



Remuneration Report

1. Principles

Roche is an innovative and agile company whose success depends substantially on the expertise, motivation and performance of its employees. This conviction forms the basis of our compensation policy.

Roche aims to remunerate all employees fairly, transparently and in line with market conditions, to enable them to participate appropriately in the company's success. We pursue this goal by providing equitable, competitive, performance-based and results-oriented compensation.

We strive for a balanced mix of fixed and variable compensation components geared to each employee's position and management responsibility.

Firstly, the variable components are intended to create additional financial incentives to achieve corporate goals and to keep innovation at a consistently high level while increasing the value that the company creates for all stakeholder groups. Secondly, in order to allow employees and managers to participate in the company's business success, adequate compensation measures are key. Both objectives are incentivised by annual bonus payments and long-term securities-based programmes.

For a global company like Roche, market-competitive remuneration plays a key role

along with a performance- and success-based, transparent compensation structure. To ensure that compensation packages are competitive, both the structure and individual components are regularly benchmarked based on the relevant Swiss, European and international market criteria. Our remuneration guidelines and their underlying principles are also subject to regular outside comparisons.

However, compensation policy is only one factor in safeguarding Roche's future success. The key element is a corporate culture that offers employees conditions in which they can make their best possible contribution to the shared corporate goal of improving healthcare to patients. This includes a sound and a sustainability-oriented value system that is based on integrity, courage and passion. At the same time, our decentralised management approach plays a major role with its wide scope for individual decision-making, respectful interactions, openness to diversity, wide-ranging training and development opportunities and an attractive working environment. A unidimensional diminishment to questions on remuneration would fall by far too short.

Roche is committed to a fair, performance-based and results-oriented compensation policy that links employees' interests with those of various other stakeholder groups.

2. Remuneration decision process and approval framework

2.1 Overview

Each year the Remuneration Committee of Roche's Board of Directors decides the remuneration of Board members and the members of the Group's Corporate Executive Committee.

Chairman, Group CEO and all other members of the Group's Corporate Executive Committee

must not be present when the Remuneration Committee decides their corresponding compensation and have no right to a say in decisions. The decision right is reserved to Remuneration Committee members only.

Remuneration decision process and approval framework as of 2021

Remuneration components	Beneficiary		Decision by	Approval by
	Board of Directors (BoD) Chairman (C)	Corporate Executive Committee (CEC) incl. CEO Roche Group		
Base pay / remuneration	✓	✓	Remuneration Committee	Annual General Meeting
Bonus	✓ (C only)	✓		
Stock-settled Stock Appreciation Rights (S-SARs)	–	✓		
Restricted Stock Units (RSUs)	–	✓		
Pension	✓ (C only)	✓		

The Remuneration Committee tracks market data on salaries at other leading global pharmaceutical companies¹ and at major Swiss companies² and reports its findings to the full Board. The external consulting firm PricewaterhouseCoopers (PwC) assists the Remuneration Committee of Roche in performing market comparisons and in advising. PwC has been awarded additional mandates in the Roche Group. Information on the Remuneration Committee's remit, powers and procedures for making remuneration decisions can be found in the Bylaws of the Roche Board of Directors³ and in the Articles of Incorporation.⁴ They are also outlined in the sections below on the principles governing specific remuneration components (see 3.).

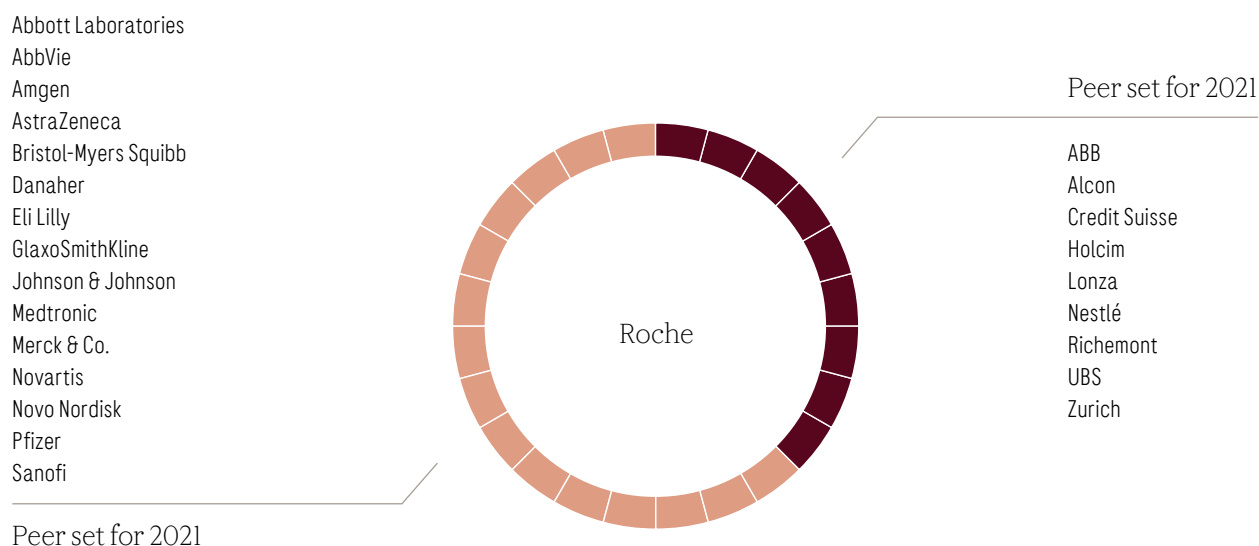
Since 2014, total aggregate amounts that are based on these decisions have been submitted to the General Meeting for approval implementing the 'Ordinance against excessive compensation at listed joint-stock companies' (Verordnung gegen übermässige Vergütungen bei börsenkotierten Aktiengesellschaften [VegüV]). The General Meeting shall vote annually and with binding effect on the approval of the remuneration (that the Board of Directors has resolved) of the Board of Directors and the Corporate Executive Committee (for details see 4. and 5.).

1 Peer set 2021: Abbott Laboratories, AbbVie, Amgen, AstraZeneca, Bristol-Myers Squibb, Danaher, Eli Lilly, GlaxoSmithKline, Johnson & Johnson, Medtronic, Merck & Co., Novartis, Novo Nordisk, Pfizer, Sanofi

2 ABB, Alcon, Credit Suisse, Holcim, Lonza, Nestlé, Richemont, UBS, Zurich

3 https://www.roche.com/about/governance/article_of_incorporation.htm

4 https://www.roche.com/about/governance/article_of_incorporation.htm



Market comparison companies for salary assessment

● Pharma peer set ● Major Swiss companies

2.2 Procedure for submitting total Board and Executive remuneration for shareholder approval at the Annual General Meeting

Each year at the Annual General Meeting (AGM) shareholders approve the total remuneration for the Board of Directors and for the Corporate Executive Committee as decided by the Board of Directors' Remuneration Committee and the Board of Directors, respectively.

According to the approval at the AGM 2014, Roche has committed itself to obtaining separate and binding shareholder approvals of the total remuneration paid to the Board of Directors and to the Corporate Executive Committee as follows:

Retrospective approval

Total aggregate bonus amounts for the Corporate Executive Committee and the Chairman of the Board of Directors for the financial year just ended will be submitted retrospectively at each ordinary AGM for separate and binding approval.

Prospective approval

All other Board and Executive aggregate remuneration will be submitted prospectively to the AGM for separate and binding approval for the period between two ordinary AGMs.

André Hoffmann, Chairman of the Remuneration Committee.



Approval of total remuneration at the Annual General Meeting (AGM) 2022

Retrospective:

Chairman (C) of the Board of Directors (BoD):

- Bonus for financial year 2021 (total amount)

Corporate Executive Committee (CEC) including CEO Roche Group:

- Bonus for financial year 2021 (total amount)

Prospective:

Board of Directors (BoD) including Chairman (C):

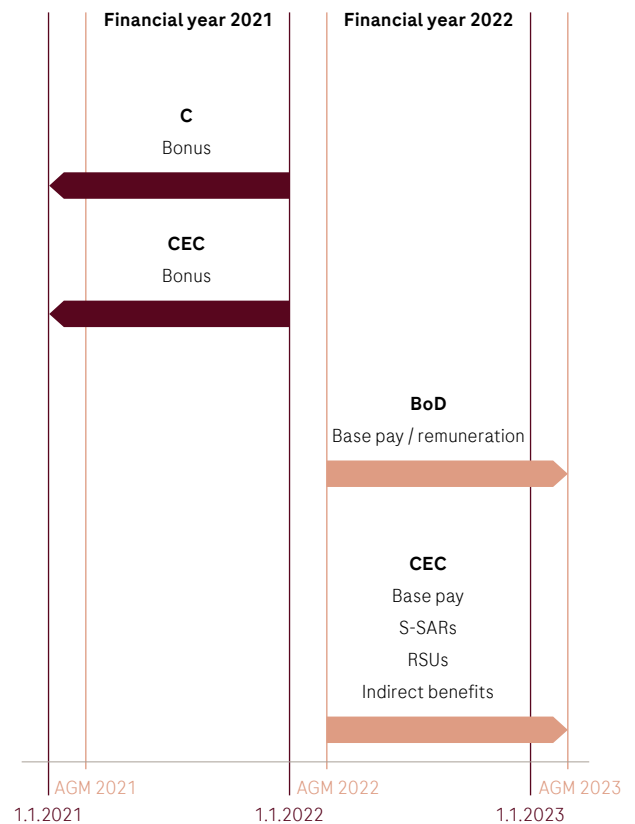
Aggregate total remuneration (AGM 2022–AGM 2023)

- Base pay / remuneration

Corporate Executive Committee (CEC) including CEO Roche Group:

Aggregate total remuneration (AGM 2022–AGM 2023)

- Base pay
- Stock-settled Stock Appreciation Rights (S-SARs)
- Restricted Stock Units (RSUs)
- Indirect benefits



3. Remuneration components

3.1 Overview of remuneration elements

The remuneration to the members of the Board of Directors and the Corporate Executive Committee is composed of the following elements:

The fixed base salary is complemented with the annual variable bonus as **Short-Term Incentive (STI)** and with perennial remuneration elements (S-SARs, RSUs) as **Long-Term Incentive (LTI)**.

The remuneration components are linked to the employees' performance, the company's financial

performance and non-financial success⁵ and thus align the interests of Roche and its employees with those of shareholders. Societal and environmental objectives⁶ are also taken into account.

The **LTI** remuneration components are intended to sustainably, homogenously and in a long-term-oriented perspective align management's interest with those of shareholders and holders of non-voting equity securities and to give participating managers an additional incentive to achieve sustainable shareholder value growth.

Composition of remuneration to the Board of Directors and the Corporate Executive Committee

Annual remuneration elements	Description	Board of Directors		Corporate Executive Committee	
		C	BoD	CEO Roche Group	CEC
Base pay / remuneration	Monthly payment (see 3.1.1 below)	✓	✓ Quarterly payments	✓	✓
Bonus	Annual payment (see 3.1.2 below)	✓ For 10 years blocked non-voting equity securities and/or shares	–	✓ For 10 years blocked non-voting equity securities and/or shares	✓ Cash
Pensions, etc.	(see 3.1.5 below)	✓	–	✓	✓
Perennial remuneration elements					
Stock-settled Stock Appreciation Rights (S-SARs)	(see 3.1.3 below)	–	–	✓ For 4 years additionally blocked non-voting equity securities after exercise	✓
Restricted Stock Units (RSUs)	(see 3.1.4 below)	–	–	✓ For 10 years blocked non-voting equity securities	✓

⁵ <https://www.roche.com/investors/sustainability-download-center/performance.htm>

⁶ https://www.roche.com/sustainability/environment/our_she_goals_and_performance.htm

The LTI of the **Corporate Executive Committee and the Enlarged Corporate Executive Committee** is composed of 80% S-SARs and 20% RSUs (based on the already existing individual target value of the total LTI for Corporate Executive Committee members of 133.33% of a base pay measured on 1 January of a year). Vesting and

expiration periods are aligned for any newly issued S-SARs and RSUs (see below). Unlike all other participants of the two programmes, members of the Corporate Executive Committee have no choice in determining the mix of RSUs and S-SARs, which as of 2019 have a four-year cliff vesting.

Corporate Executive Committee LTI

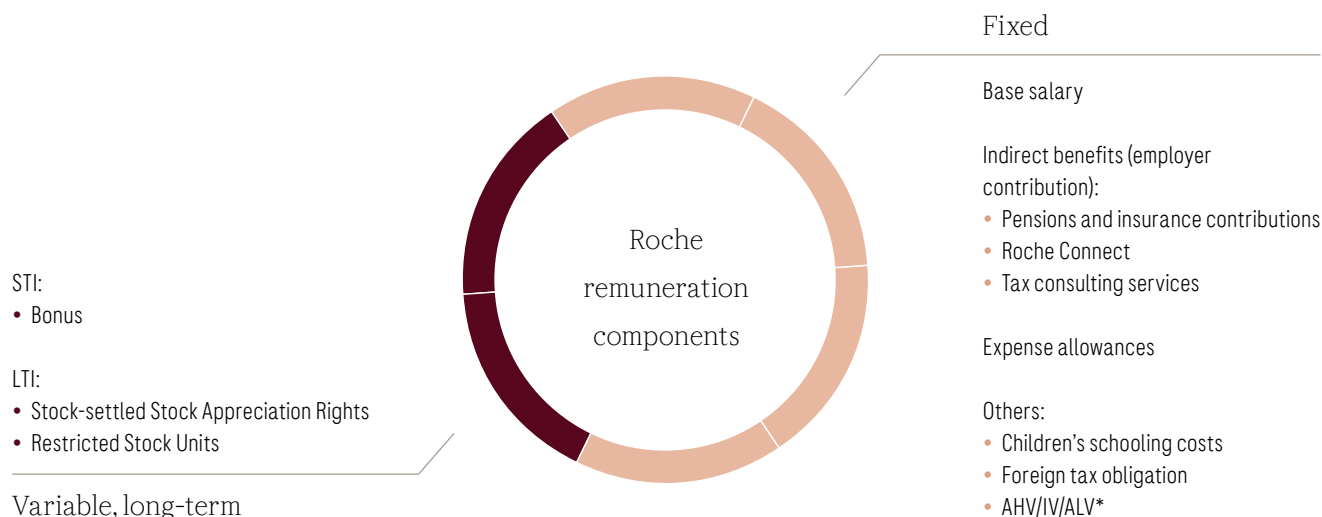
Mix (S-SARs/RSUs) fixed	Base for calculation	Vesting period	Cliff vesting	Expiration period
80% S-SARs	Based on the individual target value of the total LTI for Corporate Executive Committee members of 133.33% of a base pay measured on 1 January of a year	4 years	4 years	10 years
20% RSUs		4 years	4 years	-

The remaining participants of the S-SARs and RSUs programmes are offered on a yearly basis a choice of three combinations to determine the mix of Restricted Stock Units (RSUs) and Stock-settled Stock Appreciation Rights (S-SARs, options are used instead of S-SARs in some countries). The following options are available:

Choice 1	Choice 2	Choice 3
80% S-SARs	50% S-SARs	20% S-SARs
20% RSUs	50% RSUs	80% RSUs

Offering this level of choice empowers participants to engage more fully in their total rewards, enables them to better understand a critical element of their compensation and increases the value of the programme.

This attractively designed Roche Long-Term Incentive programme enables Roche to attract, motivate and retain the best talent and keep it aligned with the company's long-term success.



* Employer contribution of social securities' beneficial parts

3.1.1 Base pay (fixed)

Base pay (cash payment) is determined for each position based on salary market data of other leading global pharmaceutical companies (see footnote 1) and of other major Swiss companies (see footnote 2) and reflects individuals' abilities, experience and performance over time. Pay adjustments are likewise linked to individual performance and take into account prevailing market conditions and the company's overall financial situation.

The Remuneration Committee makes and reviews the final decision on the individual base pay paid to the Chairman of the Board of Directors and members of the Corporate Executive Committee and on the remuneration of the other members of the Board.

3.1.2 Bonuses (variable)

Bonuses are annually awarded for individual contributions of value creation in a business year and are meant to be an incentive to strive for outstanding results and to create new business opportunities. Bonus amounts are linked to Group and divisional core profits, sales growth at constant exchange rates, Operating Profit After Capital Charge (OPAC) based on core operating profit, core earnings per share and non-voting equity security (NES) growth at constant exchange rates, product development pipeline, diversity of employees and managers⁷ and environmental goals⁸. Additionally, they are linked to the achievement of measurable and qualitative individual or functional performance objectives. For competitive reasons, Roche does not disclose the individual performance objectives of members of its Corporate Executive Committee and of its Chairman.

⁷ https://www.roche.com/careers/for_employees/diversity.htm

⁸ https://www.roche.com/sustainability/environment/our_she_goals_and_performance.htm and SHE goals 2020-2025 for the Roche Group: <https://www.roche.com/dam/jcr:b0628c0f-51a7-49d0-9a5d-6af3f95e6ed3/en/20200331-she-goals-2020-2025-communication.pdf>

In December at the end of a reporting year or in January following a reporting year, the Remuneration Committee decides on the bonuses and their amounts payable to the Chairman of the Board and the members of the Corporate Executive Committee in respect of the relevant reporting year, based on performance against the aforementioned objectives. At the same time, the Remuneration Committee also decides in what form bonuses will be awarded, ie, cash payments and/or blocked (if applicable) non-voting equity securities and/or shares.

The Remuneration Committee uses its discretion appropriately in the weighting of each criteria and in the bonus allocation.

In 2021 in total, around 78,900 employees were eligible for a bonus under the Roche Bonus Program.

3.1.3 Stock-settled Stock Appreciation Rights (S-SARs) (long-term)

The S-SARs proportion of the LTI of the Corporate Executive Committee is 80% (based on the individual target value of the total LTI for Corporate Executive Committee members of 133.33% of a base pay measured on 1 January of a year).

S-SARs entitle holders to benefit financially from any increase in the value of Roche's non-voting equity securities between the grant date and the exercise date. S-SARs granted all vest together after four years and then have to be exercised within ten years of the grant date. Unexercised S-SARs lapse without compensation. Since 2012, the fair value of S-SARs has been calculated at the grant date using the trinomial model for American call options (for details see page 182).

S-SARs to the Corporate Executive Committee are allocated individually at the Remuneration Committee's discretion.

In 2021 in total, 22,965 employees received S-SARs.

3.1.4 Restricted Stock Units (RSUs) (long-term)

The proportion of Restricted Stock Units (RSUs) of the members of the Corporate Executive Committee is 20% of the total LTI (based on the individual target value of the total LTI for Corporate Executive Committee members of 133.33% of a base pay measured on 1 January of a year).

RSUs contain rights to receive non-voting equity securities and/or shares after a four-year vesting period 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 and/or shares for which an individual award has been granted). They will be all vested to the recipient for the Corporate Executive Committee after four years only. Thereafter, resulting non-voting equity securities and/or shares may remain blocked for up to ten years.

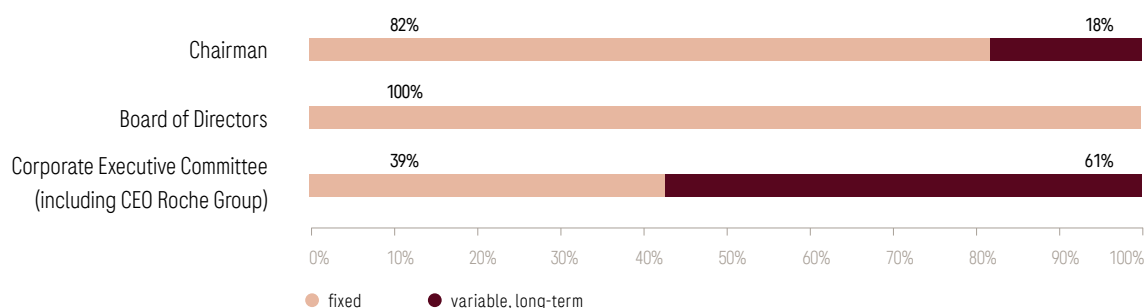
RSU awards are allocated individually for the Corporate Executive Committee at the Remuneration Committee's discretion.

In 2021, RSUs served as a remuneration component for 23,106 eligible Roche employees.

3.1.5 Indirect benefits

As shown in 5.8 (5.3 [for the CEO Roche Group] and 4.3 [for the Chairman], respectively), members of the Corporate Executive Committee additionally received indirect benefits (pension funds / insurance contributions, Roche Connect, payments for foreign tax obligation and tax consulting services and annual expense allowances). As shown under 5.9, individual members of the Corporate Executive Committee received payments for family, children and education allowances and for schooling costs for their children.

3.2 Weighting (fixed / variable, long-term) of 2021 remuneration components (at target and as percentage of total remuneration in 2021)



The variable, long-term remuneration paid out to the members of the Corporate Executive Committee ranged from 54% to 63% of the total compensation.

3.3 Ratio of variable remuneration components relative to fixed base pay of the Corporate Executive Committee 2021

Ratio of variable remuneration components (bonuses, S-SARs and RSUs) relative to % of value of fixed base pay

Criteria	STI (variable)	LTI (long-term) (total: 133,33%**)	
	Bonus	S-SARs (80% of total LTI)	RSUs (20% of total LTI)
Individual target value*	100%	106.66%**	26.66%**
Minimum	0%	0%	0%
Maximum	200%	106.66%	26.66%
Performance criteria	Group objectives (Group and divisional business performance) and individual objectives considering core profits, sales growth at constant exchange rates, Operating Profit After Capital Charge (OPAC) based on core operating profit, core earnings per share and non-voting equity security (NES) growth at constant exchange rates, product development pipeline, diversity of employees and managers, environmental goals	Value development determined by performance of NES after grant	Value development determined by performance (plus a value adjustment for dividends) of NES after grant
Split in %			
a) Group objectives	70%	n/a	n/a
b) Individual objectives	30%	n/a	n/a
Weighting criteria / Decision on objectives	At the Remuneration Committee's discretion		

n/a - not applicable

* Assessed in consideration of the performance of competitors and the macro-economic development

** Based on the already existing individual target value of the total LTI for Corporate Executive Committee members of 133.33% of a base pay measured on 1 January of a year

For all further details please refer to the following sections of this Remuneration Report.⁹

⁹ See also in the Finance Report Note 32 to the Roche Group Consolidated Financial Statements ('Related parties', page 135) and Note 6 to the Financial Statements of Roche Holding Ltd ('Board and Executive shareholdings', page 182).

4. Remuneration of the Board of Directors

4.1 Resolution and approval

Remuneration of the Chairman of the Board of Directors and of members of the Board of Directors was decided at the Remuneration Committee's discretion, taking into account market comparisons.

The remuneration is in form of cash payments and is annually tracked against market data on directors' pay at other leading global pharmaceutical companies (see footnote 1) and other major Swiss companies (see footnote 2), and is assisted by the consultancy of PwC.

As in the previous years, in 2022, the Board of Directors will separately submit the total aggregate bonus of the Chairman of the Board of Directors to the General Meeting for the 2021 financial year, for retrospective binding approval.

The maximum amounts of the total other aggregate remuneration of the Board of Directors for the period between the ordinary General Meeting 2022 and the ordinary General Meeting 2023 will be separately tabled in 2022 as in the previous years for the General Meeting's prospective binding approval (see 2.2).

4.2 Amount of remuneration to the members of the Board of Directors

In 2021, the members of the Board of Directors¹⁰ received remuneration and additional compensation in the form of quarterly fixed cash payments as shown in the 'Remuneration of members of the

Board of Directors 2021' table on page 174 for their Board activities. Roche paid employer's contributions totalling CHF 358,574 to social security agencies for the members of the Board of Directors beside the legally required contributions separately stated for the Chairman of the Board of Directors.

The basic remuneration of the Board of Directors (excluding the Chairman) has remained unchanged since 2001.

With the exception of the Chairman of the Board of Directors (bonus in form of blocked shares) and Dr Severin Schwan as an executive member of the Board, members of the Board of Directors were not awarded any shares, non-voting equity securities or S-SARs.

There are no loans or credits granted to the members of the Board of Directors.

In his capacity as a member of the Chugai International Council (CIC) of Chugai Pharmaceutical Co., Ltd. André Hoffmann received in 2021 honoraria amounting to a total of USD 20,000 (CHF 18,277).

In 2021, for their advisory service on the Genentech Scientific Resource Board, Prof. Dr Richard P. Lifton and Prof. Dr Hans Clevers received honoraria amounting to a total of USD 22,000 (CHF 20,105) each.

AUDITED

¹⁰ For a list of members, their positions and their committee memberships and chairmanships see page 146.

Remuneration of members of the Board of Directors 2021 (in CHF)

	Basic remuneration	Additional remuneration for committee members/chairs ¹¹	Additional special remuneration	Additional BVG costs*	Total remuneration
C. Franz, Chairman	(see '4.3 Total remuneration paid to the Chairman of the Board of Directors')				
A. Hoffmann, Vice-Chairman	400,000 ¹²	–	18,277 see page 173	6,904	425,181
J. Brown	300,000	60,000	–	–	360,000
P. Bulcke	300,000	30,000	–	–	330,000
H. Clevers	300,000	30,000	20,105 see page 173	–	350,105
J. Duschmalé	300,000	30,000	–	4,499	334,499
P. Frost	300,000	30,000	–	–	330,000
A. Hauser	300,000	30,000	–	6,221	336,221
R.P. Lifton	300,000	30,000	20,105 see page 173	–	350,105
B. Poussot	300,000	30,000	–	–	330,000
S. Schwan	(see '5.3 Highest total remuneration paid to Dr Severin Schwan as a member of the Corporate Executive Committee', remuneration received in his primary function as CEO Roche Group is reflected in total remuneration for the Corporate Executive Committee)				
C. Suessmuth Dyckerhoff	300,000	30,000	–	6,176	336,176
Total¹³	3,100,000	300,000	58,487	23,800	3,482,287

* Costs under the provisions of the Swiss Federal Occupational Old Age, Survivors' and Invalidity Pension Act (BVG). In accordance with the minimum requirements for insurance benefits under BVG, half of the costs for four members of the Board of Directors who are subject to compulsory insurance are borne by the company.

11 With the exception of members of the Chairman's Committee (Chairman, Vice-Chairman), Board members receive CHF 30,000/year for each committee they serve on and CHF 60,000/year for each committee they chair.

12 Remuneration for serving as Vice-Chairman of the Board

13 Additionally, employer contribution to AHV/IV/ALV totalling CHF 997,150 (including the Chairman) was paid that does not form part of remuneration.

Remuneration of members of the Board of Directors 2020 (in CHF)

	Basic remuneration	Additional remuneration for committee members/chairs ¹⁴	Additional special remuneration	Total remuneration
C. Franz, Chairman		(see '4.3 Total remuneration paid to the Chairman of the Board of Directors')		
A. Hoffmann, Vice-Chairman	400,000 ¹⁵	–	37,568	437,568
J. Brown	300,000	60,000	–	360,000
P. Bulcke	300,000	30,000	–	330,000
H. Clevers	300,000	30,000	24,756	354,756
J. Duschmalé (since March 2020 ¹⁶)	250,000	22,500	–	272,500
P. Frost (since March 2020 ¹⁶)	250,000	22,500	–	272,500
A. Hauser	300,000	30,000	–	330,000
R.P. Lifton	300,000	30,000	9,392	339,392
B. Poussot	300,000	30,000	–	330,000
S. Schwan	(see '5.3 Highest total remuneration paid to Dr Severin Schwan as a member of the Corporate Executive Committee', remuneration received in his primary function as CEO Roche Group is reflected in total remuneration for the Corporate Executive Committee)			
C. Suessmuth Dyckerhoff	300,000	30,000	–	330,000
J. Bell (until March 2020 ¹⁷)	75,000	–	–	75,000
A. Oeri (until March 2020 ¹⁷)	75,000	15,000	–	90,000
Total¹⁸	3,150,000	300,000	71,716	3,521,716

14 With the exception of members of the Chairman's Committee (Chairman, Vice-Chairman), Board members receive CHF 30,000/year for each committee they serve on and CHF 60,000/year for each committee they chair.

15 Remuneration for serving as Vice-Chairman of the Board

16 Prorated remuneration for the period from March to December 2020

17 Prorated remuneration for the period from January to March 2020

18 Additionally, employer contribution to AHV/IV/ALV totalling CHF 354,578 (including the Chairman) was paid that does not form part of remuneration.

4.3 Total remuneration paid to the Chairman of the Board of Directors

As Chairman, Dr Christoph Franz received total remuneration for 2021 as shown below. The Remuneration Committee's bonus proposal (adopted in late 2021) in respect of the 2021 financial year (in form of shares blocked for

ten years, payable in March 2022) will be put for shareholder binding vote at the 2022 ordinary Annual General Meeting (AGM).

The Chairman's total remuneration is contained in the total remuneration of the Board of Directors in 4.4.

Total remuneration paid to the Chairman of the Board of Directors (in CHF)

	2021	2020	2019
Base salary (in cash)	3,500,000	3,500,000	3,500,000
Tax equalisation for pension fund corrections	71,534	n/a	n/a
Bonus (subject to approval of the Annual General Meeting)	949,263*	837,585*	558,390*
Pension funds / insurances / annual expense allowances / tax / social security (including employer contribution of social securities' beneficial parts)	676,975	676,710**	1,674,159
Total¹⁹	5,197,772	5,014,295	5,732,549

n/a - not applicable

* In form of shares blocked for 10 years (calculation of number of shares based on the price at the date of transfer in March 2022 and 2021, respectively, after approval at the AGM 2022 / AGM 2021, respectively), calculation of value in consideration of reduction of value due to blocking period of 10 years (reduced market value: 55.839%) to be submitted for shareholder approval at the AGM 2022 / as approved at the AGM 2021, respectively

** Agreed reduction of pension fund contributions upon reaching the age of 60 in 2020

19 Additionally, employer contribution to AHV/IV/ALV of CHF 638,576 (2020: CHF 236,732) was paid that does not form part of remuneration.

4.4 Total remuneration paid to the Board of Directors

For the 2021 calendar year the members of the Board of Directors received remuneration including bonuses and employer contribution of social securities' beneficial parts totalling CHF 8,724,738 (2020: CHF 8,580,399), excluding additional employer's contribution paid to social securities totalling CHF 997,150 (2020: CHF 354,578). This includes contributions to foreign authorities amounting to CHF 237,769.

4.5 Remuneration paid to the former members of the Board of Directors

Former member of the Board of Directors Dr Franz B. Humer in 2021 received fees amounting to a total of USD 20,000 (CHF 18,277) for serving as a member of the Chugai International Council (CIC) of Chugai Pharmaceutical Co., Ltd. Former member of the Board of Directors William M. Burns in 2021 received fees amounting to a total of USD 20,000 (CHF 18,277) in his capacity as a member of the Chugai International Council (CIC) of Chugai Pharmaceutical Co., Ltd.

In addition, for Sir John Bell, social security contributions amounting to CHF 204,100 were paid to a foreign state social security institution.

No additional remuneration was paid.

4.6 Board remuneration subject to approval at the Annual General Meeting**4.6.1 Submission of the Chairman's total aggregate bonus for a binding vote at the Annual General Meeting**

Remuneration to the Chairman of the Board of Directors includes a bonus award of CHF 949,263 in form of shares blocked for ten years as shown in the table in section '4.3 Total remuneration paid to the Chairman of the Board of Directors'. The Board of Directors will submit the Remuneration Committee's bonus proposal (adopted in late 2021) for the Chairman of the Board, Dr Christoph Franz, in respect of the 2021 financial year (payable in March 2022, excluding legally required employer's contributions to AHV/IV/ALV) for the shareholder binding vote to the 2022 ordinary Annual General Meeting.

Retrospective approvals of the Chairman's total aggregate bonus (in CHF)*

	Proposal AGM 2022	AGM 2021	AGM 2020
	Aggregate amount for financial year 2021	Aggregate amount for financial year 2020	Aggregate amount for financial year 2019
Total aggregate amount proposal for approval / approved by the AGM	949,263**	837,585**	558,390**

* Excluding legally required employer's contributions to AHV/IV/ALV

** Bonus award (in form of shares blocked for 10 years [calculation of number of shares based on the price at the date of transfer in March 2022 / March 2021 / March 2020, respectively, after approval at the AGM 2022 / AGM 2021 / AGM 2020, respectively], calculation of value in consideration of reduction of value due to blocking period of 10 years [reduced market value: 55.839%] to be submitted for shareholder approval at the AGM 2022 / as approved at the AGM 2021 and AGM 2020, respectively)

4.6.2 Submission of the Board's total aggregate future remuneration for a binding shareholder vote

The Board of Directors proposes that the 2022 ordinary AGM approve Board remuneration totalling not more than CHF 10,000,000 (excluding legally required employer's contributions to AHV/IV/ALV and excluding bonuses) for the period ending at the 2023 ordinary AGM.

Dr Severin Schwan's remuneration as shown in 5.3 which he receives in his function as CEO Roche Group and member of the Corporate Executive Committee is not included here but is part of the Corporate Executive Committee's total remuneration.

Prospective approvals of the Board's total aggregate future remuneration (in CHF)*

	Proposal AGM 2022	AGM 2021	AGM 2020
	Aggregate amount for the period AGM 2022–AGM 2023	Aggregate amount for the period AGM 2021–AGM 2022	Aggregate amount for the period AGM 2020–AGM 2021
Total aggregate amount proposal for approval / approved by the AGM	10,000,000	10,000,000	10,000,000

* Excluding legally required employer's contributions to AHV/IV/ALV and excluding bonuses

4.6.3 Reconciliation of the reported remuneration with the shareholders' approved remuneration for the members of the Board of Directors

The 2020 ordinary AGM approved Board remuneration totalling not more than CHF 10,000,000 (excluding legally required employer's contributions to AHV/IV/ALV and

excluding bonuses) for the period ending at the 2021 ordinary AGM.

For comparison, from the 2020 ordinary AGM to the 2021 ordinary AGM actual remuneration amounted to CHF 7,631,377 (excluding legally required employer's contributions to AHV/IV/ALV and excluding bonuses).

Prospectively approved total remuneration for the members of the Board of Directors in comparison to the actual total payments made (in CHF)*

	Total remuneration for the period AGM 2021–AGM 2022	Total remuneration for the period AGM 2020–AGM 2021	Total remuneration for the period AGM 2019–AGM 2020
Maximum of total remuneration approved by the AGM	10,000,000	10,000,000	10,000,000
Actual total remuneration paid	Calculation at end of period	7,631,377	8,597,609
Within the approved limit	Calculation at end of period	Yes	Yes

* Excluding legally required employer's contributions to AHV/IV/ALV and excluding bonuses

4.7 Security holdings

Directors André Hoffmann and Dr Jörg Duschmalé and members of the founder's families who are closely associated with them belong to a contractually bound shareholder group with pooled voting rights. At the end of 2021 this group held 72,018,000 shares (45.01% of issued shares). Detailed information about this group can be found in the Finance Report, Note 32 to the Roche Group Consolidated Financial

Statements ('Related parties', page 135) and in Note 4 to the Financial Statements of Roche Holding Ltd ('Significant shareholders', page 181). In addition, as at 31 December 2021 (as at 31 December 2020, respectively) the members of the Board of Directors and persons closely associated with them held Roche shares, non-voting equity securities (NES) and American Depositary Receipts (ADRs***) as shown in the table 'Security holdings' below.

Security holdings (shares and NES)

	(as at 31 December 2021)				(as at 31 December 2020)			
	Shares (number)	Non-voting equity securities (NES) (number)	Close relatives' security holdings (number/type)	Others (number/ type)	Shares (number)	Non-voting equity securities (NES) (number)	Close relatives' security holdings (number/type)	Others (number/ type)
Board of Directors								
C. Franz	27,951	4,810	–	–	23,210	4,810	–	–
A. Hoffmann	–*	200	–	–	–*	200	–	–
J. Brown	1,000	–	–	–	729	–	–	–
P. Bulcke	–	4,000	–	–	–	4,000	–	–
H. Clevers	–	750	–	–	–	750	–	–
J. Duschmalé	–*	–	–	–	–*	–	–	–
P. Frost	2,000	–	–	–	1,000	–	–	–
A. Hauser	3,000	150	20 NES	–	3,000	150	20 NES	–
R.P. Lifton	–	–	–	300 ADRs***	–	–	–	300 ADRs***
B. Poussot	500	500	–	–	500	500	–	–
S. Schwan	(see '5.15 Security holdings' Corporate Executive Committee on page 187)				(see '5.15 Security holdings' Corporate Executive Committee on page 187)			
C. Suessmuth Dyckerhoff	–	2,100**	–	–	–	2,100**	–	–
Total	34,451	12,510	20 NES	300 ADRs***	28,439	12,510	20 NES	300 ADRs***

* Shares held by the shareholder group with pooled voting rights not listed

** Jointly held with close relative

*** Roche's ADR (American Depositary Receipt) listed on OTCQX (<https://www.otcmarkets.com/stock/RHHBY/quote>) International Premier under the symbol RHHBY, ISIN US771195104. Traded in USD, eight (8) ADRs represent one (1) underlying NES.

5. Remuneration of the Corporate Executive Committee

5.1 Resolution and approval

Remuneration of the members of the Corporate Executive Committee was decided at the Remuneration Committee's discretion, taking into account market comparisons.

As in the previous years, in 2022, the Board of Directors will separately submit the total aggregate bonuses of the Corporate Executive Committee to the General Meeting for the 2021 financial year for retrospective binding approval.

The maximum amounts of the total other aggregate remuneration of the Corporate Executive Committee for the period between the ordinary General Meeting 2022 and the ordinary General Meeting 2023 will be tabled in 2022 as in the previous years for the General Meeting's prospective binding approval (see 2.2).

5.2 Amount of remuneration to members of the Corporate Executive Committee

The general provisions assigning authority for decisions on Corporate Executive Committee remuneration to the Remuneration Committee and to the Board of Directors are outlined on page 165, '2. Remuneration decision process and approval framework'.

In 2021, members of the Corporate Executive Committee received remuneration for their work as shown in 5.3–5.11. The amount of remuneration for the CEO Roche Group, Dr Severin Schwan, is explained in 5.3 in detail.

5.3 Highest total remuneration paid to Dr Severin Schwan as a member of the Corporate Executive Committee

Dr Severin Schwan, executive member of the Board of Directors, received his remuneration in his primary function as CEO Roche Group. It is reflected as the

highest total remuneration paid to a member of the Corporate Executive Committee (see below) and included in the total amount paid to the Corporate Executive Committee (see '5.11 Total remuneration paid to the members of the Corporate Executive Committee', page 184).

Highest total remuneration paid to Dr Severin Schwan as a member of the Corporate Executive Committee (in CHF)

	2021	2020 ²⁰	2019 ²⁰
Base salary	4,000,000	3,500,000 ²¹	4,000,000
Bonus (subject to approval of the total aggregate bonuses for the Corporate Executive Committee by the Annual General Meeting)	2,791,950 ^{22*}	2,791,950*	2,791,950*
S-SARs ²³	3,379,526	3,379,613	3,379,524
RSUs ²⁴	595,664*	595,678*	595,673*
Roche Connect	100,008	100,008	100,008
Pension funds / insurances	583,789**	581,106**	580,843**
Other payments incl. expense allowance / for tax consulting services	43,969	85,324	68,856
Total²⁵	11,494,906	11,033,679	11,516,854

²⁰ For detailed calculation of the remuneration for 2020 and 2019 see Annual Report 2020, page 156.

²¹ In light of the overall economic impact of the COVID-19 pandemic, Dr Severin Schwan waived the amount of CHF 500,000 from his contractual base salary in 2020.

²² Shares blocked for 10 years (calculation of number of shares based on the share price at the date of transfer in March 2022 after approval at the AGM 2022)

²³ **S-SARs 2021:** Number: 100,746, grant value according to the trinomial model for American call options: CHF 42.35. Trinomial model for American call options value as described in '5.6 Stock-settled Stock Appreciation Rights (S-SARs) of the other members of the Corporate Executive Committee', page 182. S-SARs 2021 are blocked for 4 years and may thereafter be exercised only, whilst exercising resulting NES are automatically blocked for additional 4 years (calculation of value of non-voting equity securities in consideration of reduction of value due to additional blocking period of 4 years, reduced market value: 79.209%).

S-SARs 2020: Number: 103,260, grant value according to the trinomial model for American call options: CHF 41.32. Trinomial model for American call options value as described in '5.6 Stock-settled Stock Appreciation Rights (S-SARs) of the other members of the Corporate Executive Committee', page 182. S-SARs 2020 are blocked for 4 years and may thereafter be exercised only, whilst exercising resulting NES are automatically blocked for additional 4 years (calculation of value of non-voting equity securities in consideration of reduction of value due to additional blocking period of 4 years, reduced market value: 79.209%).

²⁴ Calculation of RSUs value 2021: number of RSUs (3,481) multiplied by grant value of CHF 306.45 (NES closing price at grant date on 18 March 2021) per RSU; calculation of RSUs value 2020: number of RSUs (3,463) multiplied by grant value of CHF 308.05 (NES closing price at grant date on 19 March 2020) per RSU

²⁵ Includes an annual expense allowance (CHF 30,000), payments for tax consulting services (CHF 3,554; 2020: CHF 42,626), family, children and education allowance (CHF 10,415; 2020: CHF 12,698). Additionally, employer contribution to AHV/IV/ALV of CHF 886,295 (2020: CHF 625,415) was paid that does not form part of remuneration.

* Calculation of value of non-voting equity securities / shares in consideration of reduction of value due to blocking period of 10 years (reduced market value: 55.839%)

** Including employer contribution of social securities' beneficial parts

5.4 Base pay of the other members of the Corporate Executive Committee

Base pay (in CHF)

	2021	2020
B. Anderson	2,245,918	2,141,652
A. Hippe	1,600,000	1,600,000
T. Schinecker	1,053,165	879,425
C.A. Wilbur	1,015,203	1,007,256
Total	5,914,286	5,628,333

AUDITED

5.5 Bonuses of the other members of the Corporate Executive Committee

The Remuneration Committee of the Board of Directors determined the Corporate Executive Committee members' bonuses based on the 2021 performance against the agreed objectives. The Remuneration Committee uses its discretion appropriately in the weighting of each criteria and in the bonus allocation. The total aggregate amount

of bonuses will be brought forward for a binding vote by the Annual General Meeting 2022.

Except for Dr Severin Schwan, all members of the Corporate Executive Committee will receive the bonus 2021 as a 100% cash payment. Dr Severin Schwan will receive the bonus in form of Roche shares which are blocked for ten years (see page 180). Bonus payment is due in March 2022.

Bonus (in CHF)

	2021 (Subject to approval of the total aggregate bonuses of the Corporate Executive Committee by the Annual General Meeting 2022)	2020
B. Anderson	2,600,000	2,400,000
A. Hippe	2,300,000	2,000,000
T. Schinecker	1,500,000	1,300,000
C.A. Wilbur	1,300,000	1,200,000
Total	7,700,000	6,900,000

AUDITED

5.6 Stock-settled Stock Appreciation Rights (S-SARs) of the other members of the Corporate Executive Committee

S-SARs to the Corporate Executive Committee are allocated individually at the Remuneration Committee's discretion. The S-SARs shown in the 5.15.2 'S-SARs' table on page 188 entitle holders to benefit financially from any increase in the value of Roche's non-voting equity securities (NES) between the grant date and the exercise date. The strike price for S-SARs under the terms of this multi-year plan is the closing price for Roche NES at grant date. All S-SARs since 2019 vest four (previously granted S-SARs three) years after the grant date. Vested S-SARs can be exercised (converted into NES) within ten (previously granted S-SARs within seven) years of the grant date. Unexercised S-SARs lapse without compensation.

Since 2019, the S-SARs proportion of the LTI of the Corporate Executive Committee is 80%

(based on the already existing individual target value of the total LTI for Corporate Executive Committee members of 133.33% of a base pay measured on 1 January of a year).

The fair value of the S-SARs is calculated at the grant date using the trinomial model for American call options. The trinomial model is an effective method for valuation of American call options, as it considers the possibility of exercising the option any time prior to maturity (called 'American' option, as compared to a 'European' option, which only allows exercise at its maturity date).²⁶

The numbers of S-SARs, the strike prices, expiry dates and grant values for S-SARs are shown below and in the 5.15.2 'S-SARs' table on page 188. The numbers of S-SARs as calculated at the time of issue have been entered as values in the table below and on page 180.

Stock-settled Stock Appreciation Rights (S-SARs)

AUDITED	2021			2020		
	Number	Grant value per S-SAR in CHF	Value in CHF	Number	Grant value per S-SAR in CHF	Value in CHF
B. Anderson	50,374	42.35	2,133,339	46,467	41.32	1,920,016
A. Hippe	40,300	42.35	1,706,705	41,304	41.32	1,706,681
T. Schinecker	22,669	42.35	960,032	20,652	41.32	853,341
C.A. Wilbur	25,187	42.35	1,066,669	25,815	41.32	1,066,676
Total	138,530	42.35	5,866,745	134,238	41.32	5,546,714
	Price: CHF 306.45, expiry date: 18.3.2031			Price: CHF 308.05, expiry date: 19.3.2030		

5.7 Restricted Stock Units (RSUs) of the other members of the Corporate Executive Committee

Since 2019, the proportion of Restricted Stock Units (RSUs) of the members of the Corporate Executive Committee is 20% of the total LTI (based on the already existing individual target value of the total LTI for Corporate Executive Committee members of 133.33% of a base pay measured on 1 January of a year). RSU awards are allocated individually for the Corporate Executive Committee at the Remuneration Committee's discretion.

RSUs contain rights to receive non-voting equity securities and/or shares after a since 2019 newly defined four-year vesting period 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 and/or shares for which an individual award has been granted). They will be vested to the recipient for the Corporate Executive Committee after four years only. Thereafter, resulting non-voting equity securities and/or shares may remain blocked for up to ten years.

²⁶ For further information on the trinomial model for American call options: Please refer to Boyle, Phelim P.: 'A lattice framework for option pricing with two state variables', The Journal of Financial and Quantitative Analysis, Volume 23, Issue 1 (Mar 1988), 1-12, <https://www.roche.com/dam/jcr:1a6a5a5c-7b9f-4019-810a-7b57c4b89eac/en/trinomial-model.pdf>

Restricted Stock Units (RSUs)

	2021			2020		
	Number	Value at grant in CHF	Value in CHF	Number	Value at grant in CHF	Value in CHF
B. Anderson	1,740	306.45	533,223	1,558	308.05	479,942
A. Hippe	1,392	306.45	238,197*	1,385	308.05	238,237*
T. Schinecker	783	306.45	239,950**	693	308.05	169,094**
C.A. Wilbur	870	306.45	266,612	866	308.05	266,771
Total	4,785	306.45	1,277,982	4,502	308.05	1,154,044

* Calculation of value in consideration of reduction of value due to an additional blocking period of 10 years, reduced market value: 55.839%

** Calculation of value in consideration of reduction of value due to an additional blocking period of 4 years, reduced market value: 79.209%

AUDITED

5.8 Indirect benefits of the other members of the Corporate Executive Committee

Employer contributions made in 2021 to social security schemes, pension plans and a Group-wide employee stock purchase plan (Roche Connect) in respect of members of the Corporate Executive Committee are shown in the 'Indirect benefits (employer contributions)' table below and in the table on page 180.

Roche Connect is a voluntary stock purchase plan offering employees the opportunity to buy

Roche non-voting equity securities (NES) up to an amount equal to 10% of their annual salary at a 20% discount. NES purchased under this plan are subject to a holding period, which is four years in Switzerland.

In addition, members of the Corporate Executive Committee received annual expense allowances and some members payments for foreign tax obligations and tax consulting services as shown in the table below.

Indirect benefits (employer contributions) (in CHF)

	2021				2020			
	Pension funds / insurances*	Annual expense allowances	Roche Connect	Payments for tax / tax consulting services	Pension funds / insurances*	Annual expense allowances	Roche Connect	Payments for tax / tax consulting services
B. Anderson	425,852	30,000	–	1,190,848	331,106	30,000	–	758,279
A. Hippe	333,789	30,000	39,996	7,241	331,106	30,000	39,996	16,535
T. Schinecker	333,789	30,000	17,291	20,128	327,928	30,000	3,000	25,102
C.A. Wilbur	333,789	30,000	18,744	388,067	331,106	30,000	18,744	60,073
Total	1,427,219	120,000	76,031	1,606,284	1,321,246	120,000	61,740	859,989

* Including employer contribution of social securities' beneficial parts

AUDITED

AUDITED

5.9 Other remuneration and loans of members of the Corporate Executive Committee (excl. CEO Roche Group)

To meet legal and contractual obligations, in 2021 Roche paid a total of CHF 12,451 to individual members of the Corporate Executive Committee for family, child and education allowances and their children's schooling costs.

All aforementioned additional payments are included in the total remuneration to members of the Corporate Executive Committee.

In 2021, there were no loans or credits granted to the members of the Corporate Executive Committee.

The maximum regular period of notice for members of the Corporate Executive Committee is 12 months. There are no change-of-control clauses in the employment contracts.

AUDITED

5.10 Remuneration to former members of the Corporate Executive Committee

A total of CHF 350,000 was paid to Dr Gottlieb Keller.

5.11 Total remuneration paid to the members of the Corporate Executive Committee

For the 2021 calendar year, the members of the Corporate Executive Committee received remuneration (including bonuses, employer

contribution of social securities' beneficial parts) totalling CHF 35,495,906 (2020: CHF 33,488,192), excluding additional employer's contribution paid to AHV/IV/ALV totalling CHF 2,637,751 (2020: CHF 2,090,167) that does not form part of remuneration.

No additional remuneration other than the above-mentioned payments was paid to current or former members of the Corporate Executive Committee.

5.12 The Corporate Executive Committee's remuneration subject to approval at the Annual General Meeting

5.12.1 Submission of the Corporate Executive Committee's total aggregate bonuses for a binding vote at the Annual General Meeting

The Board of Directors proposes awarding the members of the Corporate Executive Committee bonuses (for Dr Severin Schwan in form of Roche shares which are blocked for ten years, for all other members of the Corporate Executive Committee as a 100% cash payment, see 5.5) totalling CHF 10,491,950 in respect of the 2021 financial year (2020: CHF 10,041,950), excluding legally required employer's contributions to social security agencies, and will submit this proposed total amount to the ordinary Annual General Meeting (AGM) for a binding vote.

AUDITED

Retrospective approvals of the members of the Corporate Executive Committee's total aggregate bonuses (in CHF)*

	Proposal AGM 2022	AGM 2021	AGM 2020
	Aggregate amount for financial year 2021	Aggregate amount for financial year 2020	Aggregate amount for financial year 2019
Total aggregate amount proposal for approval / approved by the AGM	10,491,950	10,041,950	11,141,950

* Excluding legally required employer's contributions to AHV/IV/ALV

5.12.2 Submission of the Corporate Executive Committee's total future aggregate remuneration for a binding shareholder vote

The Board of Directors proposes that the 2022 ordinary AGM approve remuneration for the Corporate Executive Committee totalling not more than CHF 38,000,000 (excluding legally required employer's contributions to AHV/IV/ALV and excluding bonuses) for the period ending at the 2023 ordinary AGM.

The amount of the Corporate Executive Committee's total future aggregate remuneration

is composed of base pay, long-term incentives S-SARs (calculated at grant value without considering reductions of value due to blocking periods if applicable) and RSUs (see 3.1.4, calculated at the time of reservation of non-voting equity securities or shares, without considering reductions of value due to blocking periods), pension benefits (excluding legally required employer's contributions to AHV/IV/ALV) as well as contributions for expenses, payments for foreign tax obligations, tax consulting services and Roche Connect.

Prospective approvals of the members of the Corporate Executive Committee's total future aggregate remuneration (in CHF)*

	Proposal AGM 2022	AGM 2021	AGM 2020
	Aggregate amount for the period AGM 2022–AGM 2023	Aggregate amount for the period AGM 2021–AGM 2022	Aggregate amount for the period AGM 2020–AGM 2021
Total aggregate amount proposal for approval / approved by the AGM	38,000,000	36,000,000	37,000,000

* Excluding legally required employer's contributions to AHV/IV/ALV and excluding bonuses

5.12.3 Reconciliation of the reported remuneration with the shareholders' prospectively approved remuneration for the members of the Corporate Executive Committee

The 2020 ordinary AGM approved remuneration for the Corporate Executive Committee totalling not more than CHF 37,000,000 (excluding legally required employer's contributions to AHV/IV/ALV

and excluding bonuses) for the period ending at the 2021 ordinary AGM.

For comparison, from the 2020 ordinary AGM to the 2021 ordinary AGM remuneration amounted to CHF 24,635,559 (excluding legally required employer's contributions to AHV/IV/ALV and excluding bonuses).

Prospectively approved total remuneration of the members of the Corporate Executive Committee in comparison to actual total remuneration effected (in CHF)*

	Amount for the period AGM 2021-AGM 2022	Amount for the period AGM 2020-AGM 2021	Amount for the period AGM 2019-AGM 2020
Maximum of total remuneration prospectively approved by the AGM	36,000,000	37,000,000	38,000,000
Actual total remuneration realised (Total remuneration calculated at end of corresponding AGM-AGM period)	Calculation at the end of period AGM 2021-AGM 2022	24,635,559	26,904,810
Within the approved limit	Calculation at the end of period AGM 2021-AGM 2022	Yes	Yes
Additional amount paid for new members of the Corporate Executive Committee after approval by the AGM and not within the approved total amount	No	No	No

* Excluding legally required employer's contributions to AHV/IV/ALV and excluding bonuses

5.13 Clawback

In addition to applicable statutory provisions, Roche's long-term incentive plans include the option to partially reclaim distributed compensation as a result of special circumstances (clawback).

If the employee voluntarily serves notice of termination of employment, S-SARs (see 5.15.2) and RSUs (see 5.15.3) which are unvested at the date of termination of employment lapse immediately without any compensation.

Upon termination of employment as a result of serious misconduct, all S-SARs and RSUs granted and outstanding, whether vested or unvested, shall lapse immediately without any compensation.

According to the S-SARs plan rules, serious misconduct by the participant may include (inter alia):

- activity leading to serious disciplinary action
- repeated or willful failure to perform such duties as have been reasonably assigned by Roche
- violation of any law or public regulation
- commission of a crime
- gross negligence or willful misconduct in employment
- engaging in conduct bringing disgrace or disrepute to Roche and/or any of its subsidiaries
- violation of any of Roche's directives and guidelines relating to business conduct

5.14 Guidelines for security holdings

In 2012, the Board of Directors decided that the CEO Roche Group and other members of the Corporate Executive Committee must acquire shares and/or NES equivalent to two annual base salaries (CEO Roche Group since 2018 equivalent to five annual base salaries) and one annual base salary, respectively, by the

end of 2016 and retain these holdings for as long as they serve on the Corporate Executive Committee. With the exception of Bill Anderson and Dr Thomas Schinecker, who joined the Corporate Executive Committee in 2019 and who must fulfil the requirement by the end of 2024, all other members of the Corporate Executive Committee fulfil this requirement.

	Type of security	Value to be acquired
CEO Roche Group	Shares and/or NES	5 × annual base salary
Members of the Corporate Executive Committee	Shares and/or NES	1 × annual base salary

5.15 Security holdings

As at 31 December 2021 (as at 31 December 2020, respectively) the members of the Corporate Executive Committee and persons closely

associated with them held securities as shown in the following tables 'Shares and non-voting equity securities (NES)', 'S-SARs' and 'Restricted Stock Units (RSUs)'.

5.15.1 Shares and non-voting equity securities (NES)

	(as at 31 December 2021)				(as at 31 December 2020)			
	Shares (number)	NES (number)	Close relatives' security holdings (number/type)		Shares (number)	NES (number)	Close relatives' security holdings (number/type)	
Corporate Executive Committee			Shares	NES			Shares	NES
S. Schwan	203,592	90,342	–	–	196,789	50,176	–	–
B. Anderson	–	7,745	–	–	–	4,547	–	–
A. Hippe	6,970	37,937	–	–	6,970	27,579	–	–
T. Schinecker	–	2,093	–	–	–	737	–	–
C.A. Wilbur	–	14,324	–	–	–	8,491	–	–
Total	210,562	152,441	–	–	203,759	91,530	–	–

5.15.2 S-SARs

Number of S-SARs held on 31 December 2021

	2021	2020	2019	2018	2017	2016	2015
Corporate Executive Committee							
S. Schwan	100,746	103,260	122,322	100,677	85,476	59,517	-
B. Anderson	50,374	46,467	55,045	19,854	-	-	-
A. Hippe	40,300	41,304	48,930	40,275	7,191	-	-
T. Schinecker	22,669	20,652	3,872	-	-	-	-
C.A. Wilbur	25,187	25,815	29,052	21,402	16,032	-	-
Total	239,276	237,498	259,221	182,208	108,699	59,517	-
Price (CHF)	306.45	308.05	271.65	220.80	251.90	251.50	256.10
Market price per NES on 31 December 2021 (CHF)	379.10						
Expiry date	18.3.2031	19.3.2030	15.3.2029	15.3.2025	16.3.2024	3.3.2023	5.3.2022
Grant value per S-SAR (CHF)	42.35	41.32*	34.88*	26.49*	31.20*	29.79*	43.34*
Since 1.1.2012:							
- Trinomial model for American call options							
* Values according to corresponding annual reports							

5.15.3 Restricted Stock Units (RSUs)

Number of RSUs held on 31 December 2021

	2021	2020	2019
Corporate Executive Committee			
S. Schwan	3,481	3,463	3,927
B. Anderson	1,740	1,558	1,767
A. Hippe	1,392	1,385	1,571
T. Schinecker	783	693	497
C.A. Wilbur	870	866	933
Total	8,266	7,965	8,695
Grant value per RSU	CHF 306.45	CHF 308.05	CHF 271.65
	(NES closing price at grant date on 18 March 2021)	(NES closing price at grant date on 19 March 2020)	(NES closing price at grant date on 15 March 2019)

Statutory Auditor's Report

To the General Meeting of Roche Holding Ltd, Basel

We have audited the accompanying Remuneration Report of Roche Holding Ltd for the year ended 31 December 2021. The audit was limited to the information according to articles 14–16 of the Ordinance against excessive compensation at listed joint-stock companies (the Ordinance) contained in the sections marked as 'audited' with a grey line, including the respective footnotes, on pages 162 to 188 of the Remuneration Report.

Responsibility of the Board of Directors

The Board of Directors is responsible for the preparation and overall fair presentation of the Remuneration Report in accordance with Swiss law and the Ordinance. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's Responsibility

Our responsibility is to express an opinion on the accompanying Remuneration Report. We conducted our audit in accordance with Swiss Auditing Standards. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable

assurance about whether the Remuneration Report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the Remuneration Report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the Remuneration Report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the Remuneration Report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

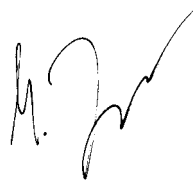
In our opinion, the Remuneration Report for the year ended 31 December 2021 of Roche Holding Ltd complies with Swiss law and articles 14–16 of the Ordinance.

KPMG AG



Mark Baillache
Licensed Audit Expert
Auditor in Charge

Basel, 1 February 2022



Marc Ziegler
Licensed Audit Expert

Independent Limited Assurance Report

on the 2021 non-financial reporting to the Corporate Governance and Sustainability Committee of Roche Holding Ltd, Basel

We have been engaged by the Corporate Governance and Sustainability Committee to perform assurance procedures to provide limited assurance on the non-financial reporting of Roche Holding Ltd and its consolidated subsidiaries ('Roche') for the year ended 31 December 2021 disclosed in the Annual Report 2021 ('Report') and prepared in accordance with the suitable criteria selected by Roche.

Scope and Subject matter

Our assurance engagement relates to limited level of assurance on the specified non-financial information for the year ended 31 December 2021 disclosed in the Annual Report 2021.

The following specified data and information published in the Report is within the scope of our limited assurance engagement:

- the materiality determination process of Roche at Group level according to the requirements of the 'GRI Standards', as disclosed on pages 24 and 25 of the Report;
- the design of the sustainability risks and opportunities determination process based on Group level activities, disclosed on page 22 in the paragraph 'Risk management' of the Report;
- the correctness of the following consolidated key figures:
 - the people key figures in the graphs on page 93 of the Report;
 - the Safety, Security, Health and Environmental protection ('SHE') key figures (including greenhouse gas emissions for scope 1 & 2 and scope 3 resulting from business flights) in the tables and graphs on page 92 and pages 103 to 105 of the Report; and

- the key figures in relation to contributions in Switzerland, disclosed on page 121 of the Report.

Criteria

The specified non-financial information was prepared by the Corporate Governance and Sustainability Committee of Roche based on the following criteria (the 'suitable Criteria'):

- the Roche materiality determination process at Group level based on the 'GRI Standards' published in October 2016 by the Global Reporting Initiative (GRI);
- the Roche Group internal non-financial reporting guidelines based on the 'Responsible Care Health, Safety and Environmental Protection reporting guidelines' published by the European Chemical Industry Council CEFIC and the 'GRI Standards' published in October 2016 by the Global Reporting Initiative (GRI);
- the defined guidelines, by which Safety, Security, Health and Environmental ('SHE'), people, contributions key figures, and sustainability risks and opportunities are internally gathered, collated and aggregated; and
- the Roche Group guideline 'Grants, donations and sponsorship (GSD) data collection process' disclosed on the website <https://www.roche.com/dam/jcr:f425f9f5-1ead-401b-a912-c9cad93db9cc/en/grants-donations-sponsorship-process.pdf> published in January 2020.

Inherent limitations

The accuracy and completeness of the specified non-financial information are subject to inherent limitations given their nature and methods for determining, calculating and estimating such data.

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In addition, the GHG quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emission factors and the values needed to combine emissions of different gases. Our assurance report therefore has to be read in connection with the publicly available individual Roche Group guidelines used by Roche, its definitions and procedures as well as on the third-party guidelines used to present the specified non-financial information performance.

Responsibility of the Corporate Governance and Sustainability Committee

The Corporate Governance and Sustainability Committee of Roche Holding Ltd is responsible for the selection and application of the suitable Criteria, as well as for the preparation and presentation of the specified non-financial information in accordance with the suitable Criteria. This responsibility includes adequate record keeping as well as the design, implementation and maintenance of an internal control system as determined necessary to enable the preparation of the specified non-financial information that are free from material misstatement, whether due to fraud or error.

Independence and quality control

We are independent of Roche Holding Ltd in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

PricewaterhouseCoopers AG applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Practitioner's responsibility

Our responsibility is to perform an assurance engagement and to express a limited assurance conclusion on the 2021 specified non-financial information of Roche in the Report. We conducted our engagement in accordance with International Standard on Assurance Engagements ISAE 3000 (Revised) 'Assurance engagements other than audits or reviews of historical financial information' and, in respect of greenhouse gas emissions, with the International Standard on Assurance Engagements ISAE 3410 'Assurance Engagements on Greenhouse Gas Statements', issued by the International Auditing and Assurance Standards Board. Those standards require that we plan and perform our procedures to obtain limited assurance, on whether the specified non-financial information was prepared, in all material aspects, in accordance with the suitable Criteria.

Based on risk and materiality considerations, we performed our procedures to obtain sufficient and appropriate assurance evidence. The procedures selected depend on the assurance practitioner's judgement. A limited assurance engagement under ISAE 3000 (Revised) is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. Consequently, the nature, timing and extent of procedures for gathering sufficient

appropriate evidence are deliberately limited relative to a reasonable assurance engagement and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

We performed the following assurance procedures, among others:

- *Review of the application of Roche Group guidelines*
Reviewing the application of the Roche Group non-financial reporting and contributions guidelines;
- *Site visits and management inquiry*
Remotely visiting selected Pharmaceuticals and Diagnostics sites in the USA, China, Taiwan and the UK. The selection was based on quantitative and qualitative criteria; Interviewing personnel responsible for internal non-financial reporting and data collection at the sites we visited and at the Group level to determine the understanding and application of Roche's non-financial and contributions guidelines;
- *Assessment of the key figures*
Performing tests on a sample basis of evidence supporting selected SHE, contributions, and people key figures (e.g. Roche accident rate, energy consumption, emissions into the air, water usage and discharge, number of employees (full-time equivalents), percentage of women in total workforce) concerning completeness, accuracy, adequacy and consistency;
- *Review of documentation and analysis of relevant policies and principles*
Reviewing relevant documentation on a sample basis, including Roche Group non-financial reporting policies, management of reporting structures and documentation;

Reviewing the principles of the Roche materiality process providing the definition for the development of its adherence to GRI's environmental, social and economic reporting requirements addressing the soundness of the identification process, determination of impacted stakeholders, peer and competition review, integration of relevant regulatory requirements, integration of key organisational values and objectives and report prioritisation of material aspects;
Inspecting the integration of the sustainability risks and opportunities in the Group risk management process and its adherence to the suitable Criteria;

- *Assessment of the processes and data consolidation*
Reviewing the management and non-financial reporting processes for SHE, people, and contributions key figures; and
Assessing the aggregation process of data at Group level.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Conclusion

Based on the procedures we performed and evidence obtained, nothing has come to our attention that causes us to believe that in all material respects, related to the 2021 specified non-financial information in the Report of Roche Holding Ltd for the year ended 31 December 2021, the following applies:

- the materiality determination process at Group level disclosed on pages 24 and 25 of the report does not comply with the principles of the "GRI Standards";

- the design of the sustainability risks and opportunities determination process at Group level is inconsistent with the information disclosed on page 22 in the paragraph “Risk Management” of the Report;
- the specified non-financial information mentioned in the subject matter section and published in the 2021 Report of Roche Holding Ltd are not correct in accordance with the suitable Criteria.

Restriction of use and purpose of the report

This report is prepared for, and only for, the Corporate Governance and Sustainability Committee of Roche Holding Ltd, and solely for the purpose of reporting to them on the 2021 specified non-financial information in the Report and no other purpose. We do not, in giving our conclusion, accept or assume responsibility (legal or otherwise) or accept liability for, or in connection with, any other purpose for which our report including the conclusion may be used, or to any other person to whom our report is shown or into whose hands it may come, and no other persons shall be entitled to rely on our conclusion.

We permit the disclosure of our report, in full only and in combination with the suitable Criteria, to enable the Corporate Governance and Sustainability Committee of Roche Holding Ltd to demonstrate that they have discharged their governance responsibilities by commissioning an independent assurance report over the specified non-financial information, without assuming or accepting any responsibility or liability to any third parties on our part. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the

Corporate Governance and Sustainability Committee of Roche Holding Ltd for our work or this report.

PricewaterhouseCoopers AG

Christophe Bourgoin Annina Binder

Zurich, 3 February 2022

The maintenance and integrity of Roche Holding Ltd's website and its content are the responsibility of the Corporate Governance and Sustainability Committee; the work carried out by the assurance provider does not involve consideration of the maintenance and integrity of Roche Holding Ltd's website, accordingly, the assurance provider accepts no responsibility for any changes that may have occurred to the specified non-financial information or suitable Criteria since they were initially presented on the website.