



Roche Holding Ltd, Basel, Switzerland

Notice of the 2019 Annual General Meeting of Shareholders

to be held on Tuesday, 5 March 2019, 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 Management Report, Annual Financial Statements and Consolidated Financial Statements for 2018

The Board of Directors proposes that the Management Report, Annual Financial Statements and Consolidated Financial Statements for 2018 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 of Directors for 2018

2.1 The Board of Directors proposes the approval of a total of CHF 9,291,950 (excluding legally required employer's contributions to AHV/IV/ALV) in bonuses for the Corporate Executive Committee for 2018 (see 2018 Annual Report page 143 [for the total amount], page 138 [for the CEO of the Roche Group: shares blocked for 10 years] and page 139 [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 2018 Annual Report page 134) for the Chairman of the Board of Directors for 2018.

3. Ratification of the Board of Directors' actions

The Board of Directors proposes that the actions taken by its members in 2018 be affirmed and ratified.

4. Vote on the appropriation of available earnings

Net profit for 2018	CHF	7,653,109,954
Balance brought forward from 2017	CHF	918,813,395
Available earnings	CHF	8,571,923,349

The Board of Directors proposes the distribution of an ordinary dividend of CHF 8.70 (previous year CHF 8.30) gross per share and non-voting equity security (<i>Genussschein</i>)	CHF	7,504,295,490
Transfer to free reserve	CHF	-
Total appropriation of available earnings	CHF	7,504,295,490
To be carried forward on this account	CHF	1,067,627,859

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 re-election of Dr Christoph Franz to the Board as Chairman for a term of one year.
- 5.2 The re-election of Dr Christoph Franz as a member of the Remuneration Committee for a term of one year.
- 5.3 The re-election of Mr André Hoffmann, a representative of the current shareholder group with pooled voting rights (see 2018 Annual Report page 107 and 111) to the Board for a term of one year.
- 5.4 The re-election of Prof. Sir John Bell to the Board for a term of one year.
- 5.5 The re-election of Ms Julie Brown to the Board for a term of one year.
- 5.6 The re-election of Mr Paul Bulcke to the Board for a term of one year.
- 5.7 The re-election of Ms Anita Hauser to the Board for a term of one year.
- 5.8 The re-election of Prof. Richard P. Lifton to the Board for a term of one year.
- 5.9 The re-election of Dr Andreas Oeri, a representative of the current shareholder group with pooled voting rights (see 2018 Annual Report page 107 and 111) to the Board for a term of one year.
- 5.10 The re-election of Mr Bernard Poussot to the Board for a term of one year.
- 5.11 The re-election of Dr Severin Schwan to the Board for a term of one year.
- 5.12 The re-election of Dr Claudia Suessmuth Dyckerhoff to the Board for a term of one year.
- 5.13 The re-election of Mr Peter R. Voser to the Board for a term of one year.
- 5.14 The election of Prof. Hans Clevers to the Board for a term of one year.
- 5.15 The re-election of Mr André Hoffmann as a member of the Remuneration Committee for a term of one year.
- 5.16 The re-election of Prof. Richard P. Lifton as a member of the Remuneration Committee for a term of one year.
- 5.17 The re-election of Mr Bernard Poussot as a member of the Remuneration Committee for a term of one year.
- 5.18 The re-election of Mr Peter R. Voser as a member of the Remuneration Committee for a term of one year.

6. Amendments to the Articles of Incorporation

Vote on the amendment to the Articles of Incorporation regarding the Stock-settled Stock Appreciation Rights (S-SARs) and Restricted Stock Units (RSUs), see 2018 Annual Report page 128, 3.1.6, and https://www.roche.com/about/governance/annual_general_meetings.htm:
§ 25 para. 6 lit. c, para. 2, 3rd and 4th sentence: «For the members of the Executive Committee, all S-SARs vest three years during and/or at the end of a period of time defined by the Remuneration Committee after the grant date. Vested S-SARs can be exercised (converted into non-voting equity securities [*Genussscheine*] and/or shares or, at the discretion of the Board of Directors, into their cash equivalent) within seven a maximum of ten years of the grant date.»;

§ 25 para. 6 lit. c, para. 3, 1st and 2nd sentence: «RSUs, i.e. the right to receive non-voting equity securities (*Genussscheine*) and/or shares after a three-year vesting period defined by the Remuneration Committee plus a value adjustment (being the amount equivalent to the sum of the dividend paid during the vesting period attributable to the number of non-voting equity securities [*Genussscheine*] and/or shares for which an individual

award has been granted) are allocated individually at the Remuneration Committee's discretion. RSUs are not definitively allocated and transferred to the recipient after a period of time defined by the Remuneration Committee or at the end of the defined vesting period until three years later.»

The Board of Directors proposes the approval of the 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 10,000,000 (excluding legally required employer's contributions to AHV/IV/ALV) in remuneration for the Board of Directors until the 2020 ordinary Annual General Meeting, excluding the bonus for the Chairman of the Board of Directors for the financial year 2019 which will be proposed for approval at the 2020 Annual General Meeting (see 2018 Annual Report page 135).

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 38,000,000 (excluding legally required employer's contributions to AHV/IV/ALV) in remuneration for the Corporate Executive Committee until the 2020 ordinary Annual General Meeting, excluding bonuses for the financial year 2019 which will be proposed for approval at the 2020 Annual General Meeting (see 2018 Annual Report page 143).

9. Election of the independent proxy

The Board of Directors proposes the election of BDO AG as the independent proxy for the period from 2019 until the conclusion of the 2020 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 2019.

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 2019, either from our Company (phone: +41 (0)55 617 37 32, fax: +41 (0)55 617 37 28) or from any bank branch domiciled in Switzerland. Shares (valor number: 1,203,211) 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

The Annual Report and the reports of the Statutory Auditors are on the Internet at <https://www.roche.com/investors.htm> and will be available for inspection by shareholders at our Basel offices from 6 February 2019. These and further documents are available on <https://www.roche.com/publications.htm> or can be ordered by e-mail or fax. E-mail: basel.warehouse-services@roche.com, fax: +41 (0)61 688 69 02.

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, 3 March 2019, 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, 28 February 2019, 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, 6 February 2019

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