

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**GenMark Diagnostics, Inc.**

(Name of Subject Company (Issuer))

**Geronimo Acquisition Corp.**

(Offeror)

A wholly owned subsidiary of

**Roche Holdings, Inc.**

(Parent of Offeror)

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**372309104**

(CUSIP Number of Class of Securities)

**Bruce Resnick**

**Roche Holdings, Inc.**

**1 DNA Way, MS #24,**

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**Telephone: (650) 225-1000**

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee</b>
N/A	N/A

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Securities Exchange Act of 1934 and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: None

Form or Registration No.: Not applicable

Filing Party: Not applicable

Date Filed: Not applicable

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).
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## Item 12. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Joint Media Release issued by Roche Holdings, Inc. and GenMark Diagnostics, Inc. on March 15, 2021</u></a>
99.2	<a href="#"><u>Q&amp;A Acquisition of GenMark Diagnostics, Inc. dated March 15, 2021</u></a>



**Roche signs definitive merger agreement with GenMark Diagnostics, Inc., to access novel technology to test for broad range of pathogens with one patient sample**

- **Roche to acquire GenMark Diagnostics for US\$ 24.05 per share with the expectation to close in the 2<sup>nd</sup> quarter of 2021**
- **GenMark provides molecular diagnostic tests that are designed to detect multiple pathogens from a single patient sample**
- **GenMark's ePlex platform delivers rapid and actionable results so clinicians can determine the cause of infection and the most effective treatment, potentially saving lives and alleviating the healthcare burden. The addition of GenMark's proprietary multiplex technology complements Roche's diagnostic offering, addressing a broad range of infectious disease testing needs, including respiratory and bloodstream infections**

Basel, 15 March 2021 - Roche (SIX: RO, ROG; OTCQX: RHHBY) and GenMark Diagnostics (NASDAQ: GNMK) today announced that they have entered into a definitive merger agreement for Roche to fully acquire GenMark at a price of US\$ 24.05 per share in an all-cash transaction. This corresponds to a total transaction value of approximately US\$ 1.8 billion on a fully diluted basis. This price represents a premium of approximately 43% to GenMark's unaffected closing share price on February 10, 2021, the last trading day before a media report was published speculating about a potential sale process. The merger agreement has been unanimously approved by the boards of directors of GenMark and Roche. Once the acquisition is completed, GenMark's principal operations will continue at its current location in Carlsbad, California, USA.

Under the terms of the merger agreement, Roche will promptly commence a tender offer to acquire all outstanding shares of GenMark's common stock, and GenMark will file a recommendation statement containing the unanimous recommendation of the GenMark board that GenMark stockholders tender their shares to Roche.

GenMark's syndromic panel testing portfolio will complement Roche's current molecular diagnostics portfolio and the Roche global network will enable expanded reach for GenMark's products. GenMark's ePlex system drives lab efficiency through streamlined order-to-reporting workflow and enables better patient outcomes by rapidly diagnosing a patient's symptoms. Infectious diseases are a leading cause of death globally, and earlier detection of the cause of an infection has been shown to improve patient outcomes and improve key hospital initiatives such as antibiotic stewardship and length of stay.

"Acquiring GenMark Diagnostics will broaden our molecular diagnostics portfolio to include solutions that can provide lifesaving information quickly to patients and their healthcare providers in the fight against infectious diseases," said Thomas Schinecker, CEO Roche Diagnostics. "Their proven expertise in syndromic panel testing provides faster targeted

therapeutic intervention, resulting in improved patient outcomes and reduced hospital stays, and will contribute to Roche's commitment to helping control infectious diseases and antibiotic resistance. The rapid identification of bloodstream infections and the detection of antimicrobial resistance genes are more essential than ever for hospitals and their patients."

"As a part of Roche, we can accelerate our mission to enable rapid diagnosis of infectious disease to improve patient outcomes. Together with Roche's diagnostics healthcare solutions, we will be able to provide a full suite of molecular diagnostic solutions to customers around the world," said Scott Mendel, CEO of GenMark Diagnostics. "We are thrilled to become a part of Roche and are confident that this is the right path forward for GenMark and our customers."

GenMark's Respiratory Pathogen Panels identify the most common viral and bacterial organisms associated with upper respiratory infection, including SARS-CoV-2, complementing Roche's extensive portfolio of COVID-19 diagnostics solutions.

### **Terms of the Agreement**

Under the terms of the merger agreement, Roche will promptly commence a tender offer to acquire all of the outstanding shares of GenMark's common stock for US\$ 24.05 per share in cash. Following the completion of the tender offer, Roche will acquire all remaining shares at the same price of US\$ 24.05 per share in cash through a second step merger.

The transaction is expected to close in the 2<sup>nd</sup> quarter of 2021 and is subject to customary closing conditions, including the tender of at least a majority of the outstanding shares of GenMark's common stock and the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

Citi is acting as financial advisor to Roche and Sidley Austin LLP is acting as legal counsel to Roche. J.P. Morgan Securities LLC is acting as exclusive financial advisor to GenMark and DLA Piper LLP is acting as legal counsel to GenMark.

### **About GenMark Diagnostics**

GenMark Diagnostics is a leading provider of multiplex molecular diagnostic solutions designed to enhance patient care, improve key quality metrics and reduce the total cost-of-care. Utilizing GenMark's proprietary eSensor® detection technology, GenMark's eSensor XT-8® and ePlex® systems are designed to support a broad range of molecular diagnostic sample-to-answer tests with compact, easy-to-use workstations and self-contained, disposable test cartridges. GenMark's ePlex: The True Sample-to-Answer Solution™ is designed to optimize laboratory efficiency and address a broad range of infectious disease testing needs, including respiratory, bloodstream and gastrointestinal infections.

## **About Roche**

Roche is a global pioneer in pharmaceuticals and diagnostics focused on advancing science to improve people's lives. The combined strengths of pharmaceuticals and diagnostics under one roof have made Roche the leader in personalised healthcare – a strategy that aims to fit the right treatment to each patient in the best way possible.

Roche is the world's largest biotech company, with truly differentiated medicines in oncology, immunology, infectious diseases, ophthalmology and diseases of the central nervous system. Roche is also the world leader in vitro diagnostics and tissue-based cancer diagnostics, and a frontrunner in diabetes management.

Founded in 1896, Roche continues to search for better ways to prevent, diagnose and treat diseases and make a sustainable contribution to society. The company also aims to improve patient access to medical innovations by working with all relevant stakeholders. More than thirty medicines developed by Roche are included in the World Health Organization Model Lists of Essential Medicines, among them life-saving antibiotics, antimalarials and cancer medicines. Moreover, for the twelfth consecutive year, Roche has been recognised as one of the most sustainable companies in the Pharmaceuticals Industry by the Dow Jones Sustainability Indices (DJSI).

The Roche Group, headquartered in Basel, Switzerland, is active in over 100 countries and in 2020 employed more than 100,000 people worldwide. In 2020, Roche invested CHF 12.2 billion in R&D and posted sales of CHF 58.3 billion. Genentech, in the United States, is a wholly owned member of the Roche Group. Roche is the majority shareholder in Chugai Pharmaceutical, Japan. For more information, please visit [www.roche.com](http://www.roche.com).

All trademarks used or mentioned in this release are protected by law.

### **IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT**

THE TENDER OFFER FOR THE OUTSTANDING COMMON STOCK OF GENMARK DIAGNOSTICS HAS NOT BEEN COMMENCED. THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL GENMARK DIAGNOSTICS' COMMON STOCK. THE SOLICITATION AND OFFER TO BUY GENMARK DIAGNOSTICS' COMMON STOCK WILL ONLY BE MADE PURSUANT TO AN OFFER TO PURCHASE AND RELATED MATERIALS. AT THE TIME THE OFFER IS COMMENCED, ROCHE HOLDINGS, INC. ("ROCHE") AND ITS ACQUISITION SUBSIDIARY, WILL FILE A TENDER OFFER STATEMENT ON SCHEDULE TO WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") AND THEREAFTER, GENMARK DIAGNOSTICS WILL FILE A SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WITH RESPECT TO THE OFFER. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) CAREFULLY WHEN THEY BECOME

AVAILABLE SINCE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE OFFER. THE TENDER OFFER STATEMENT, SOLICITATION/RECOMMENDATION STATEMENT AND RELATED MATERIALS WILL BE FILED WITH THE SEC, AND INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF THESE MATERIALS (WHEN AVAILABLE) AND OTHER DOCUMENTS FILED BY ROCHE AND GENMARK DIAGNOSTICS WITH THE SEC AT THE WEBSITE MAINTAINED BY THE SEC AT WWW.SEC.GOV. INVESTORS AND SECURITY HOLDERS MAY ALSO OBTAIN FREE COPIES OF THE SOLICITATION/RECOMMENDATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC BY GENMARK DIAGNOSTICS AT WWW.GENMARKDX.COM.

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

THIS ANNOUNCEMENT CONTAINS FORWARD-LOOKING STATEMENTS ABOUT GENMARK DIAGNOSTICS AS THAT TERM IS DEFINED IN SECTION 27A OF THE SECURITIES ACT OF 1933 AND SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934. SOME OF THE STATEMENTS CONTAINED IN THIS ANNOUNCEMENT ARE FORWARD-LOOKING STATEMENTS, INCLUDING STATEMENTS REGARDING, AMONG OTHER THINGS, THE EXPECTED CONSUMMATION OF THE TRANSACTION, THE CONDUCT OF GENMARK DIAGNOSTICS' PRINCIPAL OPERATIONS FOLLOWING SUCH CONSUMMATION, AND THE IMPACT OF GENMARK DIAGNOSTICS' SYNDROMIC PANEL TESTING PORTFOLIO ON ROCHE'S MOLECULAR DIAGNOSTICS PORTFOLIO, ALL OF WHICH INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES, INCLUDING, THE SATISFACTION OF CLOSING CONDITIONS FOR THE TRANSACTION, SUCH AS REGULATORY APPROVAL, THE TENDER OF A MAJORITY OF THE OUTSTANDING SHARES OF COMMON STOCK OF GENMARK DIAGNOSTICS, THE POSSIBILITY THAT THE TRANSACTION WILL NOT BE COMPLETED, AND OTHER RISKS AND UNCERTAINTIES DISCUSSED IN GENMARK DIAGNOSTICS' PUBLIC FILINGS WITH THE SEC, INCLUDING THE "RISK FACTORS" SECTION OF GENMARK DIAGNOSTICS' ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2020 AND SUBSEQUENT QUARTERLY REPORTS ON FORM 10-Q, AS WELL AS THE TENDER OFFER DOCUMENTS TO BE FILED BY ROCHE AND ITS ACQUISITION SUBSIDIARY AND THE SOLICITATION/RECOMMENDATION STATEMENT TO BE FILED BY GENMARK DIAGNOSTICS. THESE STATEMENTS ARE BASED ON CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS, AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE STATEMENTS. THESE STATEMENTS ARE GENERALLY IDENTIFIED BY WORDS OR PHRASES SUCH AS "BELIEVE", "ANTICIPATE", "EXPECT", "INTEND", "PLAN", "WILL", "MAY", "SHOULD", "ESTIMATE", "PREDICT", "POTENTIAL", "CONTINUE" OR THE NEGATIVE OF SUCH TERMS OR OTHER SIMILAR EXPRESSIONS. IF UNDERLYING ASSUMPTIONS PROVE INACCURATE OR UNKNOWN RISKS OR UNCERTAINTIES MATERIALIZE, ACTUAL RESULTS AND THE TIMING OF EVENTS MAY DIFFER MATERIALLY FROM THE

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RESULTS AND/OR TIMING DISCUSSED IN THE FORWARD-LOOKING STATEMENTS, AND YOU SHOULD NOT PLACE UNDUE RELIANCE ON THESE STATEMENTS. ROCHE AND GENMARK DIAGNOSTICS DISCLAIM ANY INTENT OR OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS AS A RESULT OF DEVELOPMENTS OCCURRING AFTER THE PERIOD COVERED BY THIS RELEASE OR OTHERWISE.

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**Q&A Acquisition of GenMark Diagnostics, Inc.****Key Messages (for deal terms, see section below)**

- Roche continues to address evolving healthcare needs as well as unmet medical needs with innovative diagnostic solutions that alleviate healthcare costs.
- Today (date) we announced that we have entered into a definitive merger agreement to fully acquire GenMark.
- Acquiring GenMark will further expand our molecular diagnostics portfolio to provide lifesaving information quickly to patients and their healthcare providers in the fight against infectious diseases.
- GenMark's innovative syndromic panel tests can detect dozens of pathogens and antibiotic resistances that can cause specific syndromes in respiratory and bloodstream infections, in a single test from one patient sample.
- The rapid identification of bloodstream infections and the detection of antimicrobial resistance genes are more essential than ever for hospitals and their patients.

- Additionally, GenMark's Respiratory Pathogen Panels identify the most common viral and bacterial organisms associated with upper respiratory infection, including SARS-CoV-2, complementing Roche's extensive portfolio of COVID-19 diagnostics solutions.
- Once the transaction closes, we look forward to working with GenMark's world-class scientists and employees to broaden their reach, providing greater impact to patients and customers globally.

## **General Questions**

### **What is GenMark Diagnostics?**

- GenMark is a molecular diagnostics company focused on developing and commercializing multiplex molecular diagnostic solutions designed to enhance patient care, improve key quality metrics and reduce the total cost of care. GenMark's headquarters are in Carlsbad, CA.

### **Why is Roche pursuing this transaction now and how does it fit with Roche's strategy?**

- Infectious diseases are a leading cause of death globally. Roche is committed to reducing the burden of infectious diseases through effective testing, monitoring and management of antimicrobial resistance.
- Acquiring GenMark and its syndromic panel testing portfolio will further expand and complement Roche's strong portfolio in Molecular Diagnostics.
- Roche is not currently in the syndromic testing space, and this acquisition allows for expansion of this technology.

### **What is Syndromic testing?**

- Syndromic testing utilizes a multiplex approach to detect multiple pathogens in a single test with a single patient sample. It allows clinicians to rapidly test for a broad number of pathogens, generally providing greater sensitivity and specificity than traditional methods of testing.
- Syndromic testing is an important advancement for patients and clinicians as infectious diseases, including lower respiratory infections and bloodstream infections, can lead to sepsis, and collectively are among the top causes of death worldwide. Because of the common occurrence of specific symptoms despite different pathogens, certain infectious diseases are considered to be syndromes. These can be difficult to diagnose using conventional testing methods.
- Syndromic testing for infectious diseases is designed to improve patient outcomes, more rapid infection control and improved hospital bed management.
- By detecting the most common pathogens that cause disease together on a single rapid test, clinicians can prescribe the right therapeutic within hours – rather than days - when compared to conventional testing algorithms.
- Not using a syndromic approach may result in a patient being treated with an antimicrobial agent unnecessarily that may subject the patient to potential adverse side effects.
- Reducing unnecessary treatment of antimicrobials also drives antimicrobial stewardship.

### **How did you decide on GenMark?**

- GenMark is currently developing and commercializing high-value instruments and simple-to-perform, clinically relevant multiplex molecular panels based on its proprietary eSensor electrochemical detection technology.
- The eSensor instruments are designed to support a broad range of molecular diagnostic panels with compact, easy-to-use workstations and self-contained, disposable test cartridges.
- GenMark's ePlex instrument is a multiplex, sample-to-answer platform that is designed to optimize laboratory efficiency and address a broad range of infectious disease testing needs, including respiratory and bloodstream infections. GenMark is currently commercializing its ePlex instrument and diagnostic test panels, which are referred to as the ePlex system, in the United States, Europe and other geographic regions.
- GenMark's innovative diagnostic technologies enhance the Roche portfolio of Infectious diseases testing.

### **How many employees does GenMark have and what do they do?**

- As of December 31, 2020, GenMark reported 618 employees, with 99 involved in research & development; 413 in operations, manufacturing, and quality assurance; 62 in sales and marketing and 44 in general and administrative functions.

### **How do GenMark's technologies fit in the current Roche portfolio and how could Roche add value to GenMark?**

- Combining Roche and GenMark portfolios, expertise and innovation will benefit patients, laboratories and healthcare providers.
- Roche offers a comprehensive portfolio of infectious disease assays along the continuum of care, enabling laboratories to provide the right information, from screening and diagnosis to patient management and treatment monitoring.
- Our complete infectious diseases offering includes serology and molecular testing.
- GenMark's syndromic panel testing portfolio will enhance Roche's current molecular diagnostics portfolio and expand the reach of GenMark's products.
- This acquisition brings together excellence in technologies to aid in the fight to control infectious disease.

### **Deal Terms**

#### **What are the terms of the agreement?**

- Under the terms of the merger agreement, Roche will promptly commence a tender offer to acquire all of the outstanding shares of GenMark's common stock for US\$ 24.05 per share in an all-cash transaction. This corresponds to a total transaction value of approximately US\$ 1.8 billion on a fully diluted basis. This price represents a premium of approximately 43% to GenMark's unaffected closing share price on February 10, 2021, the last trading day before a media report was published speculating about a potential sale process.
- The merger agreement has been unanimously approved by the boards of GenMark and Roche.

- Under the terms of the merger agreement, on the date of commencement of the offer, GenMark will file a recommendation statement containing the unanimous recommendation of the GenMark Board that GenMark's shareholders tender their shares to Roche.
- The transaction is expected to close in the 2<sup>nd</sup> quarter of 2021 and is subject to customary closing conditions, including the tender of at least a majority of the outstanding shares of GenMark's common stock and the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

**What is the difference between the fully diluted equity value of US\$ 1.9 billion and the transaction value of US\$ 1.8 billion?**

- The fully diluted equity value of approximately US\$ 1.9 billion includes approximately US\$50 million of projected net cash expected at close.

**What synergies do you expect from the transaction?**

- We do not comment on synergies and do not disclose specific synergy numbers. We will preserve the stability of GenMark's Carlsbad site as well as GenMark's R&D expertise and manufacturing capabilities. Together with the management of GenMark, we will review how to most effectively collaborate across the value chain from R&D to commercialization, with a joint objective to enhance innovation, accelerate projects and address unmet medical need.

**When do you expect the transaction to close?**

- The transaction is not expected to have an impact on Roche's financial guidance for 2021. Longer term the impact on Roche's earnings outlook will depend on the success of GenMark's development and commercial success.

**Do you expect an impact on your 2021 guidance?**

- The Roche Group guidance on 2021 has been issued as part of the 2020 FY results announcement. Guidance for 2021 will not be affected by this transaction.

**What regulatory approvals are required for the transaction to close?**

- The transaction is subject to the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

**What is the expected timeline for antitrust filings?**

- We will make the necessary filings with the relevant merger control authorities as soon as possible. We believe all necessary regulatory clearances will be obtained on a timely basis.

**Do you anticipate any hurdles (such as SEC and/or antitrust authorities) in this transaction?**

- The transaction will require compliance with the rules and regulations of the SEC and is subject to compliance with the notification and waiting-period requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976. We believe that these requirements can be satisfied and the closing of this transaction is expected to take place in the 2<sup>nd</sup> quarter of 2021.

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**Are you aware of other bidders for GenMark? Do you think there will be a higher offer?**

- We will not speculate on other bidders. We believe that our price is full and fair.

**Do Roche shareholders have to vote on this transaction?**

- Roche's Board of Directors has approved the transaction. Approval by Roche's shareholders is not required.

**What is your integration strategy for Roche and GenMark? Will GenMark be fully integrated or will it operate as an independent entity?**

- We will preserve the stability of GenMark's Carlsbad site as well as GenMark's R&D expertise and manufacturing capabilities. Together with the management of GenMark, we will review how to most effectively collaborate across the value chain from R&D to commercialization, with a joint objective to enhance innovation, accelerate projects and address unmet medical need.

**What is Roche's acquisition strategy?**

- With our strong medical, scientific and regulatory expertise, we are positioned to shape healthcare for the benefit of society by shifting from delivering goods and services to achieving improved patient outcomes, while reducing costs.
- Acquiring GenMark will further expand and complement our strong portfolio in Molecular Diagnostics and expand our offerings to include syndromic panel testing.
- We want to drive medical value by developing integrated testing, decision support and disease management solutions.
- We are focused on improved patient and medical outcomes and reduced cost of care, which is aligned with GenMark's strategy.

**How will the transaction be financed?**

- Financing is not a condition to the offer. Roche will finance this transaction by a combination of available funds and commercial paper.

**When will the regulators make a decision regarding antitrust?**

- We believe that regulatory requirements can be satisfied and the closing of this transaction is expected to take place in the 2<sup>nd</sup> quarter of 2021.

**How will this transaction impact your relationship with customers?**

- Until a transaction has occurred and all necessary approvals have been granted, Roche and GenMark will continue to conduct their respective businesses as independent companies.
- We will honour all contracts in place before the transaction and continue to offer the same high-quality service and products to Roche and GenMark customers.
- The relationship with our customers will be enhanced by this transaction, which will provide a broader range of diagnostic solutions and expertise for customers, physicians and patients.

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**How will patients, labs and healthcare systems benefit from this deal?**

- Our expanded portfolio will provide physicians and their patients with expanded state-of-the-art diagnostic testing to inform treatment decisions and reduced cost of care.
- The relationship with our customers will be enhanced by this transaction, which will provide a broader range of diagnostic solutions and expertise for customers, physicians and patients.

**What is your view of the impact of this transaction on the Diagnostics business?**

- Roche remains committed to growth in sales and profit for the Diagnostics Division. The proposed transaction would be accretive to long-term core earnings per share (EPS) and operating profit.
- The planned transaction enables Roche access to a solid business with strong cash flow and margins.

**What impact will this transaction have on margins in your Diagnostics business?**

- This transaction is expected to have a positive impact on our long-term core operating profit margins.

**What percentage of GenMark shares will need to be tendered to meet the minimum condition?**

- The closing of the tender offer will be subject to a majority of GenMark's outstanding shares being tendered in the tender offer.

**Who were the financial advisors?**

- Citi is acting as Roche's financial advisor and J.P. Morgan is acting as financial advisor to GenMark.

**Who were the legal advisors?**

- Sidley Austin LLP is acting as legal counsel to Roche and DLA Piper LLP is acting as legal counsel to GenMark.

**Tender offer / shareholder squeeze-out****Please describe the details of the transaction. What are the conditions for a public tender offer in the United States? What are the timelines?**

- The closing of the tender offer will be subject to a majority of GenMark's outstanding shares being tendered in the tender offer and other customary closing conditions for a transaction of this nature. Promptly following completion of the tender offer, Roche will acquire all remaining shares at the same price per share through a second step merger. The closing of the transaction is expected to take place in the 2<sup>nd</sup> quarter of 2021.

**Will you increase your price?**

- Our offer price is full and fair. The merger agreement has been approved unanimously by GenMark's Board of Directors, and GenMark's Board of Directors has unanimously agreed to recommend it to its shareholders.

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**What is GenMark's shareholder structure like?**

- GenMark is publicly listed on the NASDAQ under the ticker GNMK with no individual shareholder reporting ownership of more than 15%.

**Have you spoken to the key shareholders of GenMark? Are they willing to tender their shares?**

- GenMark's leadership team supports this transaction. We have not spoken to other GenMark's shareholders. However, we are confident that we are presenting them an attractive offer and that they will tender their shares to us.

**How long do you expect the tender offer to last? By when shall it be concluded?**

- The transaction is expected to close in the 2<sup>nd</sup> quarter of 2021.

**Will a squeeze-out follow the public takeover offer? How many shares need to be in Roche's possession for a squeeze-out to happen?**

- The squeeze-out will be effected promptly after the closing of the tender offer. It requires that a majority of the outstanding GenMark shares have been tendered in the offer.

**Management/Operations/People****What will happen to GenMark employees? Do you expect that there will be any layoffs? How many employees will be affected?**

- We have every intention of retaining the expertise of GenMark, which is its employees.
- Until a transaction has occurred and all necessary approvals have been granted, both companies will continue to conduct their respective businesses as independent companies.
- This transaction is not driven by cost synergies, but by the strategic value of GenMark's business and its growth potential within Roche.

**What is your integration plan for Roche and GenMark? Who will be involved in the integration process? Are you confident in your ability to integrate these businesses?**

- Until a transaction has occurred and all necessary approvals have been granted, Roche and GenMark will continue to conduct their respective businesses as independent companies.

**What will happen to Roche employees? Do you expect that there will be any layoffs? How many employees will be affected?**

- This transaction is not driven by cost synergies, but by the strategic value of GenMark's business and its growth potential within Roche.
- Until a transaction has occurred and all necessary approvals have been granted, the companies will continue to conduct their respective businesses as independent companies. It is therefore premature to comment in detail.
- Roche is a world-class employer, which treats all employees with respect.

**Will Roche retain GenMark’s executive management?**

- Until a transaction has occurred and all necessary approvals have been granted, both companies will continue to conduct their respective businesses as independent companies. It is therefore premature to comment in detail.
- Roche believes GenMark has a world-class management team that will complement Roche Diagnostics.

**Will the salary and/or benefits of GenMark employees be affected?**

- Until a transaction has occurred and all necessary approvals have been granted, Roche and GenMark will continue to conduct their respective businesses as independent companies. It is therefore premature to comment in detail.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

SOME OF THE STATEMENTS CONTAINED IN THIS DOCUMENT ARE FORWARD-LOOKING STATEMENTS, INCLUDING STATEMENTS REGARDING, AMONG OTHER THINGS, THE EXPECTED CONSUMMATION AND EFFECTS OF THE TRANSACTION, INCLUDING THE TIMING THEREOF, ALL OF WHICH INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES, INCLUDING, THE SATISFACTION OF CLOSING CONDITIONS FOR THE TRANSACTION, SUCH AS REGULATORY APPROVAL, THE TENDER OF A MAJORITY OF THE OUTSTANDING SHARES OF COMMON STOCK OF GENMARK, THE POSSIBILITY THAT THE TRANSACTION WILL NOT BE COMPLETED, AND OTHER RISKS AND UNCERTAINTIES DISCUSSED IN GENMARK’S PUBLIC FILINGS WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “SEC”), INCLUDING THE “RISK FACTORS” SECTION OF GENMARK’S ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2020 AND SUBSEQUENT QUARTERLY REPORTS ON FORM 10-Q, AS WELL AS THE TENDER OFFER DOCUMENTS TO BE FILED BY ROCHE HOLDINGS, INC. (“ROCHE”) AND ITS ACQUISITION SUBSIDIARY AND THE SOLICITATION/RECOMMENDATION STATEMENT TO BE FILED BY GENMARK. THESE STATEMENTS ARE BASED ON CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS, AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE STATEMENTS. THESE STATEMENTS ARE GENERALLY IDENTIFIED BY WORDS OR PHRASES SUCH AS “BELIEVE”, “ANTICIPATE”, “EXPECT”, “INTEND”, “PLAN”, “WILL”, “MAY”, “SHOULD”, “ESTIMATE”, “PREDICT”, “POTENTIAL”, “CONTINUE” OR THE NEGATIVE OF SUCH TERMS OR OTHER SIMILAR EXPRESSIONS. IF UNDERLYING ASSUMPTIONS PROVE INACCURATE OR UNKNOWN RISKS OR UNCERTAINTIES MATERIALIZE, ACTUAL RESULTS AND THE TIMING OF EVENTS MAY DIFFER MATERIALLY FROM THE RESULTS AND/OR TIMING DISCUSSED IN THE FORWARD-LOOKING STATEMENTS, AND YOU SHOULD NOT PLACE UNDUE RELIANCE ON THESE STATEMENTS. ROCHE AND GENMARK DISCLAIM ANY INTENT OR OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS AS A RESULT OF DEVELOPMENTS OCCURRING AFTER THE DATE OF THIS DOCUMENT.

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**IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT**

THE TENDER OFFER FOR THE OUTSTANDING COMMON STOCK OF GENMARK HAS NOT BEEN COMMENCED. THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL GENMARK COMMON STOCK. THE SOLICITATION AND OFFER TO BUY GENMARK COMMON STOCK WILL ONLY BE MADE PURSUANT TO AN OFFER TO PURCHASE AND RELATED MATERIALS. AT THE TIME THE OFFER IS COMMENCED, ROCHE AND ITS ACQUISITION SUBSIDIARY, WILL FILE A TENDER OFFER STATEMENT ON SCHEDULE TO WITH THE SEC AND THEREAFTER, GENMARK WILL FILE A SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 WITH RESPECT TO THE OFFER. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) CAREFULLY WHEN THEY BECOME AVAILABLE SINCE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE OFFER. THE TENDER OFFER STATEMENT, SOLICITATION/RECOMMENDATION STATEMENT AND RELATED MATERIALS WILL BE FILED WITH THE SEC, AND INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF THESE MATERIALS (WHEN AVAILABLE) AND OTHER DOCUMENTS FILED BY ROCHE AND GENMARK WITH THE SEC AT THE WEBSITE MAINTAINED BY THE SEC AT [WWW.SEC.GOV](http://WWW.SEC.GOV). INVESTORS AND SECURITY HOLDERS MAY ALSO OBTAIN FREE COPIES OF THE SOLICITATION/RECOMMENDATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC BY GENMARK AT [WWW.GENMARKDX.COM](http://WWW.GENMARKDX.COM).