



Certificate of Approval of a Prospectus
pursuant to Sections 17 and 18 German Securities Prospectus Act
transposing Articles 17 and 18 of Directive 2003/71/EC

To:

Autoriteit Financiële Markten, The Netherlands
Ceská národní banka, a.s., Czech Republic
Comisión Nacional del Mercado de Valores, Spain
Comissao do Mercado de Valores Mobiliários - CMVM, Portugal
CONSOB -Commissione Nazionale per le Società e la Borsa-, Italy
Financial Services and Markets Authority, Belgium
Finansinspektionen (FI), Sweden
Finanssivalvonta (Fiva), Finland
Finanstilsynet (Danish FSA), Denmark
Finanzmarktaufsicht (FMA), Austria
Hellenic Republic Capital Market Commission, Greece
Komisja Nadzoru Finansowego, Poland

From:

Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)
Federal Financial Supervisory Authority, Germany

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the German Securities Prospectus Act transposing Directive 2003/71/EC and was approved by us on 24.03.2016.

Name of Issuer:

Roche Holding AG

Registered Office/Seat:

Switzerland, Basel, Grenzacherstraße 124

Type of Security :



Prospectus dated 23 March, 2016 relating to the offer of 702,562,700 non-voting equity securities ("Genussscheine") of Roche Holding AG (International Securities Identification Number ("ISIN") CH0012032048 and the right to purchase such Genussscheine under the Roche Genussschein Purchase Plan - Roche Connect (the "Connect Plan") (relating to AT, BE, CZ, DK, ES, FI, GR, IT, NL, PL, PT, SE)

References to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up: Annex I, Annex III, Annex XXII (I), Annex XXII (III), Annex XXX

Guarantor (if any): n.a.

Yours faithfully,

(Kalantzis)

This CoA is valid without signature

Prospectus Group, Section WA 53
Federal Financial Supervisory Authority
Securities Supervision / Asset Management
Date: 13.04.2016
Reference: WA 53-Wp 7107-40010623-2016/0001

Attachments:

- (1) Prospectus dated 23.03.2016
- (2) Translation of Summary into Czech, Danish, Dutch, French, Greek, Italian, Polish, Portuguese, Spanish and Swedish.