Translated from the German

M I N U T E S

**of the 91st Annual General Meeting of the
Shareholders of ROCHE HOLDING LTD, Basel, held at
10.30 a.m. on 10 March 2009 at the Convention Centre,
Basel Trade Fair Complex, Basel**

The Chairman of the Board, Dr Franz B. Humer, opened the meeting at 10.30 a.m. and took the chair.

The Chairman was joined on the podium by the following members of the Corporate Executive Committee: Dr Severin Schwan, William Burns, Dr Jürgen Schwiezer, Dr Erich Hunziker, Dr Gottlieb Keller, Prof. Jonathan Knowles and Ms Silvia Ayyoubi.

Also present from the Board of Directors were: Prof. Bruno Gehrig (Vice Chairman), André Hoffmann (Vice Chairman), Prof. Pius Baschera, Prof. Sir John Bell, Peter Brabeck-Letmathe, Lodewijk J. R. de Vink, Walter Frey, Dr Andreas Oeri, Dr Wolfgang Ruttenstorfer, Prof. Horst Teltschik and Prof. Beatrice Weder di Mauro. Dr DeAnne Julius presented her apologies.

The Chairman stated that timely notice of the meeting had been given and made reference to the public notice of the meeting published on two dates, 11 and 13 February 2009, in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsblatt*) and to the announcement that had appeared in the daily newspapers and the financial press. The Chairman also noted that no proposals had been received from shareholders on inclusion of additional items on the agenda of the meeting. The Chairman then stated that Messrs John Morris and François Rouiller were present on behalf of the Statutory Auditor, KPMG Klynveld Peat Marwick Goerdeler SA (KPMG). BDO Visura, the firm designated by Roche to serve as independent proxy pursuant to Art. 689c of the Swiss Code of Obligations, was represented at the meeting by Mr Mark Schaffner.

The Chairman designated

as secretary: René Kissling, Secretary to the Corporate Executive Committee

as tellers:	Donald Sulzer, Managing Director, Investment Banking Switzerland, Credit Suisse, Zurich Gabriel Barell, Head of Private Banking, Basel Branch, Credit Suisse Jörg Beer, Member of Senior Management, Head of Commercial Customers Department, Basler Kantonalbank, Basel Werner Meier, Managing Director, Global Wealth Management & Business Banking, UBS AG, Basel Urs Raeber, Executive Director, UBS investment Bank, Zurich Dr Beat Rauss, solicitor/CEO, Univest AG, Basel Werner Rüegg, Managing Director, Head of Bank Sarasin, Basel Branch Vittorio Schiro, Managing Director, Head Distribution UBS Equity Derivatives, Zurich

The Chairman designated Mr Donald Sulzer as head teller.

The Chairman stated that the minutes of the 2008 AGM were available on the Internet and that the next year's AGM was scheduled to take place on Tuesday, 2 March 2010.

He then called attention to the following procedural details:

- Only shares of those shareholders whose admission cards had been collected and recorded at the door would be registered as "present" and "represented".
- Resolutions and elections voted on at the meeting would be carried by an absolute majority of the votes represented and were not subject to any quorum requirements.
- Elections and other votes would be conducted electronically.

The Chairman commenced his address by stating that despite the global financial and economic crisis, Roche had continued to develop positively in 2008. He then drew the meeting's attention to the Board of Directors' proposal to increase the dividend for the 22nd year in succession and to the advisory vote on the Remuneration Report. In so doing he summarised the components and principles underlying executive remuneration. He emphasised that the remuneration of the Corporate Executive Committee and Roche's senior management was guided by clear performance criteria and was determined by a Remuneration Committee composed entirely of independent members of the Board of Directors and led by Vice-Chairman Prof. Bruno Gehrig. The Chairman reaffirmed Roche's strategic course, saying its objective was still to create better medicines, diagnostic tests and services. He welcomed the recent announcement that the Oeri and Hoffmann families had agreed to extend their share-pooling agreement for an indefinite period. The meeting responded with spontaneous, resounding applause. The Chairman then outlined the reasons behind Roche's intention to increase its majority shareholding in Genentech to 100%. He stated the two objectives of combining the two companies – creating synergies and strengthening Roche's ability to innovate – and gave a chronological review of events since July 2008. The Chairman then invited Dr Severin Schwan, CEO of the Roche Group, to speak about Roche's results in 2008.

Dr Schwan began by speaking briefly about how Roche is implementing the strategy that the Chairman outlined in his address. He stressed the importance of adhering to Roche's present successful course, particularly in the current turbulence. Medical differentiation, he said, was the key to helping patients more effectively, and at the same time making healthcare safer and more cost-efficient. As such it was something that patients and society would continue to reward. He explained the reasons for Roche's advantage over its competitors and talked about the Company's priorities for 2009. Here he focused particularly on the planned integration of Genentech, investments in the product pipeline and the year's most important new product launch, RoActemra for the treatment of rheumatoid arthritis. Dr Schwan concluded by summarising Roche's key results for 2008 and discussing the outlook for the current year. His comments focused particularly on the sales growth of the Pharmaceuticals and Diagnostics Divisions, which was the strongest in the industry, the successful integration of Ventana, organic sales growth, the impact of exceptional factors and the further increase in operating profit, net income and Core Earnings per Share. He ended by expressing his confidence about the outlook for the year as a whole and highlighting Roche's key products and their considerable additional growth potential. He noted, however, that as market growth continued to slow overall and pressure on costs increased, the market environment was a challenging one for Roche too. Dr Schwan expressed his thanks to the Group's employees, whose outstanding efforts had made Roche's success possible, and to shareholders for their confidence.

Based on the attendance list, the Chairman then noted that 703 shareholders or their proxies were present, representing 144,334,099 shares or votes and thus 90.2 % of the Company's total share capital. The aforementioned shares, each with a nominal value of CHF 1.00, were represented as follows:

Shareholders:	140,916,051 shares
Proxies for deposited shares:	862,526 shares
Independent proxy:	2,555,522 shares

72,167,050 votes were required for an absolute majority.

It was additionally noted that no shares held by the Company or its subsidiaries were represented at the meeting.

The AGM then proceeded to the items of business listed in the published agenda.

<u>Agenda item 1</u>: Approval of the Annual Report, Annual Financial Statements, Consolidated Financial Statements and Remuneration Report for 2008

1.1 Approval of the Annual Report, Annual Financial Statements and Consolidated Financial Statements for 2008

The Chairman stated that Roche's Annual Report, comprising a business report and two sets of financial statements, had been published and that it had been made available on schedule for inspection at the Company's registered offices and at banks holding deposited shares. In addition, copies of the report had been mailed to shareholders on request. The separate Finance Report, which forms part of the Annual Report, includes the report of the Statutory Auditor on page 143. In response to a request for comment, Messrs John Morris and François Rouiller, representing the Statutory Auditor, had already informed the Chairman that they had nothing to add to their written report. The Finance Report also includes the report of the Statutory Auditor on the consolidated financial statements on page 120. The Chairman invited the shareholders to discuss the report and the financial statements.

Mr *Matthias Wüthrich of Zurich* took the floor on behalf of *Greenpeace*. He stated that although Roche was one of the biggest manufacturers of cancer medication, it wanted to leave carcinogenic chemical waste, some of which it had dumped itself, in the ground at the Hirschacker landfill site. This was in contravention of Roche's agreement with Greenpeace. Mr Wüthrich claimed that Roche only intended to clean up a small part of the site that had been polluted with volatile chemicals. However, there were many more pollutants at the site and these were a threat to ground water and drinking water supplies. A cheap solution was not, therefore, a lasting solution. Greenpeace was critical of what it felt was Roche's unprofessional approach to remediation and its failure to keep its word. Mr Wüthrich alleged that the sampling of waste from the Hirschacker site had not been carried out in compliance with rules laid down by the Baden-Württemberg environment ministry. Although dioxins and other toxins were demonstrably a serious problem at Hirschacker, they were not being investigated, and, because no one was searching for dioxins or other pollutants, no one knew how much chemical waste from Hirschacker was being redeposited at other landfills in Germany. The fax from the Baden-Württemberg environment ministry that Roche had given Mr Wüthrich when he came into the meeting dealt with a different issue to the one Greenpeace was concerned about, being about whether it was possible to recognise toxic waste by sight.
Turning to the subject of Roche's alleged failure to honour its promise, Mr Wüthrich explained that a pragmatic agreement had been reached by the two sides, under which hazardous chemical waste at the edges of excavation zones would be dug out if tests revealed that a certain concentration was being exceeded. Roche was now aware of the test results, but did not want to

continue excavations or at most only wanted to carry out "cosmetic" excavations. Although Greenpeace felt that Roche's efforts to “atone for the sins of the past” were praiseworthy, it could not accept the Company's breach of promise. Mr Wüthrich gave a brief description of Roche's general role at Hirschacker. He referred to statements made by André Hoffmann, Vice Chairman of the Roche Board of Directors and spokesman for the Roche shareholders' pool on environmental matters, in a recent interview in the Basler Zeitung and appealed to the members of the shareholders' pool to use their influence to achieve a satisfactory solution at Hirschacker.
He then asked the Chairman three questions: Firstly, had Roche been aware, prior to being informed by Greenpeace, that disposal was not being carried out correctly and that the excavated material was not being sampled in accordance with the binding, minuted requirements of the German Federal and Baden-Württemberg environment ministries? Secondly, was Roche willing to find out whether and to what extent dioxin and other allegedly uninvestigated pollutants had been transferred to other landfills in Germany with the inadequately sampled waste from Hirschacker? If so, did Roche intend to take corrective action if necessary? Finally, would Roche abide by its original agreement with Greenpeace of September 2008 and continue to excavate at Hirschacker until the site was free of all visible or invisible hazardous chemical waste that might exceed the threshold limit value? He suggested holding a full discussion of the issue with the Chairman accompanied by Mr Hoffmann as the representative of the shareholders' pool or Dr Schwan as CEO.
Mr Wüthrich concluded by presenting the Chairman with a shovel to symbolise one of the diggers used at Hirschacker and to remind Roche of the remediation project. He thanked the meeting for its attention.

The Chairman thanked Mr Wüthrich and explained that Mr Hoffmann and Dr Oeri were dealing with this issue on the Board of Directors and Corporate Governance and Sustainability Committee respectively. However, he emphasised that Dr Oeri, Mr Hoffmann and members of the shareholders' pool did not involve themselves in negotiations. Any negotiations or other discussions were to be conducted with the appropriate level of Roche management.
The Chairman acknowledged the significance of the questions raised by Mr Wüthrich and underlined Roche's willingness to continue a dialogue with Greenpeace in an effort to find solutions. He then invited Dr Schwan to address Mr Wüthrich's questions.
Dr Schwan started by reaffirming that Roche was committed to clean groundwater in Grenzach and stressing that the Company was responsible for only a very small part of the waste in the landfill. Despite this, Roche was the only company to have voluntarily agreed to pay a substantial proportion of the cost of remediating the hot spots. This was a responsibility that the Company would continue to honour.
In response to Mr Wüthrich's specific questions, Dr Schwan first addressed the issue of excavation

and disposal. Greenpeace had played an active role in the project meetings at which it had been agreed that an independent agency – i.e. the German authorities – should take charge of excavation and disposal. He referred to the statements made by the German authorities, which clearly confirmed that the waste was being excavated and disposed of properly. In response to Greenpeace's claim that official requirements were being ignored, Dr Schwan quoted from the letter from the Baden-Württemberg environmental industry that had been given to Mr Wüthrich: "We can assure you that, contrary to Greenpeace Switzerland's claims, spoil from the Hirschacker landfill is being disposed of at landfills in Rheinland-Pfalz in full compliance with environmental and legal standards." He then appealed to Mr Wüthrich not to spread alarm among the public by making statements based on unsubstantiated speculation. Turning to the second question, Dr Schwan explained that dioxins are a general by-product of combustion processes and are released, for example, when someone burns wood. It had been widely known from the outset – i.e. by the authorities and Greenpeace, as well as by Roche – that waste had been incinerated at Hirschacker in the 1950s. This was why, with Greenpeace's agreement, special measurements had been taken under the lead of the German authorities. The authorities had concluded that there was no risk to the population or the groundwater. The groundwater was being systematically tested and Roche would continue to pay towards the cost of these measurements so as to ensure that there is no risk.

Mr *Hermann Struchen of Zurich*, took the floor. He referred to Roche's unique shareholder structure, with the Hoffmann and Oeri families' majority shareholding, Novartis' holding of not quite one third and the role of the remaining Roche shareholders. Mr Struchen offered his congratulations on the good result for 2008 and expressed his delight at the proposed increase in gross dividend to CHF 5.00 . He compared the consolidated income statement (page 28 of the Finance Report), which reports net income of CHF 10,844 million for 2008, with the financial statements of Roche Holding Ltd (page 133), which show a net profit of CHF 3,499 million. Mr Struchen also drew the meeting's attention to the appropriation of available earnings table on page 142 and the transfer of CHF 813,050,000 from the free reserve. He enquired as to the reasons for this move and why more money from net income had not been injected into the holding company. He then alluded to the divestment of the vitamins and OTC businesses several years previously and asked why it had been decided to sell them. He concluded by praising the structure and comprehensive nature of the Annual Report and suggesting that the list of shareholders should be extended.

The Chairman thanked Mr Struchen for his questions and explained the reasons behind the sale of the OTC and vitamins businesses. Both decisions had proven to be strategically correct.
He then asked Dr Hunziker to respond to Mr Struchen's question about net income. Dr Hunziker

expressed his pleasure that someone read the Finance Report so thoroughly. He explained the holding company's role as a parent, saying that it had to have the resources to be able to distribute a dividend and that Roche had achieved this by transferring funds from the free reserve.

Dr Hans Ulrich Gally of Basel took the floor. He began by quoting two statements by US President Obama on his plans to reduce healthcare costs and allow parallel imports. He then mentioned the appointment of Kathleen Sebelius as the new administration's Secretary of Health and Human Services. As Governor of Kansas, Ms Sebelius had introduced parallel importing of lower-priced branded medicines from Canada. He emphasised that 45% of drugs in the United States were purchased by the government and referred to the increasing political pressure to reduce drug prices and allow parallel imports of patented medications. He discussed competition from lower-priced biosimilars – i.e. generic versions of biotech drugs – after the originals had gone off-patent. Dr Gally referred to the sensitivity of pharmaceutical companies' share prices to announcements by President Obama, the high cost of new, highly effective drugs and the importance of saving costs by not sending people to hospital or reducing the duration of their stays. He explored the issue of how to use the limited financial resources available for healthcare services to improve the quality of life of the population as a whole. Dr Gally expressed the view that extensive funding was essential for effective, forward-looking research and development. However, high research costs were not in themselves sufficient justification for high drug prices. He felt it was a shame that Roche had not provided a clear statement on its drug pricing policy in the Annual Report because this omission gave the impression that Roche was pursuing a defensive strategy of responding to outside pressure. Dr Gally emphasised that the present financial crisis would only increase this pressure and wondered what messages generous bonus payments were sending out in the light of the discussion surrounding drug prices. In conclusion, Dr Gally enquired about Roche's justifications for the high prices of its patented products, about the Company's strategy for dealing with the current situation and about the possible impact of this situation on Roche's business performance and earnings prospects. He asked whether, as part of a forward-looking strategy, it would make sense to cut prices by a suitable amount as a way of showing that Roche was aware of the problem of high healthcare costs and, as a good corporate citizen, wanted to help keep them under control. This would send out a political message and enhance Roche's reputation. Lower prices would be offset by higher sales and it would be possible to treat more patients with the same budget. Dr Gally closed by quoting Charles Darwin.

The Chairman thanked Dr Gally for his comments, stating that it would be possible to spend the entire day discussing this one subject. His reply focused on President Obama's healthcare reforms in the United States and the fundamental changes that these would bring to the US market. However, the reforms would have less of an impact on Roche's life-maintaining, life-extending

products than they would on mass-market products for the primary care segment. He highlighted the Obama administration's intention to drive forward stem cell research in the United States and to set up a programme to find a cure for cancer by 2025, saying that Roche was ideally positioned to contribute to this programme. Addressing the issue of cost pressure, the Chairman agreed that this was set to rise. It was also one of the reasons why Roche was keen to acquire the whole of Genentech, as the Company believed that the acquisition would produce synergies and improve efficiency. The Chairman expressed his belief that parallel imports from Canada into the United States would become a reality. However, Roche already had many years of experience in this area in Europe. Turning to the subject of pricing policy, he emphasised that Roche kept the prices it charged for its products around the world within a relatively narrow band as a way of preventing parallel imports. This policy meant that Roche had been less affected by parallel trade than other pharmaceutical companies. He remarked that with biotech products due to go off-patent, biosimilars were certain to come onto the market. Although it would be necessary to factor in appropriate market risks to take account of this development, the patents on Roche's current biggest-selling products would not expire until 2015-2018. Moreover, Roche had sufficient new drugs in early and phase III development to be able to offset the patent expiries by launching new, better, even more innovative products.
He then went on to explain the challenges of product pricing in the pharmaceuticals business, where prices depend on innovativeness, patient needs, the specific competitive situation, the size of the market and research and development costs, stressing that this important strategic issue was the subject of close, ongoing analysis and discussion.
Since there were no further questions, the Chairman called for a vote to approve the Business Report, the Financial Statements and the Consolidated Financial Statements for 2008.

The AGM approved the Business Report, Financial Statements and Consolidated Financial Statements for 2008 by a vote of 144,227,602 in favour, 10,416 opposed and 96,606 abstentions.

1.2 Approval of the Remuneration Report

The Chairman explained that the Remuneration Report could be found on pages 75 to 85 of the Business Report. This document describes the principles governing the remuneration paid to the Board of Directors and Corporate Executive Committee and reports on the amounts paid to the members of both bodies in 2008. He explained that the vote was advisory in nature and gave shareholders an opportunity to voice their views on the Remuneration Report.

There were no requests to speak, so the Chairman called for a vote to approve the Remuneration Report.

The AGM approved the Remuneration Report by a vote of 144,217,268 in favour, 79,751 opposed and 37,605 abstentions.

Agenda item 2: Ratification of the Board of Directors' Actions

The Chairman noted that the Directors and other persons who had been involved in directing or managing the Company's affairs were not entitled to vote on this item.

The Chairman invited shareholders' comments and questions on ratification of the Directors' actions. There were no requests to speak.

The AGM ratified the actions of the Board of Directors by a vote of 122,676,859 in favour, 20,560 against and 133,942 abstentions. With 122,831,361 shares entitled to vote on this item, 61,415,681 votes were required for an absolute majority.

Agenda item 3: Vote on the Appropriation of Available Earnings

The Chairman moved that the AGM approve the following proposal for the appropriation of available earnings, as published on page 142 of the Finance Report volume of Roche's 2008 Annual Report:

Available earnings:		
Net profit for 2008	CHF	3,498,521,585
Balance brought forward from previous year	CHF	1,832,184
Transfer from free reserve	CHF	813,050,000
Total available earnings	CHF	4,313,403,769
Appropriation of available earnings:		
Distribution of a dividend of CHF 5.00 gross per share and non-voting equity security	CHF	4,312,813,500
Transfer to free reserve	CHF	0.00
Total appropriation of available earnings	CHF	4,312,813,500
To be carried forward on this account	CHF	590,269

There were no requests to speak on this agenda item.

The motion was passed by the AGM by a vote of 144,304,239 in favour, 10,183 opposed and 20,202 abstentions.

The Chairman informed the AGM that the dividend would be payable, free of charges, from Monday 16 March 2009 on presentation of coupon # 8 at any Swiss branch of UBS AG or Credit Suisse.

Agenda item 4: **Election of Directors**

The AGM marked the end of the terms of office of Prof. Sir John Bell, Mr André Hoffman and the Chairman as members of the Board of Directors. All three Directors were willing to stand for re-election for a term of three years and had declared in writing that they would accept office if elected. The Chairman moved on behalf of the Board of Directors that the aforementioned Directors be re-elected.

He then gave the shareholders an opportunity to comment on the election. There were no requests to speak.

The Chairman then put forward the names of each of the proposed Directors for a separate vote by electronic ballot.

In the first vote, the AGM elected Prof. Sir John Bell for a further three-year term of office ending at the ordinary AGM in 2012 by a vote of 144,298,186 in favour with 11,790 opposed and 24,648 abstentions.

In the second vote, the AGM elected Mr André Hoffmann for a further three-year term of office ending at the ordinary AGM in 2012 by a vote of 144,244,789 in favour with 70,705 opposed and 19,130 abstentions.

Prof. Bruno Gehrig then took the chair while the AGM voted on the Chairman's re-election.

Dr Franz B. Humer was re-elected for a further three-year term of office ending at the ordinary AGM in 2012 by a vote of 90,904,714 in favour with 82,450 opposed and 53,347,510 abstentions.

Prof. Gehrig congratulated Dr Humer on his re-election and handed the chair back to him. The Chairman then congratulated Prof. Sir John Bell and Mr André Hoffmann on their re-election.

Agenda item 5: **Election of the Statutory Auditor**

The Chairman noted that the AGM was required to vote annually to elect Statutory Auditor for the current fiscal year.

The Board of Directors moved that the AGM elect KPMG SA as Statutory Auditor for fiscal 2009.

This company had previously stated in writing that it would serve in this capacity if elected.

The Chairman gave the shareholders an opportunity to comment on the election. There were no requests to speak.

The Annual General Meeting elected KPMG SA as Statutory Auditor for fiscal 2009 with 144,297,837 votes in favour, 14,478 against and 22,359 abstentions.

There being no further requests to speak, the Chairman thanked the shareholders for attending and closed the meeting at 12.19 p.m.

The Chairman:	The Secretary:
Signed: Dr Franz B. Humer	Signed: René Kissling