

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, Nederlande
Ceská národní banka, a.s., Tschechische Republik
Comisión Nacional del Mercado de Valores, Spanien
Comissao do Mercado de Valores Mobiliários - CMVM, Portugal
CONSOB -Commissione Nazionale per le Società e la Borsa-, Italien
Financial Services and Markets Authority, Belgien
Finansinspektionen (FI), Schweden
Finanstilsynet (Danish FSA), Dänemark
Finanzmarktaufsicht (FMA), Österreich
Hellenic Republic Capital Market Commission, Griechenland
Komisja Nadzoru Finansowego, Polen
The Financial Conduct Authority, Großbritannien

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 2014-03-28.

Name of Issuer:

Roche Holding AG

Registered Office/Seat:

Switzerland, Basel, Grenzacherstrasse 124

Type of Securities:

Roche Genusscheine Purchase Plan

References to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up:

Annex I, III, XXX, XXII

Guarantor (if any): n.a.

Yours faithfully,



(Kurtz)

Prospectus Group, Section PRO 2

Federal Financial Supervisory Authority

Securities Supervision / Asset Management

Date: 2014-04-15

Reference: PRO 2-Wp 7107-99500880-2014/0001

Attachments:

(1) Prospectus dated 27 March 2014

(2) Translation of Summary in Dutch, French, Czech, Danish, Greek, Italian, Polish, Portuguese, Spanish and Swedish