



Roche Holding Ltd, Basel

2022 Annual General Meeting of Shareholders

Due to the ongoing tense situation in connection with the COVID-19 pandemic, our top priority is to protect our shareholders from potential health risks. As a precautionary and prudent measure, the Board of Directors has decided to conduct the **Annual General Meeting of Roche Holding Ltd on Tuesday, 15 March 2022**, in accordance with Art. 8 of the COVID-19 Act and Art. 27 of the COVID-19 Ordinance 3 without the physical presence of shareholders.

The Annual General Meeting will therefore be held on 15 March 2022 at 10.30 am, with only the representatives of Roche Holding Ltd and 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 written or electronically submitted instructions to the independent proxy, Testaris AG.** We will be broadcasting this year's Annual General Meeting live on the Internet. The **link to the livestream** and further information on the Annual General Meeting can be found at https://www.roche.com/about/governance/annual_general_meetings.htm where also the minutes with the final voting and election results will subsequently be published.

Agenda and proposals

1. Approval of the Management Report, Annual Financial Statements and Consolidated Financial Statements for 2021

The Board of Directors proposes that the Management Report, Annual Financial Statements and Consolidated Financial Statements for 2021 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 2021

2.1 The Board of Directors proposes the approval of a total of CHF 10,491,950 (excluding legally required employer's contributions to AHV/IV/ALV) in bonuses for the Corporate Executive Committee for 2021 (see 2021 Annual Report page 184 [for the total amount], page 180 [for the CEO of the Roche Group: shares blocked for 10 years] and page 181 [for the Corporate Executive Committee]).

2.2 The Board of Directors proposes the approval of the total bonus amount of CHF 949,263 (in form of shares blocked for 10 years and excluding legally required employer's contributions to AHV/IV/ALV, see 2021 Annual Report page 176) for the Chairman of the Board of Directors for 2021.

3. Ratification of the Board of Directors' actions

The Board of Directors proposes that the actions taken by its members in 2021 be affirmed and ratified.

4. Vote on the appropriation of available earnings

Balance brought forward from previous year	CHF 1,164,996,707
Net profit for 2021	CHF 18,086,636,971
Release of free reserve	CHF 6,000,000,000
Release of special reserve	CHF 2,152,083,979
Reduction as per the resolution of the extraordinary General Meeting of 26 November 2021 for 53,309,000 shares scheduled to be cancelled in early 2022 when the necessary legal procedures have been completed	(CHF 18,940,490,937)
Total available earnings	CHF 8,463,226,720

The Board of Directors proposes the distribution of an ordinary dividend of CHF 9.30 (previous year CHF 9.10) gross per share entitled to dividend and non-voting equity security (*Genussschein*) (CHF 7,526,059,410)

Total appropriation of available earnings	(CHF 7,526,059,410)
To be carried forward on this account	CHF 937,167,310

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 2021 Annual Report page 146 and 149), to the Board for a term of one year.

5.4 The re-election of Ms Julie Brown to the Board for a term of one year.

5.5 The re-election of Dr Jörg Duschmalé, a representative of the current shareholder group with pooled voting rights (see 2021 Annual Report page 146 and 149), to the Board for a term of one year.

5.6 The re-election of Dr Patrick Frost 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 Mr Bernard Poussot to the Board for a term of one year.

5.10 The re-election of Dr Severin Schwan to the Board for a term of one year.

5.11 The re-election of Dr Claudia Suessmuth Dyckerhoff to the Board for a term of one year.

5.12 The election of Dr Jemilah Mahmood to the Board for a term of one year (CV: https://www.roche.com/en/about/governance/annual_general_meetings.htm).

5.13 The re-election of Mr André Hoffmann as a member of the Remuneration Committee for a term of one year.

5.14 The re-election of Prof. Richard P. Lifton as a member of the Remuneration Committee for a term of one year.

5.15 The re-election of Mr Bernard Poussot as a member of the Remuneration Committee for a term of one year.

5.16 The election of Dr Patrick Frost as a member of the Remuneration Committee for a term of one year.

6. 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 2023 ordinary Annual General Meeting, excluding the bonus for the Chairman of the Board of Directors for the financial year 2022 which will be proposed for approval at the 2023 Annual General Meeting (see 2021 Annual Report page 177).

7. 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 2023 ordinary Annual General Meeting, excluding bonuses for the financial year 2022 which will be proposed for approval at the 2023 Annual General Meeting (see 2021 Annual Report page 185).

8. Election of the independent proxy

The Board of Directors proposes the election of Testaris AG as independent proxy for the period from 2022 until the conclusion of the 2023 ordinary Annual General Meeting of shareholders.

9. Election of Statutory Auditors

The Board of Directors proposes the election of KPMG AG as Statutory Auditors for the financial year 2022.

Ordering of voting material

Shareholders who would like to exercise their rights and participate in the elections and voting may request their voting material no later than **Thursday, 10 March 2022**, either from any bank branch domiciled in Switzerland by depositing their shares (valor number: 1 203 211) or from our partner organisation Nimbus AG (e-mail: roche@nimbus.ch, phone: +41 (0)55 617 37 32, fax: +41 (0)55 617 37 28) by providing the depositary confirmation. Our Articles of Incorporation (§ 12) require that the voting documents will be issued in the name of the shareholder. Shareholders depositing their shares with a bank must instruct the bank to provide their names to us.

Inspection and ordering of reports

The Annual Report and the reports of the Statutory Auditors are published on the internet (<https://www.roche.com/investors.htm>) and will be available for inspection by shareholders at our Basel offices as of 14 February 2022. These and further documents are also available and can be ordered at <https://www.roche.com/publications.htm>.

Representation by the independent proxy

Testaris AG, Malzgasse 18, 4052 Basel, Switzerland, serves as designated independent proxy as defined in Art. 689c of the Swiss Code of Obligations and Art. 8 of the Ordinance against excessive compensation at listed joint-stock companies (VegÜV). Shareholders wishing to be represented by the independent proxy must send their authorisations and instructions to the independent proxy, either in the form of **written instructions sent by post** or by **remote electronic voting**.

Voting via authorisations and instructions to the independent proxy

Shareholders may participate in the elections and votes exclusively by issuing authorisations and instructions to the independent proxy, either in the form of **written instructions sent by post** or by **remote electronic voting**. The written instructions form as well as the required login data for the remote electronic voting is enclosed with the voting materials sent to the shareholders.

Shareholders may provide their written or electronic instructions (incl. the amendment of already provided electronic instructions) by **Sunday, 13 March 2022, at 8.00 pm** at the latest (meaning the independent proxy must receive the written instructions form by that date). If a shareholder issues instructions both by post and electronically, the instructions issued last will be authoritative.

Basel, 17 February 2022

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