

**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  
CONSOB -Commissione Nazionale per le Società e la Borsa-, Italy  
Česká národní banka, a.s., Czech Republic  
Comisión Nacional del Mercado de Valores, Spain  
Comissao do Mercado de Valores Mobiliários - CMVM, Portugal  
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 26.03.2019.

**Name of Issuer:**

Roche Holding AG

**Registered Office/Seat:**

Switzerland, Basel, Grenzacherstraße 124

**Type of Security :**

Marie-Curie-Str. 24-28 - 60439 Frankfurt/Main - Germany - Tel.: +49(0)228 4108-0 - Fax+49(0)228 4108-123  
Website: [www.bafin.de](http://www.bafin.de)

Prospectus dated 26 March, 2019 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 CZ, AT, DK, BE, NL, GR, IT, SE, PL, FI, ES, PT)

**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,

Koßurok

**This CoA is valid without signature**

Prospectus Group, Section WA 53  
Federal Financial Supervisory Authority  
Securities Supervision / Asset Management  
Date: 15.04.2019  
Reference: WA 53-Wp 7107-40010623-2019/0001

Attachments:

(1) Prospectus dated 26.03.2019

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