ballot. He thanked his listeners for their attention.

The Chairman thanked Mr Hoffmann for his words of praise, and as there were no further questions he called for a vote to approve the Remuneration Report.

The AGM approved the **Remuneration Report** by a vote of 141,489,049 in favour, 559,296 opposed and 20,034 abstentions.

### **Agenda item 2:     **Ratification of the Board of Directors' Actions****

The Chairman noted that the Directors and other persons who had been involved in directing or managing the Company's affairs were not entitled to vote on this item.

He invited shareholders' comments on ratification of the Directors' actions. There were no requests to speak.

The AGM **ratified the actions** of the Board of Directors by a vote of 119,157,732 in favour, 11,866 opposed and 10,180 abstentions. With 119,179,778 shares entitled to vote on this item, 59,589,890 votes were required for an absolute majority.

### **Agenda item 3:     **Vote on the Appropriation of Available Earnings****

The Chairman moved that the AGM approve the following proposal for the appropriation of available earnings, as published on page 165 of the Finance Report volume of Roche's 2012 Annual Report:

#### Available earnings:

Net profit for 2012	CHF	5,216,009,268
Balance brought forward from previous year	CHF	<u>1,925,766,591</u>
Total available earnings	CHF	7,141,775,859

#### Appropriation of available earnings:

Distribution of a dividend of CHF 7.35 gross per share and non-voting equity security	CHF	6,339,835,845
Transfer to free reserve	CHF	<u>-</u>
Total appropriation of available earnings	CHF	6,339,835,845
To be carried forward on this account	CHF	801,940,014

There were no requests to speak on this agenda item.

The AGM approved the **motion on the appropriation of available earnings** by a vote of 142,051,786 votes in favour, 10,225 opposed and 6,368 abstentions.

The Chairman informed the AGM that the dividend would be payable, free of charges, from Tuesday 12 March 2013 on presentation of coupon # 12 at any Swiss branch of UBS AG or Credit Suisse.

**Agenda item 4: Election of Directors**

The Chairman began by announcing that Prof. Bruno Gehrig and Mr Lodewijk J. R. de Vink, existing members of the Board of Directors who were eligible for re-election, had announced their resignation with effect from the day of the Meeting.

The AGM marked the end of the terms of office of Dr Andreas Oeri, Prof. Pius Baschera, Mr Paul Bulcke, Mr William M. Burns, Dr Christoph Franz, Dame DeAnne Julius, Dr Arthur D. Levinson, Mr Peter R. Voser and Prof. Beatrice Weder di Mauro as members of the Board of Directors. All were willing to stand for re-election for a term of two years as provided in the Articles of Incorporation, and had declared in writing that they would serve if re-elected. The Chairman moved on behalf of the Board of Directors that the aforementioned Directors be re-elected.

The Board of Directors also recommended Dr Severin Schwan to be elected to the Board.

He invited shareholders' comments on the election. There were no requests to speak.

The Chairman then put forward the names of each of the proposed Directors for a separate vote by electronic ballot.

In the first vote the AGM elected **Dr Andreas Oeri** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 142,039,106 in favour, 20,310 opposed and 8,125 abstentions.

In the second vote the AGM elected **Prof. Pius Baschera** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 142,045,800 in favour, 7,724 opposed and 14,013 abstentions.

In the third vote the AGM elected **Mr Paul Bulcke** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 141,653,870 in favour, 402,033 opposed and 11,634 abstentions.

In the fourth vote the AGM elected **Mr William M. Burns** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 141,610,156 in favour, 438,612 opposed and 18,665 abstentions.

In the fifth vote the AGM elected **Dr Christoph Franz** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 141,653,499 in favour, 30,756 opposed and 383,068 abstentions.

In the sixth vote the AGM elected **Dame DeAnne Julius** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 142,033,041 in favour, 20,408 opposed and 13,774 abstentions.

In the seventh vote the AGM elected **Dr Arthur D. Levinson** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 142,022,181 in favour, 27,516 opposed and 17,425 abstentions.

In the eighth vote the AGM elected **Mr Peter R. Voser** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 140,265,929 in favour, 22,294 opposed and 1,778,834 abstentions.

In the ninth vote the AGM elected **Prof. B. Weder di Mauro** to the Board of Directors for a new two-year term of office ending at the ordinary AGM in 2015 by a vote of 142,040,844 in favour, 13,434 opposed and 12,744 abstentions.

In the tenth vote the AGM elected **Dr Severin Schwan** as a new member of the Board of Directors for a two-year term of office ending at the ordinary AGM in 2015 by a vote of 141,513,817 in favour, 539,417 opposed and 13,638 abstentions.

The Chairman congratulated the Directors on their election to the Board.

**Agenda item 5: Election of the Statutory Auditors**

The Chairman noted that the AGM was required to vote annually to elect Statutory Auditors for the current fiscal year.

The Board of Directors moved that the AGM elect KPMG AG as Statutory Auditor for fiscal 2013. This company had previously stated in writing that it would serve in this capacity if elected.

He invited shareholders' comments on the election. There were no requests to speak.

The AGM elected **KPMG AG** as Statutory Auditor for fiscal 2013 by a vote of 142,026,146 in favour, 19,330 opposed and 20,851 abstentions.

There being no further requests to speak, the Chairman thanked the shareholders for attending and closed the meeting at 11.55 a.m.

The Chairman:

Secretary:

Sig. Dr Franz B. Humer

Sig. René Kissling