



Roche Holding Ltd, Basel, Switzerland

Notice of the 2008 Annual General Meeting of Shareholders

To be held on Tuesday, 4 March 2008, starting at 10.30 a.m. (doors open at 09.30 a.m.), 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 (including the remuneration report), Financial Statements and Consolidated Financial Statements for 2007

The Board of Directors proposes that the Annual Report (including the remuneration report), Financial Statements and Consolidated Financial Statements for 2007 be approved.

2. Ratification of the Board of Directors' actions

The Board of Directors proposes that the actions taken by its members in 2007 be affirmed and ratified.

3. Vote on the appropriation of available earnings

Net profit for 2007	CHF	4,237,700,323
Balance brought forward from 2006	CHF	520,281
Available earnings	CHF	4,238,220,604
The Board of Directors proposes the distribution of an ordinary dividend of CHF 4.60 gross per share and non-voting equity security (<i>Genussschein</i>) (previous year CHF 3.40)		
Transfer to free reserve	CHF	268,600,000
Total appropriation of available earnings	CHF	4,236,388,420
To be carried forward on this account	CHF	1,832,184

4. Amendment to the Articles of Incorporation

Decision on amendments to the residence and nationality requirements for members of the Board of Directors and a reduction in Directors' term of office from four to three years by modifying §18 paragraphs 1 and 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. 1 The Board of Directors is made up of at least seven members, the majority of whom must be Swiss citizens resident in Switzerland.	§18 para. 1 The Board of Directors is made up of at least seven members.
para. 2 The Members of the Board of Directors are to be elected for a period of four 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.	para. 2 The Members of the Board of Directors are to be elected for a period of <i>three</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. Bruno Gehrig to the Board as provided by the Articles of Incorporation.
- 5.2 The re-election of Mr Lodewijk J.R. de Vink to the Board as provided by the Articles of Incorporation.
- 5.3 The re-election of Mr Walter Frey to the Board as provided by the Articles of Incorporation.

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

6. 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 2008 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, 28 February 2008, 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 5 February 2008, 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. BDO Visura, Münchensteinerstrasse 43, 4052 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. 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 4 March 2008, when they present their admission cards for the General Meeting.

Basel, 5 February 2008

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