



Roche Holding Ltd, Basel, Switzerland

Notice of the 2006 Annual General Meeting of Shareholders

To be held on Monday, 27 February 2006, starting at 10.30 a.m. (doors open at 09.30 a.m.), at the Convention Center in the Basel Trade Fair Complex (entrance next to the Le Plaza Hotel), Basel, Switzerland.

The Annual General Meeting will be held in German language.

Agenda and proposals

1. Approval of the Annual Report, Financial Statements and Consolidated Financial Statements for 2005

The Board of Directors proposes that the Annual Report, Financial Statements and Consolidated Financial Statements for 2005 be approved.

2. Ratification of the Board of Directors' actions

The Board of Directors proposes that the actions taken by its members in 2005 be affirmed and ratified.

3. Vote on the appropriation of available earnings

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|-----------------------------------|-------------------|
| Net profit for 2005 | CHF 2,389,789,792 |
| Balance brought forward from 2004 | CHF 3,935,888 |
| Available earnings | CHF 2,393,725,680 |

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| The Board of Directors proposes the distribution of an ordinary dividend of CHF 2.50 gross per share and non-voting equity security (<i>Genussschein</i>) (previous year CHF 2.00) | CHF 2,156,406,750 |
| Transfer to free reserve | CHF 233,000,000 |
| Total appropriation of available earnings | CHF 2,389,406,750 |
| To be carried forward on this account | CHF 4,318,930 |

4. Election of Directors

(nominations will be voted on separately)

The Board of Directors proposes:

- 4.1 The re-election of Mr Peter Brabeck-Letmathe to the Board for a term of four years as provided by the Articles of Incorporation.
- 4.2 The re-election of Dr DeAnne Julius to the Board for a term of four years as provided by the Articles of Incorporation.
- 4.3 The re-election of Prof. Horst Teltschik to the Board for a term of four years as provided by the Articles of Incorporation.
- 4.4 The election of Prof. Beatrice Weder di Mauro as a new member of the Board for a term of four years as provided by the Articles of Incorporation.

5. Election of Statutory and Group Auditors

The Board of Directors proposes that KPMG Klynveld Peat Marwick Goerdeler SA be re-elected as Statutory and Group Auditors for the 2006 financial year.

Admission cards

Under the Company's Articles of Incorporation, shareholders wishing to attend the Annual General Meeting may request admission cards no later than Wednesday, 22 February 2006, either from our Company (phone: 055 617 37 32, fax: 055 617 37 28) or from any Swiss bank. 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 inform 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 6 February 2006, the Annual Report, the Report of the Statutory Auditors and the Report of the Group Auditors will be available for inspection by shareholders at our Basel offices and on the Internet at <http://www.roche.com/home/figures.htm>. From the same date, copies of these documents may also be obtained from our Company (fax: 061 688 43 43).

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 their bank or professional portfolio manager represent them as a proxy holder of deposited shares (*Depotvertreter*), or they may be represented by the designated independent proxy or by our Company.

BDO Visura, Rennweg 34, 4020 Basel, Switzerland, serves as the designated independent proxy within the meaning of 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 Visura. If you appoint BDO Visura as your proxy, your votes will be cast in favour of the proposals of the Board of Directors, absent written instructions to the contrary.

Shareholders wishing to authorise the Company to represent them are to sign their admission cards, designating Roche Holding Ltd as proxy, and send them to us, attn. Secretary to the Board of Directors, Bldg 21/143, 4070 Basel, Switzerland. In this case, shareholders' votes will be cast in favour of the proposals of the Board of Directors.

Proxy holders of deposited shares

Proxy holders of deposited shares within the meaning of Art. 689d of the Swiss Code of Obligations are asked to inform the Company of the number of shares they represent at the earliest possible date prior to the General Meeting, and to do so no later than 27 February 2006, when they present their admission cards for the General Meeting.

Basel, 2 February 2006

For the Board of Directors:
Dr Franz B. Humer, Chairman