

The Depository Trust Company

IMPORTANT

B#: 3021-08

DATE: February 28, 2008

TO: All Participants

CATEGORY Dividends

FROM: International Services

ATTENTION Operations, Reorg & Dividend Managers, Partners& Cashiers
:

SUBJECT: TaxRelief - Country: Switzerland
Roche Holding Ltd CUSIPS: 77195104, 771195203, 771195302, 771195401,
771195609 Record Date: 03/06/08 Payable Date: 04/21/08
EDS Cut-Off Date: 03/12/08

DTC has been notified by Bank of New York/Mellon, the depository bank for the above issue, that **Roche Holding Ltd** 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 RICS, **15%** (favorable) for qualified U.S., other entities, and **0%** (tax exempt) for qualified U.S. pensions. All others and unqualified RICS are subject to Swiss withholding tax of **35%** (unfavorable).

The Elective Dividend System, PTS Function EDS, will require participants to provide a breakdown of the **15%** (favorable) for qualified U.S. individuals, qualified U.S. Corporations, for qualified RICS, and for qualified U.S. other entities. EDS will require participants to provide a breakdown for unfavorable holders and unqualified RICS subject to Swiss withholding tax of **35%** (unfavorable). Participants will not be able to complete the EDS election process until the breakdown of the **beneficial owner information** is provided. **Note: Upon completing the first screen in EDS, participants will be prompted to provide the breakdown for shares elected at the 15% and the 35% rates.**

Note: THE DEADLINE FOR CERTIFYING OVER EDS IS March 12,2008

Questions regarding this Important Notice may be directed to Mr. Larry Bottiglieri or Sylvia Antonio of DTCC's International Services at (212) 855-4386 or 813-470-1559

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction

(To receive a favorable rate on EDS, the beneficial owner must be a U.S. resident. Non-U.S. residents must elect at the unfavorable 65% rate)

***QUALIFICATIONS - BENEFICIAL OWNERS MUST MEET THE FOLLOWING CRITERIA:**

The Beneficial Owner of the shares to be paid at the favorable rate:

Should not be engaged in a trade or business in Switzerland through a permanent establishment situated in Switzerland.

Option 1: FAVORABLE U.S. INDIVIDUAL (85% RATE):

Is a resident of the United States and is not a resident of Switzerland (or if a resident of Switzerland, has its habitual abode in the United States). **Note: U.S. citizens or “green card” holders are only considered as resident in the United States if they have a substantial presence, permanent home, or habitual abode in the United States. Additionally, Individual retirement accounts (IRAs) and Simplified employee pension plans (SEPs) should be included within this Option.**

Option 2: FAVORABLE U.S. CORPORATION (85% RATE):

Is a corporation (other than a RIC or an S-Corporation) created or organized under the laws of the United States. To be considered eligible, the corporation must qualify under at least one of several “tests” recognized under Article 22 Limitation of Benefits of the 1998 U.S. – Switzerland Tax Convention. Among the most common tests are:

- a) **activity test:** the corporation must conduct an active trade or business in the United States.
- b) **predominant interest test:** more than 50% of the owners of the company must be United States residents.
- c) **stock exchange test:** the corporation or the ultimate beneficial owner of a predominant interest in the corporation is primarily and regularly traded on a recognized stock exchange.

Option 3: FAVORABLE OTHER ENTITY (85% RATE):

Is another entity such as an S-Corporation, partnership, estate or trust, created or organized under the laws of the United States. Note: These entities are only eligible to the extent that the dividend income is subject to tax, either in the hands of the entities or in the hands of their partners or beneficiaries that are U.S. residents. Therefore, these entities are only entitled to receive the favorable tax treatment on the percentage of shares which are owned by U.S. residents.

Option 4: FAVORABLE PENSION PLAN (100% RATE):

Is a pension plan or retirement arrangement exempt in the United States of which **more than half** of the beneficial owners are residents of the United States. Eligible U.S. pension plans or other retirement arrangements generally include U.S. resident tax exempt trusts providing pension or retirement benefits under Internal Revenue Code (IRC) section 401(a) for qualified pension plans, profit sharing plans (including 401(k) arrangements), and stock bonus plans. Additionally, non-qualified plans defined under IRC sections 457 (b) – deferred compensation plans of state and local governments and tax exempt organizations and 403 (b) – tax-sheltered annuities purchased by certain tax exempt organizations or public schools may also generally

qualify for exemption. Note: IRAs and SEPs are not pension plans or other retirement arrangements for purposes of this Option. They, therefore do not qualify for a 100% rate. However, they may be able to obtain the 85% rate and should be included in option FAVORABLE U.S. Individual (see Option 1).

The Competent Authority Agreement of December 10, 2004 mentions qualified pension or other retirement accounts that are not covered in our current guidance. (specifically 457 (g), group trust described in IRS Revenue Ruling 81-100 (as modified by IRS Revenue Ruling 2004-67), U.S. common trust fund (Code section 584), and Thrift Savings Fund (Code section 7701(j))).

Option 5: UNFAVORABLE (65% RATE):

This category consists of the following items:

- Beneficiaries for which no election has been concluded within the time frame, or
- Non-U.S. persons as well as U.S. citizens or “green card” holders without substantial presence, permanent home, or habitual abode in the United States, or
- Corporations not qualifying under a treaty specified “test”, or
- The portion of shares of an S-Corporation, partnership, estate or trust held by non-U.S. residents (including U.S. citizens or “green card” holders without substantial presence, permanent home, or habitual abode in the United States), or
- All other beneficiaries who do not qualify for the favorable rate (85%) or the tax-exempt rate (0%).

Option 6: RIC – FAVORABLE (85% RATE):

A RIC is considered **favorable** when it is created or organized under the laws of the United States and **more than ninety-five percent (95%)** of the beneficial owners of the RIC are residents of the U.S.. RICs which meet this requirement will receive favorable tax treatment on one hundred percent (100%) of their record date position. **Note: RICs which are made up of ninety-five percent (95%) or less of United States residents are only entitled to receive the favorable tax treatment on the percentage of shares which are owned by U. S. residents. The percentage of non-U.S. residents must be included in RIC – UNFAVORABLE (See Option 7)**

Option 7: RIC - UNFAVORABLE (65% RATE):

A RIC is considered **unfavorable** when it is created or organized under the laws of the United States but ninety-five percent (95%) or less of its beneficial owners are United States residents. The percentage of the beneficial owners which are not United States residents are not entitled to favorable tax treatment and should receive the dividend less the 35% withholding tax.

ADR holders who need to revise their declarations will be responsible for claiming or refunding any withholding tax through the Depository Bank to the Swiss Tax Authorities; Participants will also be liable for any foreign exchange fluctuations impacting the amount of their refund or claim with the Swiss Tax Authorities.

Claims for refund of Swiss withholding tax on dividends out of an ADR program may only be filed through the depository bank. Participants of the DTC EDS process are not allowed to claim any refund directly with the Swiss Federal Tax Administration.

Non-US beneficial owners can claim a refund, in the name of the ultimate beneficial owner, via The Bank of New York Mellon/GTS with the Swiss Tax Authorities based on the respective treaty between Switzerland and their State of residency. All claims for Non-US beneficial owners may be filed directly with The Bank of New York Mellon/GTS. All non-US claims must be submitted with the following documentation:

- 1) The Bank of New York Mellon / GTS format coverletter (Exhibit A);
- 2) Certification of Dividend Payment (Exhibit B);
- 3) The applicable tax form, certified by the Tax Administration of the beneficial owner's country of residence, as outlined in the below table;
- 4) Power of Attorney (POA).

Country	Treaty Rate	Reclaim Percentage	Form#
Australia	15%	20%	98
Canada *	15%	20%	96
China	10%	25%	60
France	15%	20%	83
Ireland	0%	35%	91
Italy	15%	20%	95
Japan	15%	20%	93
New Zealand	15%	20%	60

*Claims for Canadian Mutual Fund Trusts, Mutual Fund Corporations, Pooled Fund Trusts and Master Trust residents of Canada are currently being accepted by the Swiss Tax Authorities and are required to also submit Form# 96a. This form is necessary in determining the amount for which the Investment Fund is entitled to claim on behalf of unit holders who are residents of Canada.

Tax Form requests and/or questions about the reclaim process for non-US holders can contact The Bank of New York Mellon / Globe Tax Services by phone at 800-915-3536 or by mail at:

The Bank of New York Mellon / GTS
 90 Broad Street 16th Floor
 New York, NY 10004
 Attn: Brendan Hayes

Advance tax relief is subject to a tax relief fee of \$0.0035 per ADR.

For DTC participants who filed incorrectly via the DTC EDS process and wish to amend their filing, please call The Bank of New York Mellon / Globe Tax Services at 800-915-3536. Late filings are subject to a tax relief fee of \$0.005 per ADR with a minimum fee of \$25.00 withheld by the ADR Depository.

ALL ELECTIONS MADE THROUGH EDS ARE SUBJECT TO AUDIT OR ANY CONTROL DEEMED APPROPRIATE BY THE SWISS TAX ADMINISTRATION. INCORRECT ELECTIONS COULD RESULT IN FINES, PENALTIES, AND A SUSPENSION OF EDS ELIGIBILITY.

**EXHIBIT A - COVER LETTER REQUIRED FOR SWISS TAX RECLAIM FILINGS
THIS DOCUMENT MUST BE PREPARED ON THE DTC PARTICIPANT'S LETTERHEAD**

[DATE]

The Bank of New York Mellon
c/o Globe Tax Services, Inc.
90 Broad Street-16th Floor
New York, NY 10004-2205
Attn: Brendan Hayes

Enclosed please find tax reclamation documents, which we are submitting on behalf of our clients who wish to avoid excess withholding tax on Swiss ADRs. We, [NAME OF DTC PARTICIPANT], also identified as DTC participant number [DTC PARTICIPANT NUMBER], hereby state that each beneficial owner cited below held the respective amount of shares on the record date of March 6, 2008 for the security **Roche Holding Ltd.**

Below is the list of beneficial owners and their holdings, which total [TOTAL # OF ADRs CITED BELOW] ADRs. As required, the forms and a certification of residency document (Form 6166) if applicable, are enclosed for each beneficial owner. **The ratio is 2 ADRs to 1 Ordinary shares.** The information is as follows:

<u>Name of beneficial owner</u>	<u>Address</u>	<u>Type of Account</u>	<u>Taxpayer i.d. #</u>	<u># of ADRs held</u>
1)				
2)				
3)				
4) etc.				

We ask that The Bank of New York Mellon, as Depository, apply to the Swiss depository bank for the reduced withholding tax rate on the above beneficial owners' behalf. Please contact the undersigned at **[SIGNATORY'S TELEPHONE NUMBER]** should you have any questions.

Sincerely,

[Signature of authorized signatory for DTC Participant]
[NAME AND TITLE OF AUTHORIZED OFFICER FOR DTC PARTICIPANT]

PAYMENT ADDRESS: _____

Indemnification

I / We certify that to the best of my knowledge the individual beneficial owners are eligible for the preferential rates as stated herein and I declare that I have performed all the necessary due diligence to satisfy myself as to the accuracy of the information submitted to me by these holders.

Participants will be fully liable for all withholding taxes and any claims, penalties or interest to the Swiss Tax Authority or Ministry of Finance ("charge-backs"), including without limitation, any foreign exchange fluctuations associated with such funds at the time due or payable. The Bank of New York Mellon shall not be liable for the failure to secure any refund.

**EXHIBIT B – CERTIFICATION OF DIVIDEND PAYMENT REQUIRED FOR SWISS TAX RECLAIM
FILINGS THIS DOCUMENT MUST BE PREPARED ON THE DTC PARTICIPANT’S LETTERHEAD**

CERTIFICATION OF DIVIDEND PAYMENT

We hereby confirm that:
<Beneficial Owner Name>
<B/O Address#1>
<B/O Address#2>

Was a recipient of a coupon, payable on **March 7, 2008**, on a position of:

<Share Amount> shares of **Roche Holding Ltd**
with the gross dividend rate of CHF 4.60

the payment was distributed as follows:

gross dividend	CHF<Gross Dividend>
less: 35% withholding tax	CHF<35% of Gross>
Net dividend	CHF<65% of Gross>

Certified By
Authorized Signature _____ Date _____
Name