



# Articles of Incorporation Roche Holding Ltd

*14 March 2023*

*(Translation of the German original)*

All functional designations, whether linguistically masculine (chairman), feminine (chairwoman) or neuter (chairperson) are gender-neutral and refer to all genders.

# **I. Name, Purpose, Registered Office and Duration of the Company**

## **§ 1**

<sup>1</sup> Under the name  
'Roche Holding AG'  
'Roche Holding SA'  
'Roche Holding Ltd'

exists a corporation whose purpose it is to hold shares in companies active in the fields of life sciences, health or related areas.

- 2 The Company may participate in other enterprises and holding companies in Switzerland or abroad.
- 3 The Company may establish branches and subsidiaries in Switzerland or abroad as well as engage in all types of transactions that are directly or indirectly related to its purpose. The Company may acquire, mortgage, sell and manage real estate and intellectual property rights as well as provide financing to other companies in Switzerland or abroad.
- 4 In pursuing its purpose, the Company strives to create long-term, sustainable value.

## **§ 2**

The Company has its registered office in Basel and its duration is unlimited.

# **II. Share Capital, Shares and Non-Voting Equity Securities**

## **§ 3**

The Company's share capital is CHF 106,691,000, divided into 106,691,000 fully paid up bearer shares ('shares') with a nominal value of CHF 1 each.

## § 4

- 1 In addition, there are 702,562,700 bearer non-voting equity securities ('non-voting equity securities').
- 2 The non-voting equity securities are not part of the share capital and confer no voting rights. Each non-voting equity security confers the same rights as any one of the shares to participate in the available earnings and in any remaining liquidation proceeds following repayment of the share capital and any possible participation certificate capital.
- 3 The subscription rights of non-voting equity security holders are governed by the provisions set out in § 6.
- 4 Non-voting equity securities are bound by the Annual Financial Statements approved by the General Meeting as well as by the appropriation of available earnings decided by the General Meeting.
- 5 All notices of the Company concerning the non-voting equity securities shall be made in accordance with § 30.
- 6 Subject to any applicable legal requirements, the General Meeting is entitled at all times to exchange all or some of the non-voting equity securities against shares or participation certificates without the consent of the holders thereof. In the event of an exchange against shares, each such share shall participate in the available earnings and liquidation proceeds in the same way as any of the existing shares. In the event of an exchange against participation certificates, each non-voting equity security shall be replaced by participation certificates with a total nominal value equivalent to the nominal value of the existing shares. If only part of the non-voting equity securities are exchanged, the selection shall be made by drawing lots.
- 7 Non-voting equity securities selected for exchange are called in in accordance with § 30. The General Meeting decides on the timing at which the rights of the non-voting equity securities called in for exchange terminate and are replaced by the rights of the new shares or participation certificates.
- 8 Meetings of non-voting equity security holders are convened by the Board of Directors. The Board of Directors shall determine the venue of the meeting. The Board of Directors may provide for the meeting to be held simultaneously at different locations, provided that the contributions of the participants are transmitted directly in video and audio to all venues, or that holders of non-voting equity securities who are not present at the venue of the meeting may exercise their rights by electronic means. Alternatively, the Board of Directors may determine that the meeting be held by electronic means without a venue.

- 9 Each non-voting equity security holder is entitled to attend these meetings. He may represent his non-voting equity securities by himself or give written authorisation to a third party to represent him at these meetings.
- 10 Each non-voting equity security carries one vote.
- 11 To be able to exercise voting rights, non-voting equity security holders must deposit their non-voting equity securities within the period specified by the Board of Directors before the meeting at such depositaries as may be indicated in the notice, or they must show evidence of their ownership of non-voting equity securities in the manner specified by the Board of Directors.
- 12 Meetings are convened by the Board of Directors by publication of the agenda in two notices in the form as set forth in § 30. The second notice must be published no later than 20 days before the date of the meeting.
- 13 Meetings are chaired by the Chairman, a Vice-Chairman or another member of the Board of Directors or another person designated by the Board of Directors. The minutes must be signed by the chairperson and the secretary of the meeting.
- 14 A meeting of non-voting equity security holders can pass resolutions if at least half of the non-voting equity securities issued are present or represented. Resolutions are passed by a majority of two-thirds of the votes cast, which must include the absolute majority of all votes represented. § 4 subsection 17 remains reserved.
- 15 If at a meeting of non-voting equity security holders the necessary quorum of non-voting equity securities is not represented, a second meeting must be called, which is empowered to pass resolutions by an absolute majority of the votes represented regardless of the number of non-voting equity securities represented. Notice of convocation of the second meeting of non-voting equity security holders can be given simultaneously with the notice of the convocation of the first meeting, and the meeting can be held immediately after the first meeting. § 4 subsection 17 remains reserved.
- 16 The meeting of non-voting equity security holders can decide in a manner binding for all non-voting equity securities any changes to the rights of non-voting equity securities defined by the Articles of Incorporation, but a decision to waive some or all rights conferred by non-voting equity securities requires the agreement of the holders of the majority of all outstanding non-voting equity securities.
- 17 All resolutions of the meeting of non-voting equity security holders must be approved by the General Meeting of Shareholders.

## § 5

- 1 The General Meeting of Shareholders can create, or increase, participation capital or authorise the Board of Directors to take decisions to this effect. The participation certificates are bearer certificates and have a nominal value. The issuing terms are to be fixed by the Board of Directors.
- 2 Participation certificates confer, proportionately to their nominal value compared with that of shares, the same entitlement in respect of available earnings and liquidation proceeds as shares. Participation certificates do not confer voting rights or any rights associated therewith.
- 3 The subscription rights of participation certificate holders are governed by the provisions set out in § 6.
- 4 All resolutions of the General Meeting of Shareholders, particularly those concerning the approval of Annual Financial Statements and the appropriation of available earnings, are binding upon participation certificate holders insofar as their right to the same status as that of the shares in respect of the Company's assets is ensured.
- 5 The convocation of the General Meeting of Shareholders, including the agenda and proposals, must be communicated to the participation certificate holders no later than 20 days before the date of the meeting in accordance with § 30.

## § 6

In the event of new equity-type securities being issued, the subscription rights of shareholders, non-voting equity security holders and participation certificate holders are defined as follows:

- a. If participation certificate capital is being created for the first time, shareholders and non-voting equity security holders have subscription rights in proportion to the number of securities already in their possession.
- b. If the share capital alone is increased, holders of all categories of securities have proportionate subscription rights.
- c. If the participation certificate capital alone or the number of non-voting equity securities alone is increased, holders of all categories of securities have proportionate subscription rights.
- d. If the share capital and participation certificate capital are increased simultaneously and in the same proportion, the shareholders' subscription rights relate solely to shares and those of the participation certificate and non-voting equity security holders solely to participation certificates.

- e. Subscription rights are subject to exclusion for valid reasons. In particular, the exchange of non-voting equity securities for shares or participation certificates is considered a valid reason.

## § 7

- <sup>1</sup> The Board of Directors may issue its shares, non-voting equity securities and participation certificates in the form of individual certificates, global certificates, as uncertificated securities pursuant to Article 973c or 973d of the Swiss Code of Obligations (CO) or as intermediated securities within the meaning of the Intermediated Securities Act. Within the framework set forth by law, the Company may, at any time and without the consent of the respective shareholders, non-voting equity security holders or participation certificate holders, convert shares, non-voting equity securities and participation certificates issued in one form into another form. The Company shall bear the costs thereof.
- <sup>2</sup> Shareholders, non-voting equity security holders and participation certificate holders have no right to request the conversion of shares, non-voting equity securities and participation certificates issued in one form into another form. In particular, the shareholders have no claim to the certification of their membership in a security.
- <sup>3</sup> Intermediated securities based on shares, non-voting equity securities or participation certificates of the Company cannot be transferred by way of assignment, nor may they be pledged as collateral.

## § 8

Dividends and share of profit which have not been collected within five years after their due date are credited to the free reserves.

### III. Statutory Bodies

#### § 9

The statutory bodies of the Company are:

- a) the General Meeting.
- b) the Board of Directors.
- c) the Auditors.

#### A. *The General Meeting*

#### § 10

- <sup>1</sup> The General Meeting is convened by the Board of Directors by publication of its agenda and the proposals of the Board of Directors and of shareholders in accordance with § 30 at the latest 20 days before the date of the General Meeting.
- <sup>2</sup> Shareholders who, alone or together, hold at least 0.5% of the share capital or the votes may until but no later than 36 days before the General Meeting request that an item be included on the agenda or that a motion relating to an agenda item be included in the notice convening the General Meeting. The request must be submitted in writing and specify the agenda items and proposals and may include a brief statement of the reasons.
- <sup>3</sup> No resolutions can be passed on matters that have not been duly mentioned in the notice of convocation, with the exception of a proposal to convene an Extraordinary General Meeting or to have a special investigation performed.
- <sup>4</sup> The Board of Directors may delegate to one or several of its members the power to decide on changes to the notice convening the General Meeting based on motions of shareholders received after the deadline for requesting that an item be included on the agenda.
- <sup>5</sup> The evidence of the shareholders' right to submit requests that an item be included on the agenda or that a motion relating to an agenda item be included in the notice convening the General Meeting shall be made (a) by a deposit confirmation from a bank with the condition that the relevant shares cannot be disposed of until after the day of the General Meeting and the confirmation of the shareholder(s) that they are the beneficial owner(s) of the relevant shares and that they will remain so until the day of the General Meeting, or (b) in any other form determined by the Board of Directors.



- 6 The Annual Report, the Remuneration Report and the Auditors' Reports as well as the report on non-financial matters pursuant to Article 964c CO, if applicable, shall be made available to the holders of shares or participation certificates no later than 20 days before the Ordinary General Meeting.

## § 11

- 1 The Board of Directors shall determine the venue of the General Meeting. The Board of Directors may provide for the General Meeting of Shareholders to be held simultaneously at different locations, provided that the contributions of the participants are transmitted directly in video and audio to all venues, or that shareholders who are not present at the venue of the General Meeting may exercise their rights by electronic means. Alternatively, the Board of Directors may determine that the meeting be held by electronic means without a venue.
- 2 The Chairman of the Board of Directors or a Vice-Chairman or, in their absence, another member of the Board of Directors designated by the Board of Directors or any other person designated by the Board of Directors chairs the meeting and appoints a secretary and has the right to appoint one or more vote counters. The chairperson of the Shareholders' Meeting shall have all powers and authority necessary and appropriate for the orderly conduct of the General Meeting.

## § 12

- 1 The Board of Directors shall issue the rules regarding the participation in and representation at the General Meeting and determine the requirements as to proxies and instructions.
- 2 Shareholders wishing to attend a General Meeting must deposit their share certificates at the latest five days before the day of the meeting at depositaries designated by the Board of Directors or furnish proof of entitlement in another manner determined by the Board of Directors. Thereupon they will receive entrance cards or login information issued in their names.
- 3 Shareholders may be represented at the General Meeting by the independent proxy, by their legal representative or, by means of a written proxy, a third party.

## § 13

- 1 The General Meeting can pass resolutions regardless of the number of shareholders present and shares represented.
- 2 At the General Meeting, each share carries one vote.

## § 14

The following matters are to be dealt with exclusively by the General Meeting:

- a. Adoption and amendment of the Articles of Incorporation;
- b. Approval of the Management Report (subject to Article 961d CO), the Annual Financial Statements, the Consolidated Financial Statements and, if applicable, the report on non-financial matters pursuant to Article 964c CO;
- c. Discharge of the members of the Board of Directors and the persons entrusted with management;
- d. Resolutions regarding the appropriation of available earnings, particularly declaration of the dividend;
- e. Determination of interim dividends and approval of the interim financial statements required for this purpose;
- f. Resolution regarding the repayment of the statutory capital reserve;
- g. Approval of the remuneration of the Board of Directors and the Executive Committee in accordance with § 23;
- h. Election of the members of the Board of Directors;
- i. Election of the Chairman of the Board of Directors;
- j. Election of the members of the Remuneration Committee;
- k. Election of the independent proxy;
- l. Election of the Auditors;
- m. Delisting of the Company's equity securities;
- n. Resolutions regarding the liquidation of the Company and the proceeds thereof;
- o. Resolutions regarding matters that are reserved to the General Meeting by law or the Articles of Incorporation or that are, subject to Article 716a CO, submitted to the General Meeting by the Board of Directors.

## § 15

- 1 The acting chair of the General Meeting shall determine whether resolutions and elections are to be decided electronically, in writing or by open ballot.
- 2 The General Meeting shall pass its resolutions and decide its elections by the majority of the votes represented, unless required otherwise by law or the Articles of Incorporation.

## § 16

A resolution by the General Meeting passed with at least two-thirds of the votes represented and the majority of the nominal value of the shares represented shall be required for:

1. Changes to the purpose of the Company;
2. Combination of shares;
3. Introduction of voting shares;
4. Restrictions on the transferability of registered shares;
5. Introduction of conditional share capital or introduction of a capital range;
6. An increase in capital through the conversion of equity surplus, against contributions in kind or by set-off against a claim, and the granting of special benefits;
7. Limitation or withdrawal of subscription rights;
8. Conversion of participation certificates into shares;
9. Change of currency of the share capital;
10. Introduction of the casting vote of the acting chair in the General Meeting;
11. Delisting of the Company's equity securities;
12. Relocation of the Company's registered office;
13. Introduction of an arbitration clause in the Articles of Incorporation;
14. Dissolution of the Company.

## § 17

- 1 The Ordinary General Meeting is to be held every year within six months after the close of the Company's financial year.
- 2 Extraordinary General Meetings are held when the Board of Directors or the Auditors regard them as necessary. In addition, Extraordinary General Meetings must be convened if a General Meeting so resolves or if one or more shareholders who together represent at least 5% of the share capital or the voting rights request so by a written application, which must include the agenda items and the proposals.

## ***B. The Board of Directors***

## § 18

- 1 The Board of Directors shall consist of at least seven members.
- 2 The members of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee are to be elected by the General Meeting each individually for the term of office until the end of the next Ordinary General Meeting. Re-election is possible.

- 3 If the position of the Chairman of the Board of Directors becomes vacant, the Vice-Chairman (or the more senior Vice-Chairman in case of more than one Vice-Chairman) or another member designated by the Board of Directors serves as acting Chairman until the end of the next Ordinary General Meeting.
- 4 If a seat on the Remuneration Committee becomes vacant, the Board of Directors may appoint one of its members to fill the vacancy until the end of the next Ordinary General Meeting or leave the vacancy unfilled.

## § 19

- 1 Except for the election of the Chairman of the Board of Directors and the members of the Remuneration Committee by the General Meeting, the Board of Directors shall constitute itself. The Board of Directors appoints one or several Vice-Chairmen from among its members.
- 2 The Secretary is appointed by the Board of Directors and need not be a director himself.
- 3 Subject to § 20 et seq., the Board of Directors shall regulate its organisation and the adoption of resolutions in the Bylaws.

## § 20

- 1 The Board of Directors meets as often as the affairs of the Company require it, and also whenever a meeting is requested in writing by one of its members.
- 2 The notice of convocation of the Board of Directors is given by a member presiding over the Board (Chairman or Vice-Chairman).
- 3 Minutes are drawn up of the discussions and decisions of the Board of Directors. The minutes are signed by the Chairman and the Secretary.
- 4 Unless the Bylaws adopted by the Board of Directors provide otherwise, the Board of Directors shall only have a quorum if half of its members are present. No attendance quorum shall be required for resolutions of the Board of Directors providing for the amendment and ascertainment of capital changes.
- 5 Resolutions may also be adopted by way of written consent or electronically, unless a member requests discussion thereof.
- 6 Unless the Bylaws adopted by the Board of Directors provide otherwise, the Board of Directors shall adopt its resolutions by a majority of the votes cast. In the case of a tie, the acting chair shall have the casting vote.

## § 21

- 1 The Board of Directors is the highest authority for the management of the Company and for supervision of the management of the business. It decides on all matters that are not subject, or assigned, to another statutory body of the Company by law, the Articles of Incorporation or regulations.
- 2 The Board of Directors is entrusted with the following non-transferable and inalienable duties:
  - a. Ultimate management of the Company and issuance of the necessary instructions;
  - b. Establishing the organisation of the Company;
  - c. Structuring of the accounting system, financial controlling and financial planning;
  - d. Appointment and removal of individuals entrusted with the management of the business and with the representation of the Company and issuance of rules on the signature authority;
  - e. Ultimate supervision of the individuals entrusted with management, in particular with regard to compliance with the law, the Articles of Incorporation, regulations and instructions;
  - f. Preparation of the Annual Report, the Remuneration Report and, if applicable, the report on non-financial matters pursuant to Article 964c CO and other reports as required by law, if any;
  - g. Preparation of the General Meeting and implementation of its resolutions;
  - h. Submission of a petition for a debt-restructuring moratorium and notification of the court in the event of over-indebtedness;
  - i. Other duties and powers reserved to the Board of Directors by law or by the Articles of Incorporation.

## § 22

- 1 The Board of Directors can delegate the preparation and implementation of its resolutions or the supervision of business transactions to committees or individual members. It shall ensure appropriate reporting to its members.
- 2 The Board of Directors can delegate the management of the Company, or parts thereof, to one or several individual persons, members of the Board of Directors or third parties, who need not be shareholders. As the authority responsible for the management of the business, it can, in particular, appoint an Executive Committee consisting of several members.

- 3 The Company or companies controlled by it may conclude permanent or fixed-term contracts on remuneration with members of the Board of Directors. The term and termination of said contracts shall be determined by the term of office and by the law. The Company or companies controlled by it may conclude permanent or fixed-term employment contracts with members of the Executive Committee. Fixed-term employment contracts run for a maximum period of one year and are renewable. Permanent employment contracts are subject to a maximum notice period of one year.
- 4 No member of the Board of Directors may assume more than 10 additional mandates, of which no more than 4 may be in publicly listed companies. No member of the Executive Committee may assume more than 5 additional mandates, of which no more than 1 may be in a publicly listed company. These restrictions do not apply to:
- Mandates at companies controlled by the Company or which control it.
  - Mandates which a member of the Board of Directors or of the Executive Committee assumes by order of the Company or by order of companies controlled by the Company.
  - Mandates at associations, foundations, family foundations and employee welfare foundations.
- Mandates shall mean mandates in comparable functions at other companies with an economic purpose. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed as a single mandate.

## § 23

- 1 The General Meeting approves the Board of Directors' proposals in respect of aggregate amounts:
- for the maximum remuneration of the Board of Directors (excluding the bonus paid to the Chairman of the Board of Directors) for the period up to the next Ordinary General Meeting;
  - for the maximum remuneration of the Executive Committee (excluding the bonuses paid to the members of the Executive Committee) for the period from one Ordinary General Meeting until the next Ordinary General Meeting;
  - for the bonus of the Chairman of the Board of Directors for the past financial year;
  - for the bonuses of the members of the Executive Committee for the past financial year.
- 2 The Board of Directors may submit for approval by the General Meeting deviating or additional proposals relating to the same or different periods.

- 3 If the General Meeting does not approve a proposal of the Board of Directors, the Board of Directors, taking into account all relevant circumstances, sets a (maximum) total amount or several (maximum) partial amounts and submits the set amount(s) to the General Meeting for approval.
- 4 The Company or companies controlled by it may pay remuneration prior to the approval by the General Meeting, subject to subsequent approval.
- 5 The Company or companies controlled by it is/are authorised to pay to any individual who joins or is promoted within the Executive Committee during a period for which the General Meeting has already approved the Executive Committee's remuneration an additional amount for this period if the total aggregate amount which has already been approved is not sufficient for the remuneration of said individual. For any one remuneration period, this additional amount may not exceed 20% for the Chief Executive Officer and 15% for the other functions in the Executive Committee, respectively, of the most recently approved total aggregate amount of the maximum remuneration for the Executive Committee.

## § 24

- 1 The remuneration of the non-executive members of the Board of Directors consists of fixed remuneration elements and may comprise variable and further remuneration elements and benefits. Total remuneration shall take into account position and level of responsibility of the respective recipient.
- 2 The remuneration of the executive members of the Board of Directors and of the members of the Executive Committee comprises fixed and variable remuneration elements. Fixed remuneration comprises the base salary and may comprise other remuneration elements and benefits. Variable remuneration shall take into account the achievement of specific performance targets. Total remuneration shall take into account position and level of responsibility of the respective recipient.
- 3 Performance targets may include individual targets, targets of the Company, group or parts thereof or targets in relation to the market, other companies or comparable benchmarks, taking into account position and level of responsibility of the recipient of the variable remuneration. The Board of Directors or, to the extent delegated to it, the Remuneration Committee shall determine the relative weight of the performance targets and the respective target values, as well as their achievement.

- 4 Remuneration may be paid in the form of cash, shares/non-voting equity securities, options, other types of equity-based instruments, or in the form of other types of benefits. The Board of Directors or, to the extent delegated to it, the Remuneration Committee shall determine grant, vesting, exercise, restriction and/or forfeiture conditions and periods. In particular, they may provide for continuation, acceleration or removal of vesting, exercise, restriction and forfeiture conditions and periods, for payment or grant of remuneration based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. The Company may procure the required shares/non-voting equity securities or other securities through purchases in the market or by the capital range or the conditional share capital, if any.
- 5 Remuneration may be paid by the Company or by companies controlled by the Company.

## § 25

- 1 Members of the Board of Directors do not receive credits or loans, nor do they participate in any profit-sharing or equity-based reward plans.
- 2 Members of the Executive Committee are eligible to receive mortgage credits or loans for amounts of up to a maximum of  $\frac{2}{3}$  of the market value of residential property intended for their own personal use.
- 3 Principles of tasks and responsibilities of the Remuneration Committee: The Remuneration Committee is composed of at least three members of the Board of Directors. The Remuneration Committee organises itself and appoints one of its members as chairperson. The Board of Directors issues a set of rules governing the organisation and decision-making of the Remuneration Committee. Each year, subject to the General Meeting's approval of the total remuneration payable to the Board of Directors and the Executive Committee, the Remuneration Committee of the Board of Directors determines the remuneration of the members of the Board of Directors and of the Executive Committee.

## C. *The Auditors*

### § 26

Each year the General Meeting elects the Auditors with the duties and powers set forth by law. Re-election is possible.



## **IV. Financial Year and Annual Report, Appropriation of Available Earnings and Reserves**

### **§ 27**

- 1 The financial year of the Company ends on 31 December, unless otherwise determined by the Board of Directors.
- 2 For each financial year the Board of Directors shall prepare the Annual Report consisting of the Annual Financial Statements and, as required, the Management Report and the Consolidated Financial Statements, a Remuneration Report and, if applicable, a report on non-financial matters in accordance with Article 964c CO.

### **§ 28**

- 1 The General Meeting shall resolve on the allocation of the profit as shown on the balance sheet in accordance with applicable law and the Articles of Incorporation. The Board of Directors shall submit its proposals to the General Meeting.
- 2 In addition to the reserves required by law, and subject to applicable law, the General Meeting may create other reserves.
- 3 The allocation of the available earnings must be distributed equally among the shares and the non-voting equity securities, which, under the terms of the Articles of Incorporation, rank *pari passu* with the shares, and the participation certificates in proportion to their nominal value in relation to the shares.

## **V. Dissolution and Liquidation**

### **§ 29**

- 1 Dissolution and liquidation are effected pursuant to the law, unless the Articles of Incorporation stipulate otherwise.
- 2 The liquidation proceeds are distributed among all shares, non-voting equity securities and participation certificates in accordance with the rights inherent to them under the Articles of Incorporation.

## **VI. Publications**

### **§ 30**

All publications of the Company, including notices of the Company to its shareholders, appear in the Swiss Official Gazette of Commerce (*‘Schweizerisches Handelsamtsblatt’*). The Board of Directors may at any time designate further journals as official organs of the Company.

## **VII. Disputes**

### **§ 31**

- 1 All disputes over corporate matters between the Company and its statutory bodies, or between such bodies, or between the Company or its statutory bodies and individual shareholders, shall be adjudicated by the Courts at the Company’s registered office. For the purposes of such disputes, all shareholders concerned shall elect to be domiciled at the registered office of the Company and shall be legally bound by all official and judicial notices served at this domicile.
- 2 Without prejudice to the jurisdiction stipulated in the foregoing subsection, the Company may, if it prefers, assert legal actions against its statutory bodies or shareholders in the place of jurisdiction to which they are ordinarily subject and in the Court competent to deal with the given dispute.
- 3 Swiss law is applicable to all such disputes.

## **VIII. Authoritative Language**

### **§ 32**

In the event of discrepancies between the German and the English version of these Articles of Association, the German version shall prevail.



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