



Roche Holding Ltd, Basel

# Extraordinary General Meeting to be held on 26 November 2021

On 4 November 2021, Roche Holding Ltd announced that it has entered into an agreement with Novartis Holding AG regarding the repurchase from Novartis Holding AG of 53.3 million Roche shares. The repurchase is conditional upon the approval of a capital reduction by cancellation of the shares to be repurchased from Novartis Holding AG and the approval of the interim financial statements prepared for the purpose of the repurchase transaction by an extraordinary general meeting of shareholders of Roche Holding Ltd.

In view of the continued tense situation in the fight against the coronavirus, our top priority is to protect our shareholders against a possible health-related threat or infection with COVID-19.

As a precautionary and prudent measure, **the Board of Directors has decided to conduct the Extraordinary General Meeting of Roche Holding Ltd on Friday, 26 November 2021**, in accordance with art. 8 of the Federal Act on the Statutory Principles for Federal Council Ordinances on Combating the COVID-19 Epidemic (COVID-19 Act) and art. 27 of the Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) (COVID-19 Ordinance 3) **without the physical presence of shareholders.**

**The Extraordinary General Meeting will therefore be held on 26 November 2021 from 10.30 am, with only the persons in attendance required by law or the Articles of Incorporation, at the premises of Roche Holding Ltd, Grenzacherstrasse 124, 4058 Basel.**

**Roche shareholders may exercise their rights exclusively via the independent proxy, Testaris AG.** The results of the vote determined on the basis of the instructions given to Testaris AG will be published in the minutes which will be made available at [https://www.roche.com/about/governance/annual\\_general\\_meetings.htm](https://www.roche.com/about/governance/annual_general_meetings.htm).

Further information is available at [https://www.roche.com/about/governance/annual\\_general\\_meetings.htm](https://www.roche.com/about/governance/annual_general_meetings.htm).

## Agenda and proposals

### 1. Approval of the audited statutory interim financial statements (standalone financial statements) of the Company as of 31 October 2021 (the audit report of the statutory auditor KPMG AG, Basel, is available)

Proposal of the Board of Directors: The Board of Directors proposes that the audited statutory interim financial statements (standalone financial statements) of the Company as of 31 October 2021 be approved.

### 2. Approval of the share capital reduction by cancellation of 53,309,000 bearer shares with a nominal value of CHF 1 each

Proposal of the Board of Directors: The Board of Directors proposes

- (A) to reduce the Company's share capital by an amount of CHF 53,309,000 from CHF 160,000,000 to CHF 106,691,000 through the cancellation of 53,309,000 bearer shares with a nominal value of CHF 1 each to be repurchased by the Company from Novartis Holding AG pursuant to the repurchase agreement dated 3 November 2021 and to account for the difference between the acquisition cost and the nominal value of the bearer shares to be cancelled through a reduction of voluntary reserves and retained earnings;
- (B) to determine the result of the audit report pursuant to art. 732 para. 2 of the Swiss Code of Obligations (CO) of the state-supervised audit firm KPMG AG, Basel, which has been made available to the shareholders and is available at the Extraordinary General Meeting, according to which the claims of the creditors are fully covered despite the reduction of the share capital;
- (C) to amend § 3 para. 1 and para. 2 of the Company's Articles of Incorporation as follows:
- 1 The Company's share capital is CHF 106,691,000, divided into 106,691,000 fully paid up bearer shares with a nominal value of 1 Swiss franc each.
  - 2 The shares bear the numbers assigned to them by the Company.\* and
- (D) to instruct the Board of Directors to implement the capital reduction, including the creditor calls and the application for registration in the commercial register.

\* Unofficial English translation of the German original. Only the German version is authoritative.

## Authorisation

**Shareholders may exercise their rights exclusively via the independent proxy, Testaris AG.** Shareholders wishing to exercise their rights may request their voting documentation by no later than Monday, 22 November 2021 either from the Company (phone: + 41 (0)55 617 37 32, fax: +41 (0)55 617 37 28) or from any bank branch domiciled in Switzerland against deposit of their shares (security number: 1,203,211). § 12 of the Articles of Incorporation requires that the voting documentation be issued in the shareholder's name. Shareholders depositing their shares with a bank have to instruct that bank to inform the Company of the name of the entitled shareholder.

## Documents

An information letter by the Chairman, the audit report of KPMG AG, Basel, containing the statutory financial statements of the Company as of 31 October 2021 (standalone financial statements) as well as the audit report pursuant to art. 732 para. 2 CO of KPMG AG, Basel, are available online at [https://www.roche.com/about/governance/annual\\_general\\_meetings.htm](https://www.roche.com/about/governance/annual_general_meetings.htm), are also available for inspection by shareholders at the registered office of the Company in Basel from 5 November 2021 and will be sent to shareholders who request the voting documentation together with that documentation, in the form of an information brochure.

## Appointment of independent proxy

Testaris AG, Malzgasse 18, 4052 Basel, serves as the designated independent proxy as defined in art. 689c CO and art. 8 of the Ordinance Against Excessive Compensation in Listed Corporations (VegüV). Shareholders wishing to exercise their rights have to send their proxy authorisations and instructions by post to the independent proxy or use the electronic authorisations and instructions to the independent proxy.

## Authorisations and instructions to the independent proxy by post

Shareholders may cast their votes by granting and issuing authorisations and instructions to the independent proxy by post. The required instruction form will be enclosed in the voting documentation sent to shareholders. Shareholders may vote by post by no later than Wednesday, 24 November 2021 (meaning the instruction form has to be received by the independent proxy by that date).

## Electronic authorisations and instructions to the independent proxy

Shareholders may cast their votes by granting and issuing electronic authorisations and instructions to the independent proxy at [https://www.roche.com/de/about/governance/annual\\_general\\_meetings.htm](https://www.roche.com/de/about/governance/annual_general_meetings.htm). The required login data will be enclosed in the voting documentation sent to shareholders. Shareholders may grant and issue electronic authorisations and instructions, or change any instructions they may have communicated electronically, by no later than Wednesday, 24 November 2021, at 8.00 pm.

If a shareholder issues instructions both by post and electronically, the last instructions issued will be authoritative.

Basel, 5 November 2021

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

This publication is not the official publication of the invitation to the Extraordinary General Meeting of the Company. The official, authoritative publication is the publication in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*).