

Roche's Board of Directors proposes exchange of *Genussscheine* for participation certificates (*Partizipationsscheine*)

- **Participation certificates (*Partizipationsscheine*) with a nominal value of CHF 0.001 each will replace the non-voting equity securities (*Genussscheine*).**
- **Reduction of the nominal value of the bearer shares (*Inhaberaktien*) from CHF 1 to CHF 0.001 in line with the nominal value of the new participation certificates.**
- **Participation certificates are economically equivalent to *Genussscheine* and will be listed on the SIX Swiss Exchange.**
- **Discontinuation of printed dividend vouchers and a further transition to intermediated securities, in line with efficient and modern market practices.**
- **The exchange of *Genussscheine* for participation certificates and the reduction as well as the repayment of the nominal value of the bearer shares will be submitted to the shareholders for approval at the 2026 Annual General Meeting**

Basel, 22 July 2025 - Roche (SIX: RO, ROG; OTCQX: RHHBY) announced today its Board of Directors' decision to propose to shareholders a modernisation of Roche Holding Ltd's capital structure for approval at the Annual General Meeting to be held on 10 March 2026 ("2026 AGM"). The proposal includes the exchange of the existing non-voting equity securities ("*Genussscheine*") for participation certificates with a nominal value of CHF 0.001 each.

To ensure equal treatment of the participation certificates with the bearer shares in accordance with the articles of incorporation of Roche Holding Ltd, shareholders will be asked to approve a reduction of the nominal value of the bearer shares from CHF 1.00 to CHF 0.001 per share. Subject to shareholder approval, holders of bearer shares will receive, by way of a repayment of nominal value, CHF 0.999 in cash per bearer share, resulting in a total repayment of CHF 106,584,309.

The exchange of *Genussscheine*, an outdated form of equity instrument, for participation certificates follows Roche's articles of incorporation and is an adjustment driven by the revised Swiss corporate law. Participation certificates are economically equivalent to *Genussscheine*: Following the exchange, the participation certificates replacing the *Genussscheine* will be listed on the SIX Swiss Exchange and have the same dividend entitlement as well as the same entitlement to any liquidation proceeds as the bearer shares. Detailed explanations of the proposals of the Board of Directors will be made available together with the shareholder invitation to the 2026 AGM. Subject to the approval by shareholders at the 2026 AGM, the exchange is expected to be implemented shortly after the 2026 AGM.

Discontinuation of dividend vouchers

After payment of the dividend for the financial year 2025, the repayment of the nominal value reduction amount of the bearer shares and the exchange of the Genussscheine for participation certificates there will be no remaining unused printed dividend vouchers. Roche will cease issuing printed dividend vouchers.

Home custodians are urged to submit their printed certificates representing Roche equity securities, together with the remaining dividend vouchers, to a depository bank promptly for conversion into intermediated securities. This will ensure smooth future dividend payments to current home custodians and avoid a potential loss of dividend claims. Dividends will be forfeited if not claimed within five years.

No issuance of new printed certificates

Roche will cease issuing printed certificates for bearer shares, Genussscheine and participation certificates in the future. Home custodians are asked to submit their printed certificates and dividend vouchers to a depository bank for conversion into intermediated securities and booking into a securities account.

For additional details, please refer to the [information document](#) and consult the dedicated FAQ section available [here](#). Roche employees will be informed accordingly.

About Roche

Founded in 1896 in Basel, Switzerland, as one of the first industrial manufacturers of branded medicines, Roche has grown into the world's largest biotechnology company and the global leader in in-vitro diagnostics. The company pursues scientific excellence to discover and develop medicines and diagnostics for improving and saving the lives of people around the world. We are a pioneer in personalised healthcare and want to further transform how healthcare is delivered to have an even greater impact. To provide the best care for each person we partner with many stakeholders and combine our strengths in Diagnostics and Pharmaceuticals with data insights from the clinical practice.

For over 125 years, sustainability has been an integral part of Roche's business. As a science-driven company, our greatest contribution to society is developing innovative medicines and diagnostics that help people live healthier lives. Roche is committed to the Science Based Targets initiative and the Sustainable Markets Initiative to achieve net zero by 2045.

Genentech, in the United States, is a wholly owned member of the Roche Group. Roche is the majority shareholder in Chugai Pharmaceutical, Japan.

For more information, please visit www.roche.com.

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