



Roche Holding Ltd, Basel

2024 Annual General Meeting of Shareholders

to be held on Tuesday, 12 March 2024, starting at 10.30 am (doors open at 9.30 am), at the Congress Center in the Basel Trade Fair Complex.

The Annual General Meeting will be held in German.

Agenda and proposals

1. Approval of the Annual Financial Statements and Consolidated Financial Statements for 2023

The Board of Directors proposes that the Annual Financial Statements and Consolidated Financial Statements for 2023 be approved.
Explanation: Pursuant to Art. 698 para. 2 items 3 and 4 of the Swiss Code of Obligations (CO), the Annual General Meeting is responsible for approving the Annual Financial Statements and Consolidated Financial Statements.

2. Advisory votes 2023

2.1 The Board of Directors proposes the endorsement of the 2023 Remuneration Report, see 2023 Annual Report pages 148-177 (advisory vote).
Explanation: The Board of Directors voluntarily submits the Remuneration Report to the Annual General Meeting for an advisory vote.
2.2 The Board of Directors proposes the endorsement of the 2023 Sustainability Report, see 2023 Annual Report pages 14-91 (advisory vote).
Explanation: Pursuant to Art. 964c para. 1 CO, the Board of Directors submits the Sustainability Report to the Annual General Meeting for an advisory vote.

3. Approval of the total amount of bonuses for the Corporate Executive Committee and the total bonus amount for the resigned Chairman of the Board of Directors for 2023

3.1 The Board of Directors proposes the approval of the total bonus amount of CHF 10,000,741 (excluding legally required employer's contributions to AHV/IV/ALV) for the Corporate Executive Committee for 2023 (see 2023 Annual Report page 174 [for the total amount], pages 170 and 169, respectively [for the resigned CEO of the Roche Group, Dr Severin Schwan, in the form of shares blocked for 10 years and for the incumbent CEO of the Roche Group, Dr Thomas Schinecker, in the form of shares] and page 170 [for the Corporate Executive Committee]).
3.2 The Board of Directors proposes the approval of the total bonus amount of CHF 583,334 (in the form of shares blocked for 10 years and excluding legally required employer's contributions to AHV/IV/ALV, see 2023 Annual Report pages 164 and 165) for the resigned Chairman of the Board of Directors, Dr Christoph Franz, for 2023.
Explanation: Pursuant to Art. 698 para. 3 item 4 CO, the Annual General Meeting is responsible for approving the compensation of the Board of Directors and the Corporate Executive Committee.

4. Discharge of the members of the Board of Directors and the Corporate Executive Committee from liability

The Board of Directors proposes that its members and the members of the Corporate Executive Committee be discharged from liability for the financial year 2023.
Explanation: Pursuant to Art. 698 para. 2 item 7 CO, the Annual General Meeting is responsible for the discharge resolution.

5. Vote on the appropriation of available earnings

Balance brought forward from previous year	CHF 1,142,153,324
Net profit for 2023	CHF 8,292,031,020
Transfer to legal reserve for own equity instruments	(CHF 433,802,156)
Total available earnings	CHF 9,000,382,188

The Board of Directors proposes the distribution of an ordinary dividend of CHF 9.60 (previous year CHF 9.50) gross per share and non-voting equity security (*Genussschein*) (CHF 7,768,835,520)
Total appropriation of available earnings (CHF 7,768,835,520)
To be carried forward on this account CHF 1,231,546,668

Explanation: Pursuant to Art. 698 para. 2 item 4 CO, the Annual General Meeting is responsible for passing resolutions on the appropriation of available earnings and the distribution of a dividend.

6. Board of Directors and Remuneration Committee 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:

- 6.1 The re-election of Dr Severin Schwan to the Board as Chairman for a term of one year.
- 6.2 The re-election of Mr André Hoffmann, a representative of the current shareholder group with pooled voting rights (see 2023 Annual Report pages 129 and 135), to the Board for a term of one year.
- 6.3 The re-election of Dr Jörg Duschmalé, a representative of the current shareholder group with pooled voting rights (see 2023 Annual Report pages 129 and 135), to the Board for a term of one year.
- 6.4 The re-election of Dr Patrick Frost to the Board for a term of one year.
- 6.5 The re-election of Ms Anita Hauser to the Board for a term of one year.
- 6.6 The re-election of Prof. Dr Akiko Iwasaki to the Board for a term of one year.
- 6.7 The re-election of Prof. Dr Richard P. Lifton to the Board for a term of one year.
- 6.8 The re-election of Dr Jemilah Mahmood to the Board for a term of one year.
- 6.9 The re-election of Dr Mark Schneider to the Board for a term of one year.
- 6.10 The re-election of Dr Claudia Suessmuth Dyckerhoff to the Board for a term of one year.
- 6.11 The re-election of Mr André Hoffmann as a member of the Remuneration Committee for a term of one year.
- 6.12 The re-election of Dr Jörg Duschmalé as a member of the Remuneration Committee for a term of one year.
- 6.13 The re-election of Ms Anita Hauser as a member of the Remuneration Committee for a term of one year.
- 6.14 The re-election of Prof. Dr Richard P. Lifton as a member of the Remuneration Committee for a term of one year.

Explanation: Pursuant to Art. 698 para. 2 item 2 and para. 3 items 1 and 2 CO, the Annual General Meeting is responsible for the above elections. All proposed persons are available for election.

7. Approval of the total amount of future remuneration for the Board of Directors

The Board of Directors proposes the approval of a maximum total of CHF 12,000,000 (excluding legally required employer's contributions to AHV/IV/ALV) for the remuneration of the Board of Directors until the 2025 Annual General Meeting (see 2023 Annual Report page 165).
Explanation: Pursuant to Art. 698 para. 3 item 4 CO, the Annual General Meeting is responsible for approving the remuneration of the Board of Directors.

8. Approval of the total amount of future remuneration for the Corporate Executive Committee

The Board of Directors proposes the approval of a maximum total of CHF 38,000,000 (excluding legally required employer's contributions to AHV/IV/ALV) for the remuneration of the Corporate Executive Committee until the 2025 Annual General Meeting, excluding bonuses for the financial year 2024, which will be proposed for approval at the 2025 Annual General Meeting (see 2023 Annual Report page 174).
Explanation: Pursuant to Art. 698 para. 3 item 4 CO, the Annual General Meeting is responsible for approving the remuneration of the Corporate Executive Committee.

9. Election of the independent proxy

The Board of Directors proposes the election of Testaris AG as the independent proxy for a term of office until the conclusion of the 2025 Annual General Meeting of shareholders.
Explanation: Pursuant to Art. 698 para. 3 item 3 CO, the Annual General Meeting is responsible for the election of the independent proxy. Testaris AG fulfils the legal requirements and is available for election.

10. Election of Statutory Auditors

The Board of Directors proposes the election of KPMG AG as Statutory Auditors for the financial year 2024.
Explanation: Pursuant to Art. 698 para. 2 item 2 CO, the Annual General Meeting is responsible for the election of the auditors. KPMG AG fulfils the legal requirements and is available for election.

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, 7 March 2024**, 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 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. **Admission cards are enclosed with the voting material.**

If necessary, the Annual General Meeting may be held in more than one conference room, with arrangements for transmitting the proceedings and presentations in their entirety. It will be ensured that shareholders are able to exercise their rights.

Inspection and ordering of reports

The 2023 Annual Report and the 2023 Finance Report, containing the Sustainability Report, the Corporate Governance Report, the Remuneration Report, the Annual Financial Statements and the Consolidated Financial Statements as well as the auditors' reports, may be viewed and ordered at <https://www.roche.com/about/governance/annual-general-meetings> or picked up at the company's registered office in Basel (reception Building 1).

Appointment of proxies

Shareholders who do not wish to attend the Annual General Meeting in person may elect to have a **third party** representing them or to be represented by the designated **independent proxy**. To grant power of attorney to a third party, shareholders must complete the information on the back of their admission card, sign it and hand it to the person they wish to appoint as third-party representative.

Testaris AG, Malzgasse 18, 4052 Basel, Switzerland, serves as designated independent proxy as defined in Art. 689c CO. 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**.

Electronic authorisations and instructions to the independent proxy

Shareholders may cast their votes remotely by issuing electronic authorisations and instructions to the independent proxy. The required login data is enclosed with the voting material sent to shareholders. Shareholders thus have the option of voting in person, through a third-party representative, or remotely by issuing electronic authorisations and instructions to the independent proxy. Shareholders may submit their electronic instructions (incl. the amendment of already submitted electronic instructions) by **Sunday, 10 March 2024, at 8.00 pm** at the latest. For practical reasons, the decision to vote by remote electronic voting can only be reversed once, up until **Thursday, 7 March 2024, at 4.00 pm**, should a shareholder decide he or she would rather attend in person or be represented by a third party. Shareholders who have exercised their right to vote at an Annual General Meeting by remote electronic voting are not permitted to attend the Annual General Meeting in person.

Basel, 6 February 2024

On behalf of the Board of Directors:
Dr Severin Schwan, Chairman