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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

ARNOLD WANDEL, individually and on )  
behalf of all others similarly situated, )  
 )  
Plaintiff, )  
 )  
v. )  
 )  
HERBERT W. BOYER, Ph.D., WILLIAM )  
M. BURNS, ERICH HUNZIKER, Ph.D., )  
JONATHAN K.C. KNOWLES, Ph.D., )  
ARTHUR D. LEVINSON, Ph.D., DEBRA )  
L. REED, CHARLES A. SANDERS, M.D., )  
GENENTECH, INC., and ROCHE )  
HOLDING AG, )  
 )  
Defendants. )

CASE NO. C 08-03543 (SC)  
  
**STIPULATION AND [PROPOSED]  
ORDER EXTENDING DATE FOR  
CASE MANAGEMENT CONFERENCE**  
  
DATE: November 21, 2009  
TIME: 10:00 a.m.  
CRTRM: 1, 17th Floor  
JUDGE: Hon. Samuel Conti

[Caption Continued On Next Page]

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JOHN P. McCARTHY PROFIT SHARING PLAN, individually and on behalf of all Others similarly situated,

Plaintiff,

v.

GENENTECH, INC., ROCHE HOLDING, LTD. ROCHE HOLDINGS, INC., ROCHE HOLDING AG, ARTHUR D. LEVINSON, HERBERT W. BOYER, WILLIAM M. BURNS, ERICH HUNZIKER, JONATHAN K.C. KNOWLES, DEBRA L. REED, AND CHARLES SANDERS

Defendants.

CASE NO. CV 08-3720 (SC)

ERNEST GOTTDIENER, on behalf of himself and all others similarly situated,

Plaintiffs,

v.

ARTHUR D. LEVINSON, Ph.D., CHARLES A. SANDERS, M.D., JONATHAN K.C. KNOWLES, Ph.D., WILLIAM M. BURNS, ERICH HUNZIKER, Ph.D., HERBERT W. BOYER, Ph.D., DEBRA L. REED, GENENTECH, INC. and ROCHE HOLDING AG,

Defendants.

CASE NO. CV 08-3753 (SC)

1           WHEREAS, Plaintiff Arnold Wandel filed a Complaint on July 23, 2008 against  
2 Defendants Herbert W. Boyer, Ph.D., William M. Burns, Erich Hunziker, Ph.D., Jonathan K.C.  
3 Knowles, Ph.D., Arthur D. Levinson, Ph.D., Debra L. Reed, Charles A. Sanders, M.D.,  
4 Genentech, Inc., and Roche Holding AG (“*Wandel* action”);

5           WHEREAS, Plaintiff John P. McCarthy Profit Sharing Plan filed a Complaint on August  
6 4, 2008 against Defendants Genentech, Inc., Roche Holding, LTD, Roche Holdings, Inc., Roche  
7 Holding AG, Arthur D. Levinson, Herbert W. Boyer, William M. Burns, Erich Hunziker, Jonathan  
8 K.C. Knowles, Debra L. Reed, and Charles Sanders (“*McCarthy Plan* action”);

9           WHEREAS, Plaintiff Ernest Gottdiener filed a Complaint on August 5, 2008 against  
10 Defendant Arthur D. Levinson, Ph.D., Charles A. Sanders, M.D., Jonathan K.C. Knowles, Ph.D.,  
11 William M. Burns, Erich Hunziker, Ph.D., Herbert W. Boyer, Ph.D., Debra L. Reed, Genentech,  
12 Inc., and Roche Holding AG (“*Gottdiener* action”);

13           WHEREAS, on August 22, 2008, the Court determined that the *Wandel* and *McCarthy*  
14 *Plan* actions are related actions; and on September 15, 2008, the Court determined that both of the  
15 aforementioned actions are related to the *Gottdiener* action;

16           WHEREAS, the Court set the initial case management conferences in these three related  
17 cases for November 21, 2008 at 10:00 a.m.;

18           WHEREAS, the claims in these three related actions all arise out of Roche Holdings, Inc.’s  
19 July 21, 2008 proposal to acquire Genentech, Inc. for \$89.00 per share (“*Roche* proposal”);

20           WHEREAS, Genentech, Inc. appointed a special committee to consider the Roche  
21 proposal (“*Genentech Special Committee*”);

22           WHEREAS, on August 13, 2008, the Genentech Special Committee unanimously  
23 concluded that Roche’s proposal to acquire all of the shares of Genentech not owned by Roche for  
24 \$89.00 per share substantially undervalues Genentech and, therefore, the Special Committee does  
25 not support the proposal;

26           WHEREAS, on November 3, 2008, pursuant to the parties’ stipulation, the Court ordered  
27 that the initial case management conferences be rescheduled for January 23, 2009 at 10:00 a.m.;

28

1 WHEREAS, based on the fact that Roche has not made any other offer, the undersigned  
2 parties believe that the date for the initial case management conference should be extended;

3 WHEREAS, no defendant, by agreeing to this stipulation, waives any right to object to  
4 service or the jurisdiction of this Court.

5 IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, subject  
6 to approval of the Court, as follows:

7 1. The initial case management conference set in these related actions is extended  
8 from January 23, 2008 to March 20, 2009 at 10:00 a.m.;

9 2. The parties shall file a joint case management statement on March 13, 2009;

10 3. The parties shall file an ADR Certification signed by Parties and Counsel by  
11 February 27, 2009;

12 4. The parties shall file either a Stipulation to ADR Process or Notice of Need for  
13 ADR Phone Conference by February 27, 2009.

14 DATED: December 15, 2008

WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP  
FRANCIS M. GREGOREK  
BETSY C. MANIFOLD  
RACHELE R. RICKERT

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26 Attorneys for Plaintiff Arnold Wandel  
27  
28

1 DATED: December 15, 2008

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18 Attorneys for Plaintiffs John P. McCarthy Profit  
19 Sharing Plan, Class Members, and all others  
20 similarly situated

21 DATED: December 15, 2008

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Attorneys for Plaintiff Ernest Gottdiener

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DATED: December 15, 2008

WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION

/s/ Ignacio E. Salceda

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Attorneys for Defendants Genentech, Inc.  
and Arthur D. Levinson

DATED: December 15, 2008

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Attorneys for Defendant Roche Holdings, Inc.

DATED: December 15, 2008

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PAUL H. DAWES  
ANDREW M. FARTHING

/s/ Paul H. Dawes

PAUL H. DAWES

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Attorneys for Special Committee Defendants  
Herbert W. Boyer, Ph.D., Debra L. Reed and  
Specially Appearing Defendant Charles A.  
Sanders, M.D.

**ORDER**

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PURSUANT TO STIPULATION, IT IS ORDERED that initial case management conference set in these three related cases is now set for March 20, 2009 at 10:00 a.m.

IT IS FURTHER ORDERED that the parties shall file a joint case management statement on March 13, 2009.

IT IS FURTHER ORDERED that the parties shall file an ADR Certification signed by Parties and Counsel by February 27, 2009.

IT IS FURTHER ORDERED that the parties shall file either a Stipulation to ADR Process or Notice of Need for ADR Phone Conference by February 27, 2009.

DATED: 12/17, 2008



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**CERTIFICATE OF SERVICE BY MAIL**

I, Elizabeth J. Blackey, declare:

I am employed in Santa Clara County, State of California. I am over the age of 18 years and not a party to the within action. My business address is Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road, Palo Alto, California 94304-1050.

On this date, I served:

**STIPULATION AND [PROPOSED] ORDER EXTENDING DATE FOR CASE MANAGEMENT CONFERENCE**

By placing the document(s) in a sealed envelope for collection and mailing with the United States Postal Service on this date to the following person(s):

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I am readily familiar with Wilson Sonsini Goodrich & Rosati's practice for collection and processing of documents for delivery according to instructions indicated above. In the ordinary course of business, documents would be handled accordingly.

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I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at Palo Alto, California on December 17, 2008.

/s/ Elizabeth J. Blackey  
Elizabeth J. Blackey