

PUBLIC DEED*

Notarial Protocol of the Extraordinary General Meeting of Shareholders of Roche Holding Ltd, in Basel, of 26 November 2021

The undersigned Dr. Benedikt A. Suter, notary public in Basel, attended today from 10:30 a.m. at the Company's registered office at Grenzacherstrasse 124 in Basel the Extraordinary General Meeting of Shareholders of

Roche Holding Ltd

a corporation with registered office in Basel, and recorded the resolutions passed in the present protocol in the form of a public deed.

The Chairman of the Board of Directors, Mr. **Dr. Christoph Franz**, of Zurich, in Zug, personally known to the notary, takes the chair.

I. Introductory Statements and Dispositions

The Chair states:

- (1) that the Extraordinary General Meeting of Shareholders was duly convened through publication of the invitation in the Swiss Official Gazette of Commerce no. 216 of 5 November 2021 (page 198) and no. 217 of 8 November 2021 (page 124). In addition, identical advertisements of the invitation were published in the daily and financial press on 8 and 9 November 2021;
- (2) that in view of the continued tense situation in the fight against the coronavirus and to protect the shareholders against a possible health-related threat, the Extraordinary General Meeting of Shareholders cannot be conducted with physically present shareholders and that the Board of Directors decided 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-

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

Act) and art. 27 of the Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) (COVID-19-Ordinance 3) that the shareholders cannot physically attend the Extraordinary General Meeting of Shareholders and that they may exercise their rights exclusively via written or electronic instructions to the independent proxy, Testaris AG, by no later than 24 November 2021 (arriving) for shareholders giving instructions by post service or by 8:00 p.m. on that date for shareholders giving instructions electronically;

(3) that the Extraordinary General Meeting of Shareholders is therefore held with only those persons in attendance required by law or the Articles of Incorporation;

(4) that for the Extraordinary General Meeting of Shareholders, the following documents were made available to the shareholders for inspection at the registered office of the Company as well as online on the Company's website as from 5 November 2021:

- Information Brochure to Shareholders, including:
 - an information letter by the Chairman
 - the audit report of KPMG AG, Basel, containing the statutory interim financial statements of the Company as of 31 October 2021, as well as
 - the audit report pursuant to art. 732 para. 2 CO of KPMG AG, Basel, of 3 November 2021,

and that these documents, together with the following documents and information, were also sent by post service to shareholders that ordered the materials for the exercise of their voting rights:

- supplement: instructions to the independent proxy,
- personal login data (incl. protected password) for electronic authorizations and instructions to the independent proxy,
- reply envelope.

The Chair appoints

- as secretary and vote counter, Dr. Benedikt Suter, notary public,

and welcomes

- as representative of the independent proxy, Testaris AG, in Basel, Mr. Andrea Bianchi, and
- as representative of the statutory auditor and state-supervised audit firm, respectively, KPMG AG, Basel, Mr. Marc Ziegler.

The Chair states that the protocol of today's Extraordinary General Meeting of Shareholders will be published on the internet and that the meeting will be recorded on tape.

II. Resolutions

With regard to the passing of resolutions, the Chair outlines the following:

- Only those shares which Testaris AG as independent proxy has been appointed to represent are considered to be "represented".
- According to the law (art. 703 CO) and § 15 para. 2 of the Articles of Incorporation, the agenda items and resolutions, respectively, recorded in the present protocol have to be approved (majority requirement) by an absolute majority of the votes represented.
- According to § 13 para. 1 of the Articles of Incorporation, no attendance quorum applies for today's meeting.
- The representation of votes and the voting results with respect to the individual agenda items correspond to the voting profile made available by the independent proxy and confirmed by the vote counter and will be recorded in the protocol accordingly.

Thereafter, the Chair states that, taking into account the specific regulation set forth in the aforementioned COVID-19-Ordinance 3, the Extraordinary General Meeting of Shareholders was duly and timely convened and is duly constituted in accordance with statutory law and the Articles of Incorporation. The Chair states that the Extraordinary General Meeting of Shareholders is competent to resolve on the proposed agenda items.

III. Attendance

According to the voting profile of the independent proxy, the meeting is composed as follows:

- Total bearer shares represented with a nominal value of CHF 1.— each and total votes represented, respectively: 136'814'008
- votes represented in percent of the total share capital: 85.51%
- absolute majority of votes represented: 68'407'005 votes

The Chair states that no treasury shares held by the Company or its subsidiaries are represented at the meeting.

IV. Agenda Items

Agenda item no. 1: Approval of the audited statutory interim financial statements (standalone financial statements) of the Company as of 31 October 2021 (incl. audit report of the statutory auditor KPMG AG, Basel)

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.

Based on the voting profile made available by the independent proxy and confirmed by the vote counter for this agenda item no. 1, the Chair announces the voting result on the approval of the interim financial statements as of 31 October 2021 as proposed by the Board of Directors as follows:

- votes represented with respect to agenda item no. 1: 136'814'008
- absolute majority of votes represented: 68'407'005
- 136'809'587 votes in favour
- 350 opposing votes
- 4'071 abstentions

The Chair states that the audited statutory interim financial statements (standalone financial statements) of the Company as of 31 October 2021 have been approved, as proposed by the Board of Directors with respect to agenda item no. 1.

Agenda item no. 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.

Based on the voting profile made available by the independent proxy and confirmed by the vote counter for this agenda item no. 2, the Chair announces the voting result on the approval of the capital reduction as proposed by the Board of Directors as follows:

- votes represented with respect to agenda item no. 2: 136'814'008
- absolute majority of votes represented: 68'407'005
- 136'611'586 votes in favour
- 200'229 opposing votes
- 2'193 abstentions

The Chair states that the capital reduction by cancellation of 53,309,000 bearer shares with a nominal value of CHF 1 each has been approved, as proposed by the Board of Directors with respect to agenda item no. 2 and as quoted above.

With respect to this resolution, the Chair states that, in accordance with statutory law, three creditor calls will be published in the Swiss Official Gazette of Commerce and that the application for registration in the Commercial Register will be made upon expiry of the prescribed waiting period of two months.

The Chair closes the meeting at 10:45 a.m.

In witness thereof, this protocol, after having been read and approved, is hereunto signed by the Chair and by me, the notary, affixing my official seal.

B a s e l, 26 (the twenty-sixth) November 2021 (two thousand twenty one)

Sig. Dr. Christoph Franz, Chair

Sig. Dr. Benedikt A. Suter, notary public and vote counter

Akt. Prot. 2021/