



Roche Holding Ltd, Basel, Switzerland

Notice of the 2014 Annual General Meeting of Shareholders

to be held on Tuesday, 4 March 2014, 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 2013 and the Remuneration Report 2013

- 1.1 The Board of Directors proposes that the Annual Report, Annual Financial Statements and Consolidated Financial Statements for 2013 be approved.
- 1.2 The Board of Directors proposes that the Remuneration Report 2013 (see Annual Report pages 130–146) be approved.

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

- 2.1 The Board of Directors proposes the approval of a total of CHF 9,316,780 in bonuses for the Corporate Executive Committee for 2013 (see Annual Report page 142 [for the total amount], page 137 [for the CEO, for 8,162 shares blocked for 10 years] and page 138 [for the Corporate Executive Committee]).
- 2.2 The Board of Directors proposes the approval of a bonus of CHF 2,791,950 for the Chairman of the Board of Directors for 2013 (for 20,406 shares blocked for 10 years, see Annual Report page 136).

3. Ratification of the Board of Directors' actions

The Board of Directors proposes that the actions taken by its members in 2013 be affirmed and ratified.

4. Vote on the appropriation of available earnings

Net profit for 2013	CHF	6,942,928,717
Balance brought forward from 2012	CHF	801,940,014
Available earnings	CHF	7,744,868,731
The Board of Directors proposes the distribution of an ordinary dividend of CHF 7.80 gross per share and non-voting equity security (<i>Genussschein</i>) (previous year CHF 7.35)		
Transfer to free reserve	CHF	–
Total appropriation of available earnings	CHF	6,727,989,060
To be carried forward on this account	CHF	1,016,879,671

5. 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:

- 5.1 The election of Dr Christoph Franz to the Board as Chairman for a term of one year.
- 5.2 The election of Dr Christoph Franz as a member of the Remuneration Committee for a term of one year.
- 5.3 The election of Mr André Hoffmann, a representative of the current shareholder group with pooled voting rights (see Annual Report 2013, page 13), to the Board for a term of one year.
- 5.4 The election of Mr André Hoffmann as a member of the Remuneration Committee for a term of one year.
- 5.5 The election of Prof. Pius Baschera to the Board for a term of one year.
- 5.6 The election of Prof. Sir John Bell to the Board for a term of one year.
- 5.7 The election of Mr Paul Bulcke to the Board for a term of one year.
- 5.8 The election of Dame DeAnne Julius to the Board for a term of one year.
- 5.9 The election of Dr Arthur D. Levinson to the Board for a term of one year.
- 5.10 The election of Dr Arthur D. Levinson to the Remuneration Committee for a term of one year.
- 5.11 The election of Dr Andreas Oeri, a representative of the current shareholder group with pooled voting rights (see Annual Report 2013, page 13), to the Board for a term of one year.
- 5.12 The election of Dr Severin Schwan to the Board for a term of one year.
- 5.13 The election of Mr Peter R. Voser to the Board for a term of one year.
- 5.14 The election of Mr Peter R. Voser to the Remuneration Committee for a term of one year.
- 5.15 The election of Prof. Beatrice Weder di Mauro to the Board for a term of one year.

6. Amendments to the Articles of Incorporation

Vote on various amendments to the Articles of Incorporation implementing the 'Ordinance against excessive compensation in listed corporations' (German: 'Verordnung gegen übermässige Vergütungen bei börsenkotierten Aktiengesellschaften [VegüV]') and based on the federal act on intermediated securities (§6 and §12) and the changed deadline for submitting agenda items for an Annual General meeting (§10 para. 2). 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 following amendments (separate votes):

- 6.1 Amendment of §6 and §12: amendments to be approved.
- 6.2 Amendment of §10: amendments to be approved.
- 6.3 Amendment of §15: amendments to be approved.
- 6.4 Amendment of §18: amendments to be approved.
- 6.5 Amendment of §22: amendments to be approved.
- 6.6 Amendment of §24 and §25: amendments to be approved.
- 6.7 Final vote: Approval of all proposed amendments to the Articles of Incorporation.

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 11,000,000 in remuneration for the Board of Directors until the 2015 ordinary Annual General Meeting, excluding the bonus for the Chairman of the Board of Directors for the 2014 financial year which will be proposed for approval at the 2015 Annual General Meeting (see Annual Report page 136).

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 36,000,000 in remuneration for the Corporate Executive Committee until the 2015 ordinary Annual General Meeting, excluding bonuses for the 2014 financial year which will be proposed for approval at the 2015 Annual General Meeting (see Annual Report page 142).

9. Election of the independent proxy

The Board of Directors proposes the election of BDO AG as the independent proxy for the period from 2014 until the conclusion of the 2015 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 2014 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, 27 February 2014, 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 7 February 2014, 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 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 now 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 12:00 noon on the day before the General Meeting. Due to practical reasons, the decision to vote by remote electronic ballot can only be reversed once, up to but no later than four days before the General Meeting, 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, 30 January 2014

On behalf of the Board of Directors,
Dr Franz B. Humer, Chairman