



Roche Holding Ltd, Basel, Switzerland

Notice of the 2016 Annual General Meeting of Shareholders

to be held on Tuesday, 1 March 2016, starting at 10.30 AM (doors open at 9.30 AM),
at the Congress Center in the Basel Trade Fair Complex (entrance next to the 'Le Plaza' Swissôtel),
Basel, Switzerland.
The Annual General Meeting will be held in German.

Agenda and proposals

1. Approval of the Annual Report, Annual Financial Statements and Consolidated Financial Statements for 2015

The Board of Directors proposes that the Annual Report, Annual Financial Statements and Consolidated Financial Statements for 2015 be approved.

2. Approval of the total amount of bonuses for the Corporate Executive Committee and the total bonus amount for the Chairman of the Board for 2015

2.1 The Board of Directors proposes the approval of a total of CHF 12,726,984 (excluding legally required employer's contributions to AHV/IV/ALV) in bonuses for the Corporate Executive Committee for 2015 (see 2015 Annual Report page 186 [for the total amount], page 178 [for the CEO: shares blocked for 10 years] and page 179 [for the Corporate Executive Committee]).

2.2 The Board of Directors proposes the approval of the total bonus amount of CHF 558,390 (in form of shares blocked for 10 years and excluding legally required employer's contributions to AHV/IV/ALV, see 2015 Annual Report page 173 and 174) for the Chairman of the Board of Directors for 2015.

3. Ratification of the Board of Directors' actions

The Board of Directors proposes that the actions taken by its members in 2015 be affirmed and ratified.

4. Vote on the appropriation of available earnings

Net profit for 2015	CHF	7,004,467,434
Balance brought forward from 2014	CHF	865,844,387
Available earnings	CHF	7,870,311,821
The Board of Directors proposes the distribution of an ordinary dividend of CHF 8.10 (previous year CHF 8.00) gross per share and non-voting equity security (<i>Genussschein</i>)		
	CHF	6,986,757,870
Transfer to free reserve	CHF	-
Total appropriation of available earnings	CHF	6,986,757,870
To be carried forward on this account	CHF	883,553,951

5. Amendments to the Articles of Incorporation

Vote on various amendments to the Articles of Incorporation implementing changes in the Commercial Accounting and Financial Reporting of the Swiss Code of Obligations (§ 14 para. 1 lit. c. and § 28), due to the renaming of 'Entschädigung' and 'Entschädigungsausschuss' to 'Vergütung' and 'Vergütungsausschuss' respectively, (in the German original only) and due to changes to the Performance Share Plan (PSP) (§ 25 para. 6 lit. d). The amendments to the Articles of Incorporation are available on the Internet at www.roche.com/about_roche/corporate_governance/annual_general_meetings.htm and will be sent to shareholders wishing to attend the Annual General Meeting as a separate supplement.

The Board of Directors proposes the approval of the amendments.

6. Board of Directors Elections (nominations will be voted on separately)

Election of the members of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee

The Board of Directors proposes:

- 6.1 The re-election of Dr Christoph Franz to the Board as Chairman for a term of one year.
- 6.2 The re-election of Dr Christoph Franz as a member of the Remuneration Committee for a term of one year.
- 6.3 The re-election of Mr André Hoffmann, a representative of the current shareholder group with pooled voting rights (see 2015 Annual Report page 141), to the Board for a term of one year.
- 6.4 The re-election of Mr André Hoffmann as a member of the Remuneration Committee for a term of one year.
- 6.5 The re-election of Prof. Pius Baschera to the Board for a term of one year.
- 6.6 The re-election of Prof. Sir John Bell to the Board for a term of one year.
- 6.7 The re-election of Mr Paul Bulcke to the Board for a term of one year.
- 6.8 The re-election of Prof. Richard P. Lifton to the Board for a term of one year.
- 6.9 The election of Prof. Richard P. Lifton as a member of the Remuneration Committee for a term of one year.
- 6.10 The re-election of Dr Andreas Oeri, a representative of the current shareholder group with pooled voting rights (see 2015 Annual Report page 141), to the Board for a term of one year.
- 6.11 The re-election of Mr Bernard Poussot to the Board for a term of one year.
- 6.12 The re-election of Mr Bernard Poussot to the Remuneration Committee for a term of one year.
- 6.13 The re-election of Dr Severin Schwan to the Board for a term of one year.
- 6.14 The re-election of Mr Peter R. Voser to the Board for a term of one year.
- 6.15 The re-election of Mr Peter R. Voser to the Remuneration Committee for a term of one year.
- 6.16 The election of Mrs Julie Brown to the Board for a term of one year.
- 6.17 The election of Dr Claudia Süssmuth Dyckerhoff to the Board for a term of one year.

7. Approval of the total amount of future remuneration for the Board of Directors

The Board of Directors proposes the approval of a maximum total of CHF 10,000,000 (excluding legally required employer's contributions to AHV/IV/ALV) in remuneration for the Board of Directors until the 2017 ordinary Annual General Meeting, excluding the bonus for the Chairman of the Board of Directors for the financial year 2016 which will be proposed for approval at the 2017 Annual General Meeting (see 2015 Annual Report page 175).

8. Approval of the total amount of future remuneration for the Corporate Executive Committee

The Board of Directors proposes the approval of a maximum total of CHF 41,000,000 (excluding legally required employer's contributions to AHV/IV/ALV) in remuneration for the Corporate Executive Committee until the 2017 ordinary Annual General Meeting, excluding bonuses for the financial year 2016 which will be proposed for approval at the 2017 Annual General Meeting (see 2015 Annual Report page 186).

9. Election of the independent proxy

The Board of Directors proposes the election of BDO AG as the independent proxy for the period from 2016 until the conclusion of the 2017 ordinary Annual General Meeting of Shareholders.

10. Election of Statutory Auditors

The Board of Directors proposes the election of KPMG AG as Statutory Auditors for the financial year 2016.

Admission cards

Under the Company's Articles of Incorporation, shareholders wishing to attend the Annual General Meeting may request admission cards no later than Thursday, 25 February 2016, either from our Company (phone: 055 617 37 32, fax: 055 617 37 28) or from any bank branch domiciled in Switzerland. Shares must be deposited with the card issuer. §12 of the Articles of Incorporation requires that admission cards be issued in shareholders' names. Shareholders depositing shares with a bank are to request that the bank informs the Company of the names of the shareholders to whom admission cards have been issued. If necessary to accommodate the number of persons attending, the Annual General Meeting may be held in more than one conference room, with arrangements for transmitting the presentations and proceedings in their entirety. In any event, shareholders will be assured of being able to exercise their rights.

Documents

From 5 February 2016, the Annual Report and the reports of the Statutory Auditors will be available for inspection by shareholders at our Basel offices and are on the Internet at http://www.roche.com/investors/annual_reports.htm. From the same date, copies of these documents may also be obtained from our Company (fax: 061 688 41 96).

Appointment of proxies

Shareholders who will not be attending the General Meeting in person may appoint a proxy to represent them. To do this, shareholders must sign their admission cards and deliver them to the persons they wish to appoint. In particular, shareholders may elect to have a third party represent them or they may be represented by the designated independent proxy. BDO AG, Münchensteinerstrasse 43, 4052 Basel, Switzerland, serves as the designated independent proxy as defined in Art. 689c of the Swiss Code of Obligations. Shareholders wishing to be represented by the independent proxy should send their proxy authorisations and instructions directly to BDO AG.

Electronic authorisations and instructions to the independent proxy

Shareholders may cast their votes remotely at <http://roche.com/gv> by issuing electronic authorisations and instructions to the independent proxy. The requisite login data is enclosed with the meeting materials supplied to shareholders. Shareholders thus have the option of voting in person, through a proxy, or remotely by issuing electronic authorisations and instructions to the independent proxy. Shareholders may vote by remote electronic ballot, or change any instructions they may have communicated electronically, up to but no later than Sunday, 28 February 2016, at 8.00 PM. Due to practical reasons, the decision to vote by remote electronic ballot can only be reversed once, up to but no later than Thursday, 25 February 2016, at 4.00 PM, should a shareholder later decide he or she would rather attend in person or be represented by a proxy. Shareholders who have exercised their right to vote at a General Meeting by remote electronic ballot are not then permitted to attend the General Meeting in person.

Basel, 4 February 2016

On behalf of the Board of Directors,
Dr Christoph Franz, Chairman