



Roche Holding Ltd, Basel, Switzerland

Notice of the 2011 Annual General Meeting of Shareholders

To be held on Tuesday, 1 March 2011, 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 2010 and the Remuneration Report

1.1 The Board of Directors proposes that the Annual Report, Annual Financial Statements and Consolidated Financial Statements for 2010 be approved.

1.2 The Board of Directors proposes that the Remuneration Report (see Annual Report pages 91–101) be approved. This document contains the principles governing the remuneration paid to the Board of Directors and Corporate Executive Committee and reports on the amounts paid to the members of both bodies in 2010. This vote is purely consultative.

2. Ratification of the Board of Directors' actions

The Board of Directors proposes that the actions taken by its members in 2010 be affirmed and ratified.

3. Vote on the appropriation of available earnings

Net profit for 2010	CHF	5,919,098,384
Balance brought forward from 2009	CHF	210,556,466
Available earnings	CHF	6,129,654,850

The Board of Directors proposes the distribution of an ordinary dividend of CHF 6.60 gross per share and non-voting equity security (*Genussschein*) (previous year CHF 6.00)

Total appropriation of available earnings	CHF	5,692,913,820
To be carried forward on this account	CHF	436,741,030

4. Amendment to the Articles of Incorporation

Decision on amendments to a reduction in Directors' term of office from three to two years by modifying §18 paragraph 2 of the Articles of Incorporation.

The Board of Directors proposes that the amendments to the Articles of Incorporation be approved.

Current wording: New wording:

§18 para. 2	The Members of the Board of Directors are to be elected for a period of three years, the time from one Annual General Meeting to the next being regarded as one year. A portion of the Board of Directors is to be elected each year.	§18 para. 2	The Members of the Board of Directors are to be elected for a period of <i>two</i> years, the time from one Annual General Meeting to the next being regarded as one year. A portion of the Board of Directors is to be elected each year.
-------------	---	-------------	--

5. Election of Directors

(nominations will be voted on separately)

The Board of Directors proposes:

5.1 The re-election of Prof. Pius Baschera to the Board for the term as provided by the Articles of Incorporation.

5.2 The re-election of Prof. Bruno Gehrig to the Board for the term as provided by the Articles of Incorporation.

5.3 The re-election of Mr Lodewijk J.R. de Vink to the Board for the term as provided by the Articles of Incorporation.

5.4 The re-election of Dr Andreas Oeri to the Board for the term as provided by the Articles of Incorporation.

5.5 The election of Mr Paul Bulcke to the Board for the term as provided by the Articles of Incorporation.

5.6 The election of Mr Peter R. Voser to the Board for the term as provided by the Articles of Incorporation.

5.7 The election of Dr Christoph Franz to the Board for the term as provided by the Articles of Incorporation.

6. Election of Statutory Auditors

The Board of Directors proposes that KPMG Ltd. be elected as Statutory Auditors for the 2011 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 Thursday, 24 February 2011, 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 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 8 February 2011, the Annual Report and the reports of the Statutory Auditors will be available for inspection by shareholders at our Basel offices and 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 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. BDO LTD., Münchensteinerstrasse 43, 4052 Basel, Switzerland, serves as the designated independent proxy within the meaning of Art. 689b 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 LTD. If you appoint BDO LTD. as your proxy, your votes will be cast in favour of the proposals of the Board of Directors, absent written instructions to the contrary. This particularly applies to any additional proposals put forward at the Annual General Meeting.

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 1 March 2011, when they present their admission cards for the General Meeting.

Basel, 3 February 2011

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