

The Depository Trust Company

IMPORTANT

REVISION: PAY DATE: 05/04/01

B#: 1783
DATE: April 12, 2001
TO: All participants
CATEGORY: Dividends
FROM: Mario Zaccardi, Supervisor, Dividend Department
ATTENTION: Operations, Reorg & Dividend Managers, Partners & Cashiers
SUBJECT: TaxRelief-Country: Switzerland
Roche Holdings CUSIP: 771195203 & 771195302
Record Date: 04/05/01 Payable Date: 05/04/01
EDS cut off: 04/13/01

DTC has been notified by The Bank of New York, the depository bank for the above issue, that Roche Holdings has declared a cash dividend. This cash dividend is subject to Swiss withholding tax of **15%** (favorable) for qualified U.S. individuals, **15%** (favorable) for qualified U.S. Corporations, **15%** (favorable) for qualified U.S. other entities, and **0%** (tax exempt) for qualified U.S. pensions. All others are subject to Swiss withholding tax of **35%** (unfavorable).

Participants can use DTC's Elective Dividends System (EDS) function over the Participant Terminal System (PTS) to certify all or a portion of their position entitled to the applicable tax rate.

Note: THE DEADLINE FOR CERTIFYING OVER EDS IS April 13, 2001

By certifying for the applicable favorable rate, the participant is certifying that the criteria listed below have been met:

-Over-

FAVORABLE 15%

The beneficial owner of the shares to be paid at the favorable rate is **not** engaged in a trade or business in Switzerland through a permanent establishment situated in Switzerland.

1. **If an INDIVIDUAL:**

Is a resident of the United States and is **not** a citizen of Switzerland (or, if a citizen of Switzerland, is also a citizen of the United States)

2. **If a CORPORATION:**

Is a corporation created or organized under the laws of the United States or a state or territory thereof.

3. **If ANOTHER ENTITY:**

Is an entity other than an individual, corporation or pension plan created or organized under the laws of the United States or a state or territory thereof.

PARTICIPANTS MUST ENSURE THEY SELECT THE APPROPRIATE FAVORABLE RATE CATEGORY FROM THE ABOVE OPTIONS.

EXEMPT 0%

4. **If a PENSION PLAN:**

Is a pension plan exempt in the United States and at least fifty percent (50%) of the beneficial owners of the pension plan must be residents of the United States. Types of pension plans entitled are company sponsored, governmental sponsored, 401k's, and profit sharing plans.

UNFAVORABLE 35%

5. **UNQUALIFIED:**

If participants do not qualify for the favorable rate or the tax exempt rate, they will receive the dividend with **35%** withheld.

If participants do not certify through EDS for the favorable rate or tax exempt rate, they will receive the dividend with 35% withheld.

ADR holders making incorrect declarations will be responsible for claiming or refunding any withholding tax through The Bank of New York to the Swiss Tax Authorities; participants will also be liable for any foreign exchange fluctuations impacting the amount of their refund or claims with the Swiss Tax Authorities.

Questions may be directed to Ms. Esther Su at The Bank of New York (212) 815-2243

Questions regarding this Important Notice may be directed to Ms. Beverly Ifill of the DTC's Dividend Department, or myself at (212) 855-4526/4540 respectively.