

# Roche Holding Ltd.

Ticker: RO / ROG

Annual General Meeting: March 01, 2016, Congress Center, Basel Trade Fair Complex, Basel

## Overview

All items on the agenda have been proposed by the Board of Directors

## SWIPRA RECOMMENDATIONS

- |      |   |          |
|------|---|----------|
| 1.   | Approval of the Annual Report, Annual Financial Statements and Consolidated Financial Statements for 2015   | FOR      |
| 2.   | Approval of the total amount of bonuses for the Corporate Executive Committee and the total bonus amount for the Chairman of the Board for 2015   |          |
| 2.1. | Corporate Executive Committee   | AGAINST* |
| 2.2. | Chairman of the Board   | AGAINST* |
| 3.   | Ratification of the Board of Director's actions   | FOR      |
| 4.   | Vote on the appropriation of available earnings   | FOR      |
| 5.   | Amendments to the Articles of Incorporation   | FOR      |
| 6.   | Board of Directors Elections (nominations will be voted on separately): Election of the members of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee | *        |
| 6.1. | The re-election of Dr Christoph Franz to the Board as Chairman for a term of one year   | FOR      |
| 6.2. | The re-election of Dr Christoph Franz as a member of the Remuneration Committee for a term of one year  | FOR      |
| 6.3. | The re-election of Mr André Hoffmann, a representative of the current shareholder group with pooled voting rights, to the Board for a term of one year  | FOR      |
| 6.4. | The re-election of Mr André Hoffmann as a member of the Remuneration Committee for a term of one year   | FOR*     |



6.5.	The re-election of Prof. Pius Baschera to the Board for a term of one year	FOR
6.6.	The re-election of Prof. Sir John Bell to the Board for a term of one year	FOR
6.7.	The re-election of Mr Paul Bulcke to the Board for a term of one year	FOR
6.8.	The re-election of Prof. Richard P. Lifton to the Board for a term of one year	FOR
6.9.	The election of Prof. Richard P. Lifton as a member of the Remuneration Committee for a term of one year	FOR
6.10.	The re-election of Dr Andreas Oeri, a representative of the current shareholder group with pooled voting rights, to the Board for a term of one year	FOR
6.11.	The re-election of Mr Bernard Poussot to the Board for a term of one year	FOR
6.12.	The re-election of Mr Bernard Poussot to the Remuneration Committee for a term of one year	FOR
6.13.	The re-election of Dr Severin Schwan to the Board for a term of one year	FOR
6.14.	The re-election of Mr Peter R. Voser to the Board for a term of one year	FOR
6.15.	The re-election of Mr Peter R. Voser to the Remuneration Committee for a term of one year	FOR
6.16.	The election of Mrs Julie Brown to the Board for a term of one year	FOR
6.17.	The election of Dr Claudia Süßmuth Dyckerhoff to the Board for a term of one year	FOR
7.	Approval of the total amount of future remuneration for the Board of Directors	FOR*
8.	Approval of the total amount of future remuneration for the Corporate Executive Committee	FOR*
9.	Election of the independent proxy	FOR
10.	Election of Statutory Auditors	FOR

\* SWIPRA was looking for further information from the company to clarify this item. SWIPRA considers the insights of this discussion and/or additional information provided by the company, as transparently provided in the research report, to take a final FOR or AGAINST recommendation on each item.



## IMPORTANT NOTICE

*SWIPRA provides voting recommendations on the basis of its Policy Considerations, publicly available information of the Company such as the Company's annual report, including the financial statements, its compensation report, the invitation to the shareholder meeting including any additional information thereto as provided by the Company as well as any other information as available on the Company's webpage or otherwise, as deemed relevant by SWIPRA and, as the case may be, certain aspects as discussed with the respective Company.*

*SWIPRA provides these voting recommendations as information to its customers to facilitate the customer's analysis related to decision making and taking votes as a shareholder and does not claim that these recommendations are complete in all aspects. SWIPRA takes into consideration relevant information as available and provides its recommendations on the basis of its best knowledge and understanding.*

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