

# ROCHE HOLDING LTD

## Bylaws (*Organisationsreglement*)

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### 1. General

- 1 These Bylaws are based on Article 716a and Article 716b of the Swiss Code of Obligations (CO) and §§ 18 et seq., in particular § 19 and § 20 of the Articles of Incorporation of Roche Holding Ltd (hereinafter “Company”).
- 2 They set out the duties and powers of the officers and bodies charged with managing the affairs of the Company.
- 3 All functional designations, whether linguistically masculine (chairman), feminine (chairwoman) or neuter (chairperson) are gender-neutral and refer to all genders.

### 2. The executive bodies and officers of the Company

The executive bodies and officers of the Company shall comprise:

- the Board of Directors (hereinafter “Board”)
- the Chairman of the Board of Directors
- the Chairman’s Committee of the Board of Directors, being made up of the Chairman of the Board of Directors and one or two Vice-Chairmen and potential other members of the Board (hereinafter “Chairman’s Committee”)
- the Committees of the Board of Directors
- the Chairman of the Executive Committee (Chief Executive Officer, hereinafter “CEO”)
- the Executive Committee and its members
- further executive officers and bodies

### 3. Principles

#### 3.1 Principle of delegation

All executive bodies and officers shall delegate their duties and powers, save where mandatory statutory provisions, the Articles of Incorporation or these Bylaws provide that an assignment of responsibilities is inalienable or inherent to a particular body or officer, to the hierarchically lowest possible business units, officers or bodies that possess the knowledge and expertise necessary to make appropriate decisions concerning the performance of those duties.

### 3.2 Reservation of powers

All executive officers or bodies shall be entitled, notwithstanding Article 3.1 above, at any time, either on an ad hoc basis or on the basis of a general reservation of powers, to intervene in the duties and powers of hierarchically subordinate bodies or officers and to take charge of affairs being conducted by such bodies or officers (“powers reserved”).

### 3.3 Duty of care and loyalty

The executive bodies of the Company shall carry out their duties with care and promote the interests of the Company.

### 3.4 Conflicts of interest

The executive bodies of the Company shall arrange their personal and business affairs in such a way that they do not conflict with the interests of the Company. If there is a possibility of a conflict of interest, the person concerned shall immediately report the potential conflict of interest to the Chairman of the Board of Directors (or, in case of the Chairman of the Board of Directors, to the Vice-Chairman).

### 3.5 Confidentiality and non-disclosure

The executive bodies of the Company shall treat non-public information concerning the Company which they have obtained in the performance of their functions as confidential and maintain absolute secrecy about all business relations. The obligation of confidentiality continues after the end of the mandate.

### 3.6 Signatory power

The Chairman of the Board of Directors, the CEO, all other members of the Executive Committee and all other persons entrusted by the Board of Directors with the representation of the Company shall be authorised to sign on behalf of the Company, each jointly with another person authorised to sign. Persons authorised to sign for the Company shall be entered in the commercial register.

## **4. The Board of Directors**

### 4.1 Principle

In addition to the tasks and competences set out in §§ 18–25 of the Articles of Incorporation, the principles set out in this Article 4 shall apply.

#### 4.2 Meetings, representation and decision-making

- 1 A member of the Board of Directors who is unable to attend a meeting of the Board may not be represented by another member of the Board of Directors or by a third person.
- 2 One half of the members of the Board of Directors shall constitute a quorum. For meetings of the Board of Directors and the Board Committees an annual attendance of 75% is required.

#### 4.3 Duties and powers

- 1 The Board of Directors is the body responsible for the overall governance of the Company and the supervision of its management. It decides on all matters that are not reserved for or assigned to another body of the company by law, the Articles of Incorporation or these Bylaws.
- 2 In addition to the duties listed in § 21 of the Articles of Incorporation, the Board of Directors shall in particular have the following duties:
  - a) Formulating the medium- and long-term strategies and planning priorities, and laying down guidelines for corporate policy.
  - b) Taking decisions on transactions of substantial strategic significance.
  - c) Approving changes in capital and amending the Articles of Incorporation accordingly.
  - d) Approving the Executive Committee's risk assessment (Group Risk Report) and related risk mitigation plans.
  - e) Approving expenditures on or divestments of property, plant and equipment whose total value exceeds CHF 200 million (discretionary authority).
  - f) Approving mergers and acquisitions, in-licensing, equity, debt and other liabilities whose total value exceeds CHF 500 million (discretionary authority).
- 3 The Board of Directors shall delegate all other management functions in the manner provided by these Bylaws to the Chairman of the Board of Directors, the Chairman's Committee, the CEO, the Executive Committee or the members thereof, save where the law, the Articles of Incorporation or other provisions of these Bylaws otherwise provide.

#### 4.4 Right of information and reporting

- 1 Every member of the Board of Directors shall be entitled to seek information on all the Company's affairs in accordance with the following provisions.
- 2 At each meeting, the Chairman of the Board of Directors, the CEO and members of the Executive Committee designated by the Chairman of the Board of Directors or by the CEO shall brief the Board of Directors on the Company's current business performance and on major events affecting the affairs of the Company or of Group companies. Any extraordinary developments that may arise shall be notified immediately to the members of the Board of Directors.

- 3 Outside of meetings, every member of the Board of Directors shall be entitled, on condition of notifying the Chairman of the Board of Directors in advance, to seek information from members of the Executive Committee concerning the Company's business performance and, subject to the Chairman of the Board of Directors' approval, concerning specific transactions.
- 4 To the extent necessary for the discharge of a duty incumbent on them, every member shall be entitled to request permission from the Chairman of the Board of Directors to inspect Company records and books of account.
- 5 If the Chairman of the Board of Directors turns down a member's request for information, consultation or inspection of documents, the matter shall be referred to the Board of Directors for decision.

## **5. The Chairman of the Board of Directors**

- 1 The following duties and powers in particular shall be vested in the Chairman of the Board of Directors:
  - a) Convening, preparing and chairing meetings of the Board of Directors.
  - b) Preparing and supervising the implementation of the resolutions passed by the Board of Directors, save where a Chairman's Committee of the Board of Directors or a Committee of the Board of Directors shall have been established and the relevant functions delegated to it by these Bylaws.
  - c) Exercising supervision over the affairs of the Company and the Group. For this purpose, the CEO and the Secretary to the Board of Directors shall report directly to the Chairman of the Board of Directors. In addition, the Chairman of the Board of Directors shall meet regularly with the members of the Executive Committee. The Chairman of the Board of Directors may also attend meetings of the Executive Committee where this is deemed necessary for the discharge of his supervisory functions. He shall regularly be sent notices of meeting and copies of the meeting minutes.
  - d) Ensuring that the Group possesses an appropriate management and organisational structure.
  - e) Exercising the powers reserved to the Board of Directors under Bylaw 3.2, above.
  - f) Representing the overall interests of the Company and of the Group in dealings with third parties.
  - g) Nominating all members of the Executive Committee and of the enlarged Executive Committee and the General Manager in the United States (Genentech).
  - h) Proposing the compensation packages (including pension benefits and incentives such as stock options etc.) of the Executive Committee to the Remuneration Committee.
  - i) Coordinating the work of the various Committees of the Board of Directors and ensuring that the Board of Directors as a whole operates as an integrated, cohesive body. The Chairman of the Board of Directors shall be sent all notices of meeting and copies of the meeting minutes of Committee meetings and may attend such meetings provided he does not have a personal interest in any item of business on the agenda.
  - j) Such other duties and powers as may be specified in the Articles of Incorporation and in these Bylaws.

- 2 In addition, the Chairman of the Board of Directors shall have decision-making authority in urgent matters which fall within the purview of the Board of Directors but which, because of pressure of time, cannot await resolution by the Board of Directors. In such cases, the members of the Board of Directors shall be apprised of the matter as quickly as possible and the relevant decision shall be recorded in the meeting minutes of the next following meeting of the Board of Directors.

## **6. The Vice-Chairman/Vice-Chairmen of the Board of Directors**

- 1 The Board of Directors shall elect one or two Vice-Chairmen from among its members.
- 2 If the Chairman of the Board of Directors is unavailable, his functions shall be carried out by the Vice-Chairman or in case of two Vice-Chairmen by the senior (longer-serving) Vice-Chairman.
- 3 The Vice-Chairman / the senior (longer-serving) Vice-Chairman shall call for a meeting of the Board to be held without the Chairman at the request of any member of the Board of Directors. He may call such a meeting whenever he deems it necessary to do so.

## **7. The Chairman's/Nomination Committee of the Board of Directors**

- 1 The Vice-Chairman or Vice-Chairmen and potential other members of the Board together with the Chairman of the Board of Directors shall constitute the Chairman's Committee of the Board of Directors chaired by the Chairman of the Board of Directors.
- 2 The Chairman's Committee of the Board of Directors shall be responsible for preparing resolutions of the Board of Directors and for overseeing the implementation of the same, save where this function is carried out directly by the Chairman of the Board of Directors or by a Committee of the Board of Directors.
- 3 The Chairman's Committee shall be responsible for approving:
  - a) Expenditures on or divestments of property, plant and equipment between CHF 100 million and CHF 200 million (discretionary authority). The Chairman's Committee shall submit a report and a proposal to the full Board of Directors for investments and divestments of this nature whose total value exceeds CHF 200 million (advisory/preparatory capacity).
  - b) Mergers and acquisitions, in-licensing, equity, debt and other liabilities whose total value amounts to between CHF 100 million and CHF 500 million (discretionary authority). The Chairman's Committee shall submit a report and a proposal to the full Board of Directors for transactions of this nature whose total value exceeds CHF 500 million (advisory/preparatory capacity).
- 4 The Chairman's Committee of the Board of Directors shall perform the role of a Nomination Committee, in particular plan the replacement of outgoing members and evaluate candidates for

positions on the Board of Directors or on the Executive Committee (advisory/preparatory capacity).

- 5 The Nomination Committee shall seek to establish an appropriate balance with respect to the composition among the members of the Board of Directors, among the members of the different Board Committees and with respect to the composition of the Executive Committee. It shall carry out research on potential candidates and recommend appropriate candidates for the Board of Directors' approval.
- 6 In the selection and nomination processes the Nomination Committee shall consider independence, expertise, experience and skills needed (incl. related to economic, environmental and social aspects) for the Board of Directors', the Board Committees' or the Executive Committee's tasks seeking – where possible – to establish a balance in terms of diversity – including but not limited to – gender, age, nationality or country of origin, competencies, experiences and mindset.
- 7 The Nomination Committee shall ensure that there is adequate succession planning for the Company's executive bodies.
- 8 The Chairman's Committee of the Board of Directors shall determine its own procedures. Resolutions shall be adopted by a majority of the votes cast. In the case of a tie, the acting chair shall have the casting vote. The Chairman's Committee may adopt resolutions by circulation, electronically or by telephone.

## **8. Committees of the Board of Directors**

### 8.1 Audit Committee

- 1 The Audit Committee shall consist of at least three non-executive members elected by the Board of Directors from among its members.
- 2 The Audit Committee shall assist the Board of Directors in supervising the management of the Company, particularly with respect to financial matters. In particular, the Committee shall review in an advisory/preparatory role:
  - a) accounting systems and procedures;
  - b) the organisation and scope of financial controlling, including internal auditing;
  - c) financial reporting to shareholders and the general public as well as the relationship with the external auditors;
  - d) financial planning;
  - e) internal financial control systems;
  - f) investments of liquid assets and financial investments, including investments of assets by the Company's post-retirement benefit plans (investment principles and policies, funding status, investment instruments, diversification, return on investments, etc);
  - g) tax matters, tax risks and tax governance, including the Company's tax strategy.

- 3 In addition, the Audit Committee monitors and approves:
  - a) risk management processes, internal control systems;
  - b) specific risk management topics delegated by the Board of Directors.
- 4 The Chairman of the Committee shall report to the Chairman of the Board of Directors, either orally or in writing, at regular intervals about the activities and findings of the Committee and regularly brings its meeting minutes to the attention of the entire Board of Directors.
- 5 The Audit Committee shall be authorised at any time, after notifying the Chairman of the Board of Directors, to inspect any documents which are relevant to the discharge of its duties (including internal and external audit reports, management responses to such reports and correspondence thereto), to request full and detailed information from any party within the Company or Group or from the external auditors and to require them to attend its meetings. The Audit Committee may employ the services of independent consultants as it deems appropriate.
- 6 The Audit Committee may adopt resolutions by circulation, electronically or by telephone. Resolutions shall be adopted by a majority of the votes cast. In the case of a tie, the acting chair shall have the casting vote.

#### 8.2 Corporate Governance and Sustainability Committee

- 1 The Corporate Governance and Sustainability Committee shall consist of at least three members elected by the Board of Directors from among its members.
- 2 The Corporate Governance and Sustainability Committee shall assist the Board of Directors in an advisory/preparatory role in matters relating to:
  - a) corporate governance;
  - b) non-financial reporting.
- 3 In addition, the Corporate Governance and Sustainability Committee monitors and approves:
  - a) compliance with internal business principles and principles of behaviour;
  - b) promoting sustainable management of the Company's activities;
  - c) safety and environment;
  - d) specific risk management topics delegated by the Board of Directors.
- 4 The Chairman of the Committee shall report to the Chairman of the Board of Directors, either orally or in writing, at regular intervals about the activities and findings of the Committee and regularly brings its meeting minutes to the attention of the entire Board of Directors.
- 5 The Corporate Governance and Sustainability Committee may adopt resolutions by circulation, electronically or by telephone. Resolutions shall be adopted by a majority of the votes cast. In the case of a tie, the acting chair shall have the casting vote.

### 8.3 Remuneration Committee

- 1 The Remuneration Committee shall have discretionary authority over matters within its remit and shall consist of at least three non-executive members elected by the General Meeting from among the Board of Directors' members. The Remuneration Committee organises itself.
- 2 Within the limits of the General Meeting's binding approval on the total remuneration of the Board of Directors and the Executive Committee, the Remuneration Committee shall decide on the remuneration of the Chairman of the Board of Directors (who must not be present at the time) and the CEO (who must not be present at the time).
- 3 In addition, the Remuneration Committee approves, upon proposal by the Chairman of the Board of Directors (other than in the case of his own compensation):
  - a) the Group's remuneration policy;
  - b) the remuneration of the members of the Board of Directors;
  - c) the compensation packages of members of the Executive Committee (within the limits of the General Meeting's approval on the total remuneration of the Executive Committee);
  - d) stock options, bonuses and similar profit-sharing schemes as well as, in principle, pension fund benefits and other post-employment benefit plans.
- 4 Committee members recuse themselves from deliberations and decisions on matters that affect their interests.
- 5 The Remuneration Committee shall meet at regular intervals and not less than twice a year. It may adopt resolutions by circulation, electronically or by telephone. Resolutions shall be adopted by a majority of the votes cast. In the case of a tie, the acting chair shall have the casting vote. The meeting minutes of all Remuneration Committee meetings shall regularly be made available to the Board.

### **9. The Chairman of the Executive Committee (Chief Executive Officer, CEO)**

- 1 The Board of Directors appoints the CEO and shall, upon proposal by the Chairman of the Board of Directors, define his executive functions. The CEO may attend committee meetings.
- 2 The duties of the CEO shall, subject to the powers reserved to the higher-ranking executive bodies and in addition to the management of the business units for which he is directly responsible, in particular include the following:
  - a) The implementation of the strategic objectives, the setting of operating priorities and the allocation of the necessary human and material resources.
  - b) The management, supervision and coordination of the other members of the Executive Committee.
  - c) The convening, preparation and chairing of meetings of the Executive Committee.



- d) Briefing the Chairman of the Board of Directors or the Board of Directors on the Company's affairs. The CEO may also delegate this task to other members of the Executive Committee.
- e) The succession planning and management development for the Group.
- f) Taking decisions on matters in which divisions, functions and/or Group companies have overlapping interests.
- g) Appointing all directors of subsidiaries.
- h) Approving mergers and acquisitions, in-licensing, equity, debt and other liabilities up to CHF 100 million (discretionary authority).

## **10. The Executive Committee**

- 1 The members of the Executive Committee shall be appointed by the Board of Directors upon proposal by the Chairman's Committee.
- 2 The scope of duties and powers of the Executive Committee shall comprise the following specific matters:
  - a) Investments, leasing transactions or divestments of between CHF 50 million and CHF 100 million and submitting proposals in respect of investments in or divestments of property, plant and equipment having a total value in excess of CHF 100 million.
  - b) Operating transactions, including transactions concerning intellectual property rights, with a commercial value in excess of CHF 5 million.
  - c) Drawing up the five-year plans and the budgets of the various divisions and functions.
  - d) Setting the annual salary and wage parameters for employees, which shall be coordinated in the case of Group companies based in the same country.

## **11. The members of the Executive Committee**

### 11.1 Demarcation of areas of responsibility

- 1 The Chief Executive Officer shall define the precise scope of the area of responsibility for each member of the Executive Committee.
- 2 Notwithstanding the foregoing, responsibilities may be assigned directly to members of the Executive Committee under these Bylaws.

### 11.2 Specific duties of members

- 1 The members of the Executive Committee shall be individually responsible for the business areas (divisions or functions) assigned to them.
- 2 In particular, the individual members of the Executive Committee shall have the following duties:

- a) Achieving the defined strategic, operating and quantitative objectives within their division/function and in the individual business units of the same.
  - b) Preparing and assuming responsibility for the budget for their area.
  - c) Establishing and overseeing a management and organisational structure adequate to the needs of their area.
  - d) Responsibility for the wages and salaries of the employees in their area within the parameters set by the Executive Committee (Article 10 (2) (d) of these Bylaws), subject to the salary-setting powers of the Remuneration Committee (Article 8.3 (2) of these Bylaws).
  - e) Overseeing global business performance within their area and issuing the necessary instructions and directives, in particular as regards compliance with the statutory obligations relevant to their area.
  - f) Representing the interests of their area and the business units comprised within it to other divisions/functions and to higher-ranking executive bodies or officers.
  - g) Regular reporting on business performance to the CEO and reporting important matters immediately and simultaneously to the Chairman of the Board of Directors and the CEO.
- 3 The member of the Executive Committee designated as Chief Financial Officer (CFO) shall be responsible for implementing and overseeing the execution of the Company and Group policies and guidelines relating to financial planning, accounting and financial controlling issued by the Board of Directors pursuant to § 21 (2) (c) of the Articles of Incorporation and in particular for the investment of liquid assets, the proper financing of the Group and the Group companies and the establishment of the necessary control mechanisms.

### 11.3 Meetings, representation and decision-making

A member of the Executive Committee who is unable to attend an Executive Committee meeting may not be represented by another member of the Executive Committee or a third person. Resolutions shall be adopted by a majority of the votes cast. In the case of a tie, the acting chair shall have the casting vote.

## 12. **Further executive officers and bodies**

The delegation of executive duties and powers to subordinate bodies and officers shall be effected by means of instructions issued within their respective divisions and functions by the relevant Executive Committee members.

## 13. **Entry into force of the Bylaws**

These Bylaws were approved by the Board of Directors at its meeting of 26 May 2023 with immediate effect. They replace the Bylaws (*Organisationsreglement*) dated 1 April 2020.

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