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# Corporate Governance Report

## Introduction

Corporate Governance at Syngenta is designed to support the Company in its efforts to create and foster sustainable value for all stakeholders.

The term “Corporate Governance” refers to Syngenta’s structure and operational practices. Since the creation of the Company, its Board of Directors has given priority to the Corporate Governance framework by proactively and continuously implementing and improving best corporate governance standards.

Syngenta’s Corporate Governance is aligned and fully compliant with international standards and practice. The Company meets:

- the legal requirements as set forth in articles 663b and 663c of the Swiss Code of Obligations
- the SIX Swiss Exchange Directive on Information relating to Corporate Governance
- the standards established in the “Swiss Code of Best Practice for Corporate Governance”
- the Corporate Governance Listing Standards of the New York Stock Exchange (NYSE), as applicable for foreign private issuers<sup>1</sup>, and
- the applicable requirements of the US Sarbanes-Oxley Act of 2002, including the certification of its Annual Report on Form 20-F<sup>2</sup> by the CEO and the CFO

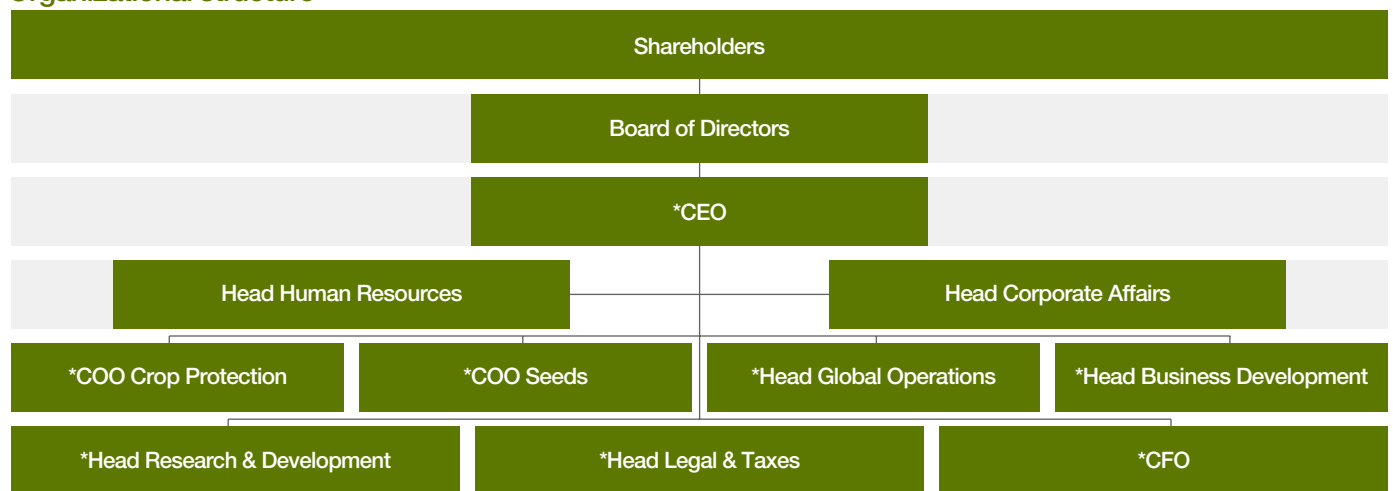
Appropriate measures are in place to ensure full compliance with all Corporate Governance related legal requirements, regulations and internal documents.

More information can be obtained on the Syngenta website [www.syngenta.com](http://www.syngenta.com) or by writing to: Syngenta AG, FAO: Company Secretary, PO Box, CH-4002 Basel, Switzerland.

<sup>1</sup> See section “Information policy”

<sup>2</sup> The Form 20-F Annual Report is expected to be available by end of February 2011 on [www.syngenta.com](http://www.syngenta.com), section “Investor Relations”

## Organizational structure



\*Members of the Executive Committee

Under Swiss company law, Syngenta AG is registered as a stock corporation (Aktiengesellschaft) that has issued registered shares to investors. It was first listed on November 13, 2000, and has its main offices at Schwarzwaldallee 215, CH-4002 Basel. Syngenta AG is the parent company of the Syngenta Group.

For details regarding the structure of the Company’s operations, associates and joint ventures, please refer to the information contained in Note 3 to the Financial Statements of Syngenta AG in the Financial Report 2010, which can be accessed on [www.syngenta.com](http://www.syngenta.com) (see section “Investor Relations”).

## Corporate Governance Report

## 02 Capital structure and shareholders

**Share capital and shares**

The nominal share capital of Syngenta as of December 31, 2010, is CHF 9,459,984.90, fully paid-in and divided into 94,599,849 registered shares with a par value of CHF 0.10 each.

Syngenta shares are listed and traded in Switzerland on the SIX Swiss Exchange and in the United States on the New York Stock Exchange in the form of American Depositary Shares.

**Syngenta shares**

Primary exchange	SIX Swiss Exchange
Valor	1103746
ISIN	CH0011037469
Symbol	SYNN
Currency	CHF
Par value	0.10

**Syngenta ADS (American Depositary Shares)**

Primary exchange	New York Stock Exchange
Instrument	ADS (American Depositary Share)
Ratio	1 ordinary share = 5 ADS
ISIN	US87160A1007
Symbol	SYT
CUSIP	87160A100

**Conditional and authorized share capital, bonus certificates, participation certificates**

Syngenta does not have any conditional capital and has not issued any bonus certificates (Genussscheine) or participation certificates (Partizipationsscheine).

At the Annual General Meeting (AGM) of April 20, 2010, shareholders voted to give the Board of Directors the authority to increase the share capital by a maximum of CHF 945,998.50 (10%) anytime until April 20, 2012, through issuance of a maximum of 9,459,985 fully paid-in registered shares with a par value of CHF 0.10 each. The terms and conditions of this entitlement to issue authorized capital are set down in article 4<sup>bis</sup> of the Articles of Incorporation. The Articles of Incorporation are available in print or can be downloaded from the Syngenta website <http://www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/articles-of-incorporation.aspx>.

**Changes in capital**

Since its establishment in 2000, Syngenta has not increased its share capital.

The share capital has however been reduced several times by repayment of nominal value of shares and/or by cancellation of repurchased shares as approved by the AGM.

The 2008 AGM authorized the Board of Directors to repurchase shares of up to 10% of the share capital for cancellation and subsequent further reduction of the share capital. This repurchase program started in 2010; the shares bought back in 2010 will be proposed for cancellation to shareholders at the AGM of April 19, 2011.

Since its foundation in 2000, the share capital of Syngenta has developed as follows:

AGM date	Share capital (CHF)	Number of fully paid-in registered shares	Nominal value (CHF)
April 20, 2010	9,459,984.90	94,599,849	0.10
April 21, 2009	9,459,984.90	94,599,849	0.10
April 22, 2008	9,691,485.70	96,914,857	0.10
May 02, 2007	10,076,326.70	100,763,267	0.10
April 19, 2006	239,300,188.00	104,043,560	2.30
April 26, 2005	595,662,183.20	106,368,247	5.60
April 27, 2004	934,286,047.20	112,564,584	8.30
April 29, 2003	1,125,645,840.00	112,564,584	10.00
April 23, 2002	1,125,645,840.00	112,564,584	10.00
November 13, 2000 (Foundation)	1,125,645,840.00	112,564,584	10.00

A table with detailed information on changes in the Syngenta share capital can be found in Note 5 to the Financial Statements of Syngenta AG in the Financial Report.

**Convertible bonds and warrants/options**

Syngenta has not issued any convertible bonds.

The Company has issued options under its employee compensation plans. Details relating to all options granted under the Syngenta Long-Term Incentive Plan are contained in Note 23 to the Group Consolidated Financial Statements. Each of the granted options gives the holder the right to purchase one registered share, or American Depositary Share (ADS), respectively.

The total of all options outstanding corresponds to 1.4% of the total share capital as of December 31, 2010.

### Significant shareholders

During the fiscal year 2010, Syngenta made the following notification:

Name and location of shareholder, nominee or ADS depository	Date reaching, exceeding or falling below a threshold value	Notified holding of voting rights in % of Syngenta's share capital
The Capital Group Companies, Inc., Los Angeles	January 1, 2010	12.28% <sup>1</sup>

<sup>1</sup> Percentage of voting rights granted to a Capital Group subsidiary by funds under management that previously voted proxies independently

No other party disclosed a notifiable holding in the share capital of Syngenta AG in the course of 2010. To our knowledge, the following holdings of 3% or more in the Syngenta share capital, as already reported and disclosed in the 2009 Corporate Governance Report, are therefore still valid:

Name and location of shareholder, nominee or ADS depository	Date reaching, exceeding or falling below a threshold value	Notified holding in % of Syngenta's share capital
The Growth Fund of Americas, Inc., Los Angeles	January 5, 2009	4.94 <sup>2</sup>
The BlackRock, Inc., New York	December 1, 2009	3.84 <sup>2</sup>

<sup>2</sup> No updates notified in 2010

To our knowledge, as of December 31, 2010, no other party held 3% or more of the share capital of Syngenta AG. In addition, Syngenta has no cross shareholdings exceeding a reciprocal 3% of capital or voting rights with any other company.

As of December 31, 2010, Syngenta AG itself held 2,392,751 shares in treasury corresponding to 2.53% of the share capital.

Share capital and shares		%
Share capital (CHF)	9,459,984.90	
Number of registered shareholders	62,433	
Total number of shares	94,599,849	100
Number of shares registered in the name of shareholders	55,468,787	59
Number of shares in dispo (not registered)	39,131,062	41

#### Number of shares per registered shareholder

1 – 50	36,761
51 – 100	11,126
101 – 1'000	12,970
1,001 – 5,000	1,145
5,001 – 10,000	156
10,001 – 50,000	193
50,001 – 100,000	29
> 100,000	53

#### Shareholders by category (in % of registered shares)

Private individuals	12
Institutional investors	88

### Shareholder participation rights

Each share recorded and registered under a shareholder's name in the Swiss share register of Syngenta entitles its holder to one vote. There are no preferential rights for individual shareholders.

Shares may be voted without any limit in scope if holders expressly declare having acquired these shares in their own name and for their own account. In accordance with article 659a of the Swiss Code of Obligations, the Company cannot exercise the voting rights relating to the shares held in treasury. A shareholder may at any time request that Syngenta confirms the number of shares registered under his name in the Company's share register. Shareholders are not entitled, however, to demand the printing and delivery of certificates representing shares.

On the New York Stock Exchange, the shares are traded in the form of American Depositary Shares (ADS). ADS are US securities representing Syngenta shares; five ADS represent one Syngenta share. The Bank of New York Mellon acts as the Syngenta Depository for ADS and administers the ADS program in the US. Syngenta ADS holders are entitled to give written instructions to the Depository on how to vote on their behalf at a general meeting.

Shareholders may request a registration in the share register at any time. For technical reasons, however, the share register closes several working days prior to a shareholders' meeting. The closing date is published well in advance. Only shareholders registered before the closing date of the share register may vote their shares at a general meeting of shareholders.

Shareholders may only be represented at a shareholder's meeting by their legal representative, another shareholder with the right to vote, proxies designated in agreements or in regulations relating to nominees, corporate bodies, independent proxies, or by a bank or broker.

Syngenta has issued special provisions concerning nominee registrations: a nominee holding more than 3% of the Company's share capital may be registered as a nominee with voting rights only if the nominee discloses the identity of those ultimate beneficial owners of shares claiming 1% or more of the Company's share capital.

## Corporate Governance Report

### 04 General meetings of shareholders

Under Swiss law, an Annual General Meeting must be held within six months after the end of the Company's financial year. Shareholders' meetings may be convened by the Board of Directors or, if necessary, by the statutory auditor. An invitation including the detailed agenda and explanation of proposals by the Board is sent to every registered shareholder at the latest 20 days before the date of the Annual General Meeting. The Board of Directors is further required to convene an extraordinary shareholders' meeting if determined by an ordinary shareholders' meeting, if requested by shareholders holding in the aggregate at least 10% of the share capital of Syngenta or if requested by the auditor.

The shareholders' meeting passes resolutions and holds elections, if not otherwise required by law or the Company's Articles of Incorporation, with the absolute majority of the votes represented. Under Swiss law and per the Company's Articles of Incorporation, a resolution passed at a shareholders' meeting with a supermajority of 66<sup>2</sup>/<sub>3</sub>% of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented is required for:

- The alteration of the purpose of the Company
- The creation of shares with increased voting powers
- An implementation of restrictions on the transfer of registered shares and the removal of such restrictions
- An authorized or conditional increase of the share capital
- An increase of the share capital made through a transformation of reserves, by contribution in kind, for the purpose of an acquisition of property and the grant of special rights
- A restriction or suspension of preemptive rights
- A change of location of the registered office of the Company
- The dissolution of the Company

In addition, any provision in the Articles of Incorporation for a stricter voting requirement than the voting requirements prescribed by law or the existing Articles of Incorporation must be adopted in accordance with such stricter voting requirements. The Articles of Incorporation of Syngenta do not contain provisions that lay down stricter voting requirements for shareholders' meetings than the voting requirements prescribed by law and described above.

### Other shareholder rights

All shareholders are entitled to equal dividends. American Depositary Share (ADS) holders receive dividends in proportion to the number of Syngenta shares represented by ADS.

Syngenta does not apply any restrictions or limitations on the transferability and tradability of its shares and ADS.

Moreover, one or more shareholders whose combined shareholdings represent an aggregate nominal value of at least CHF 10,000 may demand that an item be included in the agenda of a General Meeting of Shareholders. Such a demand must be made in writing at the latest 60 days before the meeting and specify the items and proposals of these shareholders.

### Change of control

Under the Swiss Stock Exchange Act, shareholders and groups of shareholders who directly, indirectly or acting in concert acquire more than 33<sup>1</sup>/<sub>3</sub>% of the voting rights of a company incorporated in Switzerland of which at least one class of equity securities is listed on the Swiss Stock Exchange must submit a takeover bid to all remaining shareholders. A Company may raise this threshold to 49% of the voting rights ("opting up") or may, under certain circumstances, waive the threshold ("opting out"). The Articles of Incorporation of Syngenta do not include any such provision.

For more information on this chapter, please refer to the Syngenta Articles of Incorporation, which are available on the Syngenta website <http://www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/articles-of-incorporation.aspx>.

## Board of Directors

The following chart provides an overview on the Syngenta Board of Directors and its Committees:

Board of Directors			
Martin Taylor, Chairman Jürg Witmer, Vice Chairman Michael Mack, CEO		Stefan Borgas Peggy Bruzelius Pierre Landolt David Lawrence	
Peter Thompson Jacques Vincent Rolf Watter Felix A. Weber			
Chairman's Committee	Audit Committee	Compensation Committee	Corporate Responsibility Committee
Martin Taylor, Chairman Jürg Witmer Michael Mack Rolf Watter	Peggy Bruzelius, Chairman Stefan Borgas Peter Thompson	Felix A. Weber, Chairman Martin Taylor Jacques Vincent Jürg Witmer Michael Mack (guest)	Martin Taylor, Chairman Michael Mack Pierre Landolt David Lawrence

As of December 31, 2010

### Qualification, election and terms of office

Syngenta is led by a strong and experienced Board. The Board includes representatives from six nationalities, drawn from broad international business and scientific backgrounds. Its members bring diversity in expertise and perspective to the leadership of a complex, highly regulated, global business.

The activities performed by the non-executive Directors, apart from their duties as non-executive Directors of the Board of Syngenta, are not related to the Company.

The members of the Board of Directors are elected by the shareholders at the Annual General Meeting. The elections are held individually. According to the Articles of Incorporation, the terms of office are coordinated so that every year approximately one-third of all members of the Board are subject to election; a term of office may not exceed three years. The members of the Board automatically retire after the lapse of the twelfth year of office or, if earlier, on expiry of the seventieth year of age. In each case, retirement becomes effective on the date of the next Annual General Meeting following such event.

### Role of the Board of Directors and the Board Committees

The Board exercises full and effective control of the Company. It holds ultimate responsibility for the strategy and for the supervision of executive management. In addition, the Board of Directors takes an active role in reviewing and enhancing Corporate Governance within Syngenta.

The main responsibilities of the Board of Directors are the following:

#### Responsibilities

- Ultimate direction of the business of the Company and the giving of the necessary directives
- Approval of the strategic direction and the strategic plans of the Company and of its Divisions; approval of budgets and other financial targets and decisions on the financial means necessary to attain those targets
- Determination of the essential features of the organization of the Company

- Determination of the duties and responsibilities of the Chairman of the Board, the Chairman's Committee, the CEO and the Executive Committee
- Approval of the organization of accounting, financial control, and financial planning
- Approval of the quarterly Reports and of the Annual Report for the Company as a whole and for the Divisions
- Appointment and removal of the persons entrusted with the management and representation of the Company
- Approval of the principles of leadership and communication
- Ultimate supervision of the persons entrusted with the management of the Company, specifically in view of their compliance with the law, the Articles of Incorporation, regulations and directives
- Preparation of General Meetings of shareholders and the carrying out of the resolutions adopted by such General Meetings of shareholders
- Approval of corporate policy, including financial, investment, personnel, and safety and environmental protection policies
- Approval of acquisitions/divestments of companies, businesses, of fixed assets, land, IT projects, product lines and licenses
- Approval of the Company's entry into new spheres of activity and withdrawal from existing ones
- Approval of the choice of new or the closing of existing sites of fundamental significance
- Adoption of resolutions concerning the increase of share capital to the extent that such power is vested in the Board of Directors, as well as resolutions concerning the confirmation of capital increases and respective amendments to the Articles of Incorporation
- Examination of the professional qualifications of the external auditor
- Approval of the institution or defense of legal proceedings in cases of fundamental significance for the Company
- Notification of the court if liabilities exceed assets

The Company Secretary acts as Secretary to the Board

## Corporate Governance Report

06 The Board of Directors meets on a regular basis. The Chairman, after consultation with the Chief Executive Officer, determines the agenda for the Board meetings. Any member of the Board of Directors may request the convening of a meeting or the inclusion of items of business in the agenda. In 2010, apart from the Board meetings, Board members conducted discussions with Officers of the Company to review relevant matters at hand, visited operating locations of the Company and provided information to management as needed.

The Board of Directors regularly reviews its own and senior management's performance, and takes responsibility for succession planning.

Some of the Board's responsibilities are delegated to the Chairman's Committee, the Audit Committee, the Compensation Committee, and the Corporate Responsibility Committee. The Board Committees meet on a regular basis. Their members are provided with the materials necessary to fulfill their duties and responsibilities, and to submit full reports to the Board.

Risk Management is of highest importance in Syngenta; responsibility for this is assumed by the full Board and, within the scope of its duties, by every individual Board Committee.

The Board members nominate the Chairman of the Board. He shares responsibility for the strategic direction of Syngenta with the Chief Executive Officer (CEO). He ensures close liaison between the Board, its Committees and the CEO. In consultation with the CEO, the Chairman supervises the implementation of resolutions of the Board and of its Committees. The Chairman represents, jointly with the CEO, the interests of the Company as a whole towards authorities and business associations, both in Switzerland and internationally.

The Board of Directors of Syngenta has delegated the operational management of business operations to the Executive Committee.

### Information and control instruments of the Board of Directors

The Board recognizes the importance of being fully informed on material matters that impact Syngenta. It supervises management and monitors its performance through reporting and controlling processes and through the Board Committees. It ensures that it has sufficient information to make the appropriate decisions through the following means:

- All members of the Executive Committee are regularly invited to attend Board meetings to report on their areas of responsibility, including key data for the core businesses, financial information, existing and potential risks, and updates on developments in important markets. Other members of management attend Board meetings as deemed necessary by the Board
- At each Board meeting, the CEO reports on the meetings of the Executive Committee. The Chairman receives the minutes of the Executive Committee meetings; on request the minutes are available to all members of the Board of Directors
- All Board Committees regularly meet with members of management, external advisors and the external auditor
- Important information is regularly sent to the Board

### Internal Audit

Internal Audit, as an inspecting and monitoring body, carries out control, operational and system audits. All organizational units and associated companies are subject to audit. Audit plans are reviewed and approved by the Audit Committee, and any suspected irregularities are reported without delay. Internal Audit maintains a regular dialogue with the external auditor to share reports and risk issues arising from their respective audits and to coordinate their activities.

In connection with the operation of controls, including controls over financial reporting, a self-certification "Letter of Assurance" process is in place. The letters of assurance are cascaded down through the organization. The returned letters are analyzed, evaluated and any arising issues and deficiencies are reported to the Head of Internal Audit and the Audit Committee. Internal Audit reports on issues arising from internal audits to the Audit Committee. The Audit Committee reports to the Board of Directors.

### External auditor

The external auditor is accountable to the Audit Committee, the Board of Directors and ultimately to the shareholders. At the completion of the audit, the external auditor presents and discusses the audit report on the financial statements with the Audit Committee, highlighting any significant internal control issues identified during the course of the audit. The external auditor regularly participates in the Audit Committee meetings, and at least once a year the lead partners take part in a meeting with the Board of Directors.

### Board of Directors oversight over external audit

The Audit Committee, on behalf of the Board of Directors, is responsible for monitoring the performance of the external auditor, checking its independence, and coordinating its work with Internal Audit. In addition, the Audit Committee monitors the implementation of findings of external and internal auditors by management. The Audit Committee meets regularly with the lead partners of the external auditor, as well as with Internal Audit. In addition, it prepares proposals for the appointment or removal of the external auditor for submission to the Board, which then nominates the external auditor for election by the Annual General Meeting. As an additional duty, according to the US Sarbanes-Oxley Act of 2002, the Audit Committee pre-approves all audit and non-audit services rendered by the external auditor. It reports to the Board of Directors about the discussions with the external auditor. At least once a year, the lead partners take part in a meeting of the Board of Directors.

### Board of Directors

Members	Meetings attended <sup>1</sup>
Martin Taylor <sup>2</sup>	5
Jürg Witmer	5
Michael Mack	5
Stefan Borgas	5
Peggy Bruzelius	5
Pierre Landolt	5
David Lawrence	5
Peter Thompson	5
Jacques Vincent	5
Rolf Watter	5
Felix A. Weber	5

<sup>1</sup> Five meetings held in 2010

<sup>2</sup> Chairman



### Chairman's Committee

#### Responsibilities

- Prepares the meetings of the Board of Directors
- Makes decisions on behalf of the Board in urgent cases
- Deals with all business for the attention of the Board of Directors, and comments on matters falling within the Board's authority before the latter makes any decision on them
- Acts as Nomination Committee for Board successions
- Upon request of the CEO, approves on its own authority appointments to selected senior positions
- Approves acquisitions/divestments of companies, businesses, fixed assets, land, IT projects, product lines and licenses within the financial limits established by the Board of Directors

The Chairman's Committee consists of four members: the Chairman, the Vice Chairman, the CEO and one other member of the Board; the Company Secretary acts as Secretary to the Committee.

Members	Meetings attended <sup>1</sup>
Martin Taylor <sup>2</sup>	5
Jürg Witmer	5
Michael Mack	5
Rolf Watter	4

- 1 Five meetings held in 2010  
2 Chairman

### Audit Committee

#### Responsibilities

- Monitors the performance of external and internal auditors as well as the independence of the external auditor
- Monitors the implementation of findings of external and internal auditors by Management
- Assesses the quality of the financial reporting and prepares Board decisions in this area
- Reviews critical accounting policies, financial control mechanisms and compliance with corresponding laws and regulations

The Audit Committee consists of at least three independent, non-executive Directors; a member of the Corporate Legal Department acts as Secretary to the Committee.

Members <sup>3</sup>	Meetings attended <sup>1</sup>
Peggy Bruzelius <sup>2</sup>	6
Stefan Borgas	6
Peter Thompson	6

- 1 Six meetings held in 2010, whereof two were telephone conferences  
2 Chairman  
3 The external auditor attended all meetings in 2010, except one telephone conference. The CFO is generally invited to the meetings of the Audit Committee

### Compensation Committee

#### Responsibilities

- Reviews and sets the compensation of the members of the Executive Committee
- Makes recommendations to the Board on the compensation of the Chairman, the CEO and the members of the Board
- Defines the rules of the Long-Term Incentive Plan (LTI) and the Deferred Share Plan (DSP)

The Compensation Committee consists of four non-executive Directors; the Global Head of Human Resources acts as Secretary to the Committee.

Members <sup>3</sup>	Meetings attended <sup>1</sup>
Felix A. Weber <sup>2</sup>	4
Martin Taylor	4
Jacques Vincent	4
Jürg Witmer	4

- 1 Four meetings held in 2010  
2 Chairman  
3 The CEO attends the Compensation Committee meetings as a permanent guest, except when his own compensation or other subjects with reference to his own situation are discussed

### Corporate Responsibility Committee

#### Responsibilities

- Acts as custodian of the Board in all Corporate Responsibility matters
- Reviews Corporate Responsibility related actions proposed by the Executive Committee
- Monitors the effectiveness of the implementation of Corporate Responsibility related internal policies

The Corporate Responsibility Committee consists of at least three non-executive Directors and the CEO; the Company Secretary acts as Secretary to the Committee.

Members	Meetings attended <sup>1</sup>
Martin Taylor <sup>2</sup>	2
Pierre Landolt	2
Michael Mack	2
David Lawrence	2

- 1 Two meetings held in 2010  
2 Chairman

Corporate Governance Report

08 **Board of Directors**

(at December 31, 2010)



**Martin Taylor**

British, age 58

**Functions in Syngenta**

Chairman of the Board, non-executive Director

Chairman of the Chairman's Committee and the Corporate Responsibility Committee, and member of the Compensation Committee. He is also Chairman of the Syngenta Foundation for Sustainable Agriculture

**Professional background**

Martin Taylor is currently Vice Chairman of RTL Group SA. Previously he was an Advisor to Goldman Sachs International (1999–2005), Chairman of WHSmith plc (1999–2003), and Chief Executive Officer of Barclays plc (1993–1998) and Courtaulds Textiles (1990–1993). He is a member of the British government's Independent Banking Commission.

Martin Taylor has a degree in oriental languages from Oxford University.

Initial appointment in: 2000  
Term of office: 2011



**Michael Mack**

American, age 50

**Functions in Syngenta**

Chief Executive Officer (CEO), executive Director

Member of the Chairman's Committee and the Corporate Responsibility Committee

**Professional background**

Michael Mack was Chief Operating Officer of Seeds (2004–2007) and Head of Crop Protection, NAFTA Region (2002–2004) for Syngenta. Prior to this, he was President of the Global Paper Division of Imerys SA, a French mining and pigments concern, from the time of its merger in 1999 with English China Clays Ltd., where he was Executive Vice President, Americas and Pacific Region, in addition to being an Executive Director of the Board. From 1987 to 1996 he held various roles with Mead Corporation. Michael Mack is also Chairman of the Board of the Swiss-American Chamber of Commerce.

Michael Mack has a degree in economics from Kalamazoo College in Michigan, studied at the University of Strasbourg, and has an MBA from Harvard University.

Initial appointment in: 2008  
Term of office: 2013



**Jürg Witmer**

Swiss, age 62

**Functions in Syngenta**

Vice Chairman, non-executive Director

Member of the Chairman's Committee and of the Compensation Committee

**Professional background**

Jürg Witmer is currently Chairman of Givaudan SA and Clariant AG. He joined Roche (1978) in the legal department and subsequently held a number of positions including Assistant to the CEO, General Manager of Roche Far East based in Hong Kong, Head of Corporate Communications and Public Affairs at Roche headquarters in Basel, Switzerland, and General Manager of Roche Austria. He became CEO of Givaudan Roure (1999) and then Chairman of the Board of Directors of Givaudan (2005).

Jürg Witmer has a doctorate in law from the University of Zurich, as well as a degree in international studies from the University of Geneva.

Initial appointment: 2006  
Term of office: 2012



**Stefan Borgas**

German, age 46

**Functions in Syngenta**

Non-executive Director

Member of the Audit Committee

**Professional background**

Stefan Borgas has been President and Chief Executive Officer of Lonza since June 2004. Prior to joining Lonza, he spent 14 years with BASF Group where he held various leadership positions in Fine Chemicals and Engineering Plastics in the USA, Germany, Ireland and China.

Stefan Borgas holds a degree in Business Administration from the University of Saarbrücken and a Master of Business Administration from the University of St. Gallen. He is member of the Board of SGCI Chemie Pharma Schweiz, the association of Swiss chemical and pharmaceutical industries, of the Swiss-American Chamber of Commerce and of the Swiss Management Gesellschaft (SMG).

Initial appointment: 2009  
Term of office: 2012



**Peggy Bruzelius**

Swedish, age 61

**Functions in Syngenta**

Non-executive Director

Chairman of the Audit Committee

**Professional background**

Peggy Bruzelius is currently Chairman of Lancelot Holding AB. In addition she serves as Vice Chairman of Electrolux AB and as a Director of Husqvarna AB, Akzo Nobel NV, Axfood AB and Diageo plc. Peggy Bruzelius is a member of the Royal Swedish Academy of Engineering Sciences. In addition she is a member of the Board of Trustees of the Stockholm School of Economics. Previously she was Executive Vice President of SEB-bank (1997–1998) and Chief Executive Officer of ABB Financial Services (1991–1997).

Peggy Bruzelius holds a Master of Science from the Stockholm School of Economics and an Honorary Doctorate from the same university.

Initial appointment: 2000

Term of office: 2012



**Pierre Landolt**

Swiss, age 63

**Functions in Syngenta**

Non-executive Director

Member of the Corporate Responsibility Committee. He is also a member of the Board of the Syngenta Foundation for Sustainable Agriculture

**Professional background**

Pierre Landolt is currently Chairman of the Sandoz Family Foundation and a Director of Novartis AG. He is also a partner with unlimited liabilities of the private bank Landolt & Cie. Pierre Landolt serves, in Brazil, as President of the Instituto Fazenda Tamanduá, of the Instituto Estrela de Fomento ao Microcrédito, of AxialPar Ltda and Moco Agropecuária Ltda, and, in Switzerland, as Chairman of Emasan AG and Vaucher Manufacture Fleurier SA, and as Vice Chairman of Parmigiani Fleurier SA. He is a Director of EcoCarbone SAS, France, and Amazentis SA, Switzerland. He is also Vice Chairman of the Montreux Jazz Festival Foundation.

Pierre Landolt graduated with a Bachelor of Laws from the University of Paris Assas.

Initial appointment: 2000

Term of office: 2012



**David Lawrence**

British, age 61

**Functions in Syngenta**

Non-executive Director

Member of the Corporate Responsibility Committee and Chairman of the Science and Technology Advisory Board

**Professional background**

David Lawrence was Head of Research & Development at Syngenta from September 1, 2002 until the end of September, 2008. Prior to this role, David Lawrence was Head Research & Technology Projects (2000–2002) for Syngenta. Prior to this, he was Head International R&D Projects for Zeneca Agrochemicals, having previously held several senior scientific roles. He is also a member of the BBSRC Council and a Board member for Rothamsted Research, Plastid AS and the UK Biosciences Knowledge Transfer Network for which he chairs the Industrial Biotechnology Group. He is a member of the UK Foresight Lead Expert Group on Food and Farming, and of the UK Industrial Biotechnology Leadership Team.

David Lawrence graduated in chemistry from Oxford University with an MA and DPhil in chemical pharmacology.

Initial appointment: 2009

Term of office: 2012



**Peter Thompson**

American, age 64

**Functions in Syngenta**

Non-executive Director

Member of the Audit Committee

**Professional background**

Peter Thompson is currently a Director of Sodexo SA. Previously he was President and Chief Executive Officer of PepsiCo Beverages International (1996–2004), President of PepsiCo Foods International's Europe, Middle East and Africa Division (1995–1996) and of Walkers Snack Foods in the UK (1994–1995). Before joining PepsiCo he held various senior management roles with Grand Metropolitan plc, including President and Chief Executive Officer of GrandMet Foods Europe (1992–1994), Vice Chairman of The Pillsbury Company (1990–1992), and President and Chief Executive Officer of The Paddington Corporation (1984–1990). He is also Chairman of the Vero Beach Museum of Art.

Peter Thompson has a degree in modern languages from Oxford University and an MBA from Columbia University.

Initial appointment: 2000

Term of office: 2011

## Corporate Governance Report

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**Jacques Vincent**

French, age 64

**Functions in Syngenta**

Non-executive Director

Member of the Compensation Committee

**Professional background**

Jacques Vincent has been Vice Chairman and Chief Operating Officer of the Danone Group, Paris, from 1998 until 2008. He retired from this company in 2010 and sits on the board of various companies, among them Danone, Yakult, Cereplast and Mediaperformance. He began his career with Danone in 1970 and has since held various financial and overall management positions within this group.

Jacques Vincent is a graduate engineer of the Ecole Centrale, Paris. He holds a bachelor in Economics from Paris University and a Master of Science from Stanford University.

Initial appointment: 2005

Term of office: 2013

**Rolf Watter**

Swiss, age 52

**Functions in Syngenta**

Non-executive Director

Member of the Chairman's Committee

**Professional background**

Rolf Watter has been a partner in the law firm Bär & Karrer in Zurich since 1994. He was a member of its executive board and later an executive Director from 2000 until 2009. He is a non-executive Director of Zurich Financial Services (and its subsidiary Zurich Insurance Company), of Nobel Biocare Holding AG, of UBS Alternative Portfolio AG and A.W. Faber-Castell (Holding) AG. He was formerly non-executive Chairman of Cablecom Holding (2003–2008), a Director of Centerpulse AG (2002–2003), of Forbo Holding AG (1999–2005) and of Feldschlösschen Getränke AG (2001–2004). In addition, Rolf Watter is a part-time professor at the Law School of the University of Zurich and a member of the SIX Swiss Exchange Regulatory Board and its Disclosure Commission of Experts.

Rolf Watter graduated from the University of Zurich with a doctorate in law and holds an LLM degree from Georgetown University; he is admitted to the Bar of Zurich.

Initial appointment: 2000

Term of office: 2011

**Felix A. Weber**

Swiss, age 60

**Functions in Syngenta**

Non-executive Director

Director and Chairman of the Compensation Committee

**Professional background**

Felix A. Weber is currently Executive Committee Co-Chairman of Nomura Switzerland and a Managing Director of Nomura International Ltd. Previously, he was a Director of Publigroupe (2005–2009), a Director of Valora (2006–2008), a Director of Glacier Holdings GP SA and Glacier Holdings S.C.A (former parent entities of Cablecom GmbH) (2003–2005), a Director of Cablecom GmbH (2004–2005), Managing Director of Lehman Brothers Ltd. (2006–2008), Executive Vice President and Chief Financial Officer of Adecco SA (1998–2004), Associate Project Manager and Principal of McKinsey & Company in Zurich (1989–1997), and Chief Executive Officer of Alusuisse South Africa (1982–1984).

Felix A. Weber graduated from the University of St. Gallen with an MBA in operations research and finance and a PhD in marketing.

Initial appointment: 2000

Term of office: 2011

## Executive Committee

Under the direction of the CEO, the Executive Committee is responsible for the operational management of the Company. It consists of the Chief Executive Officer (CEO), the Chief Operating Officers (COO) of Crop Protection and Seeds, the Chief Financial Officer (CFO), the Head of Research & Development, the Head of Global Operations, the Head of Business Development, and the Head of Legal & Taxes.

The CEO is nominated by the Board and shares responsibility for the strategic direction of Syngenta with the Chairman. The CEO is ultimately responsible for the active leadership and operational management of Syngenta and chairs the Executive Committee, representing the latter both inside and outside the Company. Members of the Executive Committee are directly responsible to the CEO. The CEO in turn ensures the Executive Committee's efficiency and effectiveness for the Chairman, the Chairman's Committee, and the Board. The CEO represents, jointly with the Chairman, the interests of the Company as a whole to authorities and business associations, both in Switzerland and internationally.

### Executive Committee

#### Responsibilities

- Formulates the fundamentals of corporate policy
- Draws up and approves the Group strategy and strategic plans for the submission to the Board of Directors or the Chairman's Committee
- Implements the strategies and the periodic assessment of the attainment of goals
- Draws up, approves, and implements one-year plans for the Company and the Divisions for the attention of the Chairman's Committee
- Submits quarterly and yearly reports for the attention of the Board of Directors or its Committees
- Makes personnel appointments and modifications to the organization within its own area of authority
- Promotes a modern and active leadership style
- Ensures provision and optimal utilization of resources (finances, management capacity)
- Promotes an active communications policy both within and outside the Company
- Examines and approves significant agreements with third parties and business activities involving extraordinary high risks
- Establishes guidelines for planning, organization, finance, reporting, information technology etc.

#### Members

Michael Mack<sup>1</sup>

Alejandro Aruffo

John Atkin

Robert Berendes

Christoph Mäder

Mark Peacock

Davor Pisk

John Ramsay

<sup>1</sup> CEO

## Executive Committee

(at December 31, 2010)



**Michael Mack**

American, age 50

### Functions in Syngenta

Chief Executive Officer (CEO), executive Director

Member of the Chairman's Committee and the Corporate Responsibility Committee

### Professional background

Michael Mack was Chief Operating Officer of Seeds (2004–2007) and Head of Crop Protection, NAFTA Region (2002–2004) for Syngenta. Prior to this, he was President of the Global Paper Division of Imerys SA, a French mining and pigments concern, from the time of its merger in 1999 with English China Clays Ltd., where he was Executive Vice President, Americas and Pacific Region, in addition to being an Executive Director of the Board. From 1987 to 1996 he held various roles with Mead Corporation. Michael Mack is also Chairman of the Board of the Swiss-American Chamber of Commerce.

Michael Mack has a degree in economics from Kalamazoo College in Michigan, studied at the University of Strasbourg, and has an MBA from Harvard University.

Initial appointment: 2008



**Alejandro Aruffo**

Italian/American, age 51

### Function in Syngenta

Head of Research & Development

### Professional background

Alejandro Aruffo was Vice President Global Pharmaceutical Development, Abbott (2005–2008), President Abbott Bioresearch Center and Vice President Abbott Immunology Research and Development (2003–2005), President Abbott Bioresearch Center and Divisional Vice President Abbott Immunology Research (2002–2003), Vice President Cardiovascular and Metabolic Disease Drug Discovery (2001–2002), and Vice President Immunology Drug Discovery (1998–2001) for Bristol-Myers Squibb. Prior to these roles he held various positions at Bristol-Myers Squibb.

He graduated from the University of Washington with BSc degrees in chemistry and mathematics and from Harvard University with a PhD in biophysics.

Initial appointment: 2008

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**John Atkin**

British, age 57

**Function in Syngenta**

Chief Operating Officer Crop Protection

**Professional background**

John Atkin was Chief Executive Officer (1999–2000), Chief Operating Officer (1999), Head of Product Portfolio Management (1998), and Head of Insecticides and Patron for Asia (1997–1998) of Novartis Crop Protection. Prior to 1998 he was General Manager of Sandoz Agro France (1995–1997) and Head of Sandoz Agro Northern Europe (1993–1995). In 2008 he was appointed Visiting Professor at the Institute for Research on Environment and Sustainability (IRES) at the University of Newcastle upon Tyne. He is also Chairman of CropLife’s Crop Protection Strategy Council (global industry association).

He graduated from the University of Newcastle upon Tyne with a PhD and a BSc degree in agricultural zoology.

Initial appointment: 2000



**Robert Berendes**

German, age 45

**Function in Syngenta**

Head of Business Development

**Professional background**

Robert Berendes was Head of Diverse Field Crops (2005–2006) and Head of Strategy, Planning and M&A (2002–2005) for Syngenta. Prior to this, he was a partner and co-leader of the European chemical practice at McKinsey & Company.

He graduated from the University of Cologne with a diploma in chemistry and has a PhD in biophysics from the Max-Planck-Institute for Biochemistry/Technical University of Munich.

Initial appointment: 2007



**Christoph Mäder**

Swiss, age 51

**Functions in Syngenta**

Head of Legal & Taxes and Company Secretary

**Professional background**

Christoph Mäder was Head of Legal & Public Affairs for Novartis Crop Protection (1999–2000) and Senior Corporate Counsel for Novartis International AG (1992–1998). He is Chairman of SGCI Chemie Pharma Schweiz, the association of Swiss chemical and pharmaceutical industries. He is also a member of the Executive Committee of the Board of economiesuisse, the main umbrella organization representing the Swiss economy and of the Executive Board of the Business and Industry Advisory Committee (BIAC) to the Organization for Economic Co-operation and Development (OECD).

He graduated from Basel University Law School, and is admitted to the Bar in Switzerland.

Initial appointment: 2000



**Mark Peacock**

British, age 49

**Function in Syngenta**

Head of Global Operations

**Professional background**

Mark Peacock was previously Head of Global Supply (2003–2006) and Regional Supply Manager for Asia Pacific (2000–2003) for Syngenta. Prior to this he was a Product Manager in Zeneca Agrochemicals and General Manager of the Electrophotography Business in Zeneca Specialties.

He has a degree in chemical engineering from Imperial College, London, and a Masters in international management from McGill University in Montreal.

Initial appointment: 2007



**Davor Pisk**

British, age 52

**Function in Syngenta**  
Chief Operating Officer Seeds

**Professional background**

Davor Pisk was Region Head Crop Protection Asia Pacific (2003–2007) for Syngenta and Region Head Asia for Zeneca Agrochemicals (1998–2001). Prior to 1998, he was Head of Herbicides for Zeneca (1993–1997) and General Manager of ICI Czechoslovakia (1991–1993).

He has a BA in Economics and Politics from Exeter University, UK, and an MA in Political Science from the University of California, USA.

Initial appointment: 2008



**John Ramsay**

British, age 53

**Function in Syngenta**  
Chief Financial Officer

**Professional background**

John Ramsay was Group Financial Controller (2000–2007) for Syngenta. Prior to that, he was Zeneca Agrochemicals Finance Head Asia Pacific (1994–1999), Financial Controller ICI Malaysia (1990–1993), and ICI Plant Protection Regional Controller Latin America (1987–1990). Before joining ICI in 1984, he worked in Audit and Tax at KPMG.

He is a Chartered Accountant and also holds an honors degree in finance and accounting.

Initial appointment: 2007

**Management contracts**

Syngenta has not entered into management contracts with any third party.

**External auditor**

**Duration of the mandate and term of office of the lead auditor**

Ernst & Young was initially appointed as external auditor at the Annual General Meeting in April 2002. The appointment of the external auditor is for one year and is renewed annually. Before the proposal for re-election in 2010, Ernst & Young has run through a formal tender process. The lead partner in charge of the audit engagement assumed this position in 2009.

**External auditor fees**

(USD million)	2010	2009
Audit services	7.8	8.7
Audit-related services	0.3	0.9
Tax services	0.4	0.3
Other services/additional fees	0.2	0.2
<b>Total</b>	<b>8.7</b>	<b>10.1</b>

- Audit services are defined as the audit work required to allow the external auditor to issue an opinion on the statutory and regulatory filings of the Group and its subsidiaries. This category includes services such as comfort letters, statutory audits, attest services, consents and assistance with and review of documents filed with the US Securities and Exchange Commission.
- Audit related services include assurance and associated services provided by auditors but which are not necessarily provided by the external auditor. These services include audit of pension funds and employee benefit plans, internal control reviews and consultation concerning financial accounting and reporting standards.
- Tax services include all services performed by the external auditor's tax division except those services related to the audit. It includes tax compliance, tax planning, and tax advice.
- Other services/additional fees include advice relating to process improvements, training and subscription fees for accounting, and reporting updates.

## Corporate Governance Report

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Syngenta is committed to an open and fair information policy concerning its shareholders and other stakeholders. Publications are made available to all shareholders at the same time. All shareholders registered in the Syngenta share register automatically receive an invitation to the Annual General Meeting and to order the Syngenta Annual Report.

The Annual Report 2010 comprises three documents: the Annual Review (incorporating the Corporate Responsibility Report), the Financial Report and the Corporate Governance and Compensation Report.

Financial statements are prepared in accordance with International Financial Reporting Standards (IFRS). In addition to the Financial Report, an annual report on Form 20-F is produced and filed with the United States Securities and Exchange Commission (SEC). Press releases are also furnished to the SEC under cover of Form 6-K.

An archive of Annual Reports and 20-F filings is available in the Investor Relations section on [www.syngenta.com](http://www.syngenta.com). The site also provides a full set of earnings releases, recent investor presentations, and answers to the most frequently asked questions.

The Syngenta Investor Relations program includes:

- full and half year results presentations
- quarterly conference calls
- meetings with investors and analysts in the major financial centers
- visits to the Company's Research & Development facilities
- visits to the Company's operations in various locations
- presentations at broker-sponsored industry conferences

#### US regulatory disclosure requirements

As a Swiss Company listed on the New York Stock Exchange (NYSE), Syngenta complies with the disclosure requirements of the US Securities and Exchange Commission (SEC) and the NYSE requirements applicable for foreign private issuers.

These include Form 20-F filings and press releases furnished under cover of Form 6-K to the SEC. These documents can be found on [www.syngenta.com](http://www.syngenta.com).

Syngenta meets the vast majority of the NYSE Corporate Governance Standards. In accordance with NYSE's listing standards, any differences are disclosed in Form 20-F filed with the SEC.

### Website information (selection)

Topic	Website
Syngenta homepage	<a href="http://www.syngenta.com">www.syngenta.com</a>
Board of Directors and Executive Committee	<a href="http://www.syngenta.com/global/corporate/en/about-syngenta/management-and-board/Pages/management-and-board.aspx">http://www.syngenta.com/global/corporate/en/about-syngenta/management-and-board/Pages/management-and-board.aspx</a>
Articles of Incorporation	<a href="http://www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/articles-of-incorporation.aspx">http://www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/articles-of-incorporation.aspx</a>
Code of Conduct	<a href="http://www.syngenta.com/global/corporate/en/about-syngenta/code-of-conduct/Pages/code-of-conduct.aspx">http://www.syngenta.com/global/corporate/en/about-syngenta/code-of-conduct/Pages/code-of-conduct.aspx</a>
Corporate Governance NYSE	<a href="http://www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/corporate-governance-nyse.aspx">http://www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/corporate-governance-nyse.aspx</a>
Corporate Responsibility	<a href="http://www.syngenta.com/global/corporate/en/about-syngenta/corporate-responsibility/Pages/corporate-responsibility.aspx">http://www.syngenta.com/global/corporate/en/about-syngenta/corporate-responsibility/Pages/corporate-responsibility.aspx</a>
Investor Relations	<a href="http://www.syngenta.com/global/corporate/en/investor-relations/Pages/investor-relations.aspx">http://www.syngenta.com/global/corporate/en/investor-relations/Pages/investor-relations.aspx</a>
Shareholder Information	<a href="http://www.syngenta.com/global/corporate/en/investor-relations/general-shareholder-information/Pages/general-shareholder-information.aspx">http://www.syngenta.com/global/corporate/en/investor-relations/general-shareholder-information/Pages/general-shareholder-information.aspx</a>
News Center	<a href="http://www.syngenta.com/global/corporate/en/news-center/Pages/home.aspx">http://www.syngenta.com/global/corporate/en/news-center/Pages/home.aspx</a>
Publications	<a href="http://www.syngenta.com/global/corporate/en/about-syngenta/Pages/publications.aspx">http://www.syngenta.com/global/corporate/en/about-syngenta/Pages/publications.aspx</a>



# Compensation Report

## Overview

The Compensation Report describes Syngenta's approach to compensation, its principles and elements in general as well as its governance. It also provides detailed information on the compensation of the Board of Directors and the Executive Committee for 2010. This is in accordance with Appendix 1 of the Swiss Code of Best Practice for Corporate Governance and in line with Swiss law and the relevant reporting standards. The Compensation Report is identical in all material aspects to the information contained in Note 11 to the audited financial statements of Syngenta AG included in the Financial Report.

## Compensation system

### Compensation principles

Syngenta's compensation principles are centered on the need to provide simple, transparent, performance-oriented and market competitive compensation for all employees, including senior executives. In particular, the compensation policy and system are designed to:

- attract and retain highly qualified successful employees to deliver the strategic plans and objectives of the Company
- encourage and reward personal contribution and individual performance in accordance with our Company values
- align reward with sustainable performance and recognize excellence
- align the interests of employees, shareholders, and other stakeholders

All employees, including senior executives, are subject to a formalized performance management process. This process is built on a number of guiding principles with the aim of aligning individual, team and organizational objectives, stretching performance, and supporting individual development.

The Syngenta remuneration structure supports both individual and organizational performance by linking individual performance and the financial success of the Company to compensation. The link to compensation is one of the key elements by which Syngenta differentiates and recognizes individual performance and leadership. Annual performance ratings of individuals influence both the annual base pay and variable compensation. Changes to annual base pay are influenced by individual performance and salary budgets that are based on the economic situation of Syngenta.

The compensation of all employees is reviewed on a regular basis and is designed with reference to total compensation levels for comparable positions at relevant benchmark companies. For example, an individual who achieves his or her performance objectives is generally awarded compensation comparable to the median level of compensation provided by benchmark companies. Each country regularly conducts market research and participates in the Hay Group, Hewitt, Mercer and Towers Watson salary surveys plus any appropriate local surveys. Where possible, employee salaries for each role are benchmarked against two groups within their country:

- Related industry group – examples would include BASF, Bayer, Dow Chemical, Du Pont, Monsanto
- General industry group – especially for functional roles such as Finance and Legal, comparisons to a range of industries are used, including chemical, pharmaceutical, industrial, oil and gas, and consumer goods

Compensation of members of the Executive Committee is also reviewed on a regular basis. It is benchmarked against a set of relevant comparable companies and markets that are evaluated and selected to provide the best representation of the labor markets in which Syngenta competes for top talent. For 2010, this included the following two groups of comparable companies:

- Swiss Group: Twelve comparable multinational companies headquartered in Switzerland, which included ten relevant SMI companies and two SMIM companies. Financial institutions and insurance companies were excluded
- Pan-European Group: Twenty companies selected from the FT Euro 500 list. The companies are in the chemical, pharmaceutical, industrial, oil and gas, and consumer goods sectors, and all have significant R&D operations. These comparable companies are larger or smaller than Syngenta, and are based in Belgium, Germany, England, France, Ireland, the Netherlands and Switzerland.

In addition, the Compensation Committee reviews data from selected agribusiness, pharmaceutical, and chemical companies headquartered in the US and Canada.

Taking into account all of this data, the performance of the business and individuals, and the recommendation of the external advisor, the Compensation Committee uses its judgment to determine the appropriate compensation levels of the Executive Committee.

Every year, the Syngenta Compensation Committee reviews with the external advisor the sets of comparable companies and industries for appropriateness and comparability. Pension and insurance information are reviewed periodically.

The compensation of members of the Board of Directors is compared to the same Swiss companies that are relevant for compensation of the members of the Executive Committee.

The market data for each role in the Executive Committee is supplied by the external compensation advisor (Hay Group), which also provides market information and advice on compensation for the Chairman and other non-executive Directors.

The Board of Directors and the Compensation Committee currently consult with the Hay Group on compensation policy matters and other relevant market information. Syngenta collaborates with the Hay Group only in compensation related areas. As necessary, other independent compensation advisors are consulted. In addition, support and expertise are provided by internal compensation experts, including the Global Head of Human Resources and Global Head of Compensation and Benefits.

### Compensation elements

Three elements of compensation are relevant for Syngenta:

- fixed compensation – base salary/pay
- variable compensation – short-term incentive plans and, for selected senior executives, long-term incentive plans
- benefits

#### Fixed compensation

Fixed compensation is typically paid in cash on a monthly basis as base salary, which is set by reference to the:

- size and scope of the job
- skills, experience and performance of the individual
- level or grade to which the job is assigned
- external market value of the job

## Compensation Report

16 Base salaries also serve as the basis for variable compensation. In order to ensure accuracy, base salaries are subject to review every year by considering such factors as benchmark data, market movement, economic considerations, and the performance management process.

In addition, certain employees may receive customary cash allowances for expenses and, if applicable, housing, relocation or transition assistance as part of an international transfer.

### Variable compensation

Variable compensation consists of short-term and, for certain senior executives, long-term incentives, and is linked to performance. The variable compensation is determined by the size and scope of the role, location, skills and experience of the individual, business performance and individual performance, as well as the external market value of the respective role. Depending on the applicable plans, variable compensation can be granted in cash, shares, restricted stock units and/or stock options.

A significant portion of the short-term and long-term incentive programs for members of the Executive Committee and senior managers is equity based and subject to a vesting period. The purpose of equity-based compensation is to encourage the Executive Committee and senior managers to focus on the long-lasting success and growth of the Company, and to align their compensation with shareholders' interests.

Both short-term and long-term awards are determined solely on the basis of pre-defined performance measures. They are only awarded if the employee or executive fully meets the performance objectives. Details of the various short-term and long-term incentive plans are provided in the following sections.

### Benefits

Benefits relate mainly to pension, insurance and healthcare plans with the purpose to establish a reasonable level of security for all employees and their dependants with respect to retirement, health, disability and death. The level of benefits is subject to country-specific laws, regulations and market practices. Other benefits that may be paid according to local market practice include long-service awards and perquisites. Employees at all levels who have been transferred onto an international assignment may also receive benefits in line with the Syngenta International Assignee Policy.

**Table 1. Fixed and variable compensation**

Fixed compensation	Chairman of the Board	Members of the Board	Executive Committee	Senior Management	All employees	Description	Linkage to compensation principles
Fixed pay	•	•	•	•	•	Cash – all employees Members of the Board may opt for cash and/or shares	Attract and retain high quality employees; reference to relevant markets and comparable companies
<b>Variable compensation</b>							
Short-Term Incentive (STI)			•	•	•	Cash – all employees For senior management and Executive Committee, cash and/or equity	Performance-based compensation
Deferred Share Plan (DSP)			•	•		For senior management and Executive Committee, blocked shares (or share awards) and matching shares	Equity-based compensation with focus on sustainable business performance
Long-Term Incentive Plan (LTI)			•	•		For senior management and Executive Committee, stock options and Restricted Stock Units	Equity-based compensation focusing on sustainable business performance
Sales Incentive Plan (SIP)				•	•	Cash – sales employees only	Performance-based compensation
Employee Share Purchase Plan (ESPP)			•	•	•	Plan for all Switzerland based Syngenta employees: Share purchase up to CHF 5,000.– p.a. at 50 percent discount rate	Identification with and commitment towards Company

### Short-Term Incentive (STI)

The Short-Term Incentive (STI) is an annual discretionary bonus in cash for eligible employees throughout Syngenta. The amount of STI paid is based on the achievement of financial results and individual performance. The target value for STI is defined as a percentage of the annual base salary and is reviewed periodically.

For employees below Executive Committee, both the financial results and the individual performance are weighted equally at 50 percent for the STI calculation. This variable compensation component allows employees to participate in the Company's success and also to be rewarded for their individual performance. On an annual basis, specific financial targets are set for each business unit. They are determined for the various functions in different business units and may comprise measures such as group net income, divisional results of business value added, earnings before interest, tax and amortization, etc. The personal targets are set as part of the performance management process. Depending on the percentage achieved against the relevant targets, both the financial and individual awards can range from 0 to 200 percent of the target.

For Executive Committee members, a greater emphasis is placed on the achievement of financial results, with the weighting of the STI elements being 70 percent on Group financial measures and 30 percent on individual performance. The achieved financial results are measures such as group net income, earnings per share, return on invested capital, business value added, all based on the respective annual results.

### Deferred Share Plan (DSP)

The DSP is an enhancement to the STI for members of the Executive Committee and selected senior managers, and is designed to reward leadership, innovation and performance. It aims to provide an opportunity for greater share ownership among the Company's key senior management to align reward with sustainable business performance. Under the DSP a fixed percentage of the STI is mandatorily delivered in either deferred shares or deferred share awards instead of cash. Deferred shares are blocked from trading for three years, and share awards convert to tradable shares after the deferral period. In addition, a participant may elect to allocate a further portion of the STI in deferred shares or share awards on a voluntary basis. At the end of the three year deferral period, Syngenta matches on a one-for-one basis every deferred share or share award delivered through the DSP, which doubles the total number of shares ultimately received by the employee.

The Compensation Committee determines the value of a deferred share at grant date by reference to the market price of the Syngenta share. The value of such a deferred share may rise and fall in line with the Syngenta share price.

The determination of the number of deferred shares is based on the share price at grant date and the amount of STI eligible for deferral (mandatory and any voluntary amount). The calculation is made by applying the following formula:

$$\text{Number of deferred shares} = \frac{(\text{Mandatory Deferral percent} + \text{Voluntary Deferral percent}) \times \text{STI award}}{\text{Grant Value}}$$

The matching of the deferred shares or share awards is subject to continued employment with Syngenta until after the expiration of the three-year deferral period. If retirement age is reached prior to expiration of the deferral period, the matching is accelerated.

### Long-Term Incentive (LTI)

The LTI is a long-term element of the compensation of members of the Executive Committee and selected senior managers, and is designed

to reward leadership, innovation and performance. It provides participants with stock-based incentives that link the potential amount of total compensation to Syngenta's market value (share price). It also helps them to align their business contribution more closely with the interests of our shareholders. Participants are granted an LTI award as a percentage of their base salary, based on the achievement of individual performance objectives. They receive 50 percent as stock options and 50 percent as restricted stock units (RSU), subject to a three-year blocking period. The grants of stock options and RSU in equal parts balance the advantages and risks of each instrument. Stock options and RSU allow participants to benefit from increases in the stock price. At vesting, RSU convert to shares regardless of the market price of Syngenta shares. For options to have any value, the market price of Syngenta's shares must exceed the defined exercise price during the exercise period.

**Stock options:** Syngenta stock options represent the right to purchase Syngenta shares at a fixed price for a fixed period of time. To calculate the number of options awarded, half of the value of the LTI award is divided by the option value at the grant date. The fair value of an option is measured using the Black-Scholes-Merton formula, a commonly accepted stock option pricing method. The exercise price of the options is set equal to the share price determined for deferred shares under the DSP at the day of grant (see paragraph on DSP). Stock options have a term of 10 or 11 years and cannot be exercised during a three-year vesting period following the date of grant. After the three-year vesting period, each option gives the right to purchase one share at a fixed price. There is a period of (usually) seven years to decide when to exercise, after which time the options would lapse.

**RSU:** Syngenta restricted stock units represent the right to receive Syngenta shares free of charge at the end of the three-year vesting period. To calculate the number of RSU awarded, half of the LTI award is divided by the share value at the date of grant. The value of an RSU is set equal to the share price determined for deferred shares under the DSP (see paragraph on DSP). After a three-year vesting period, each RSU converts automatically into one free tradable Syngenta share.

Both the vesting of stock options and RSU are subject to continued employment with Syngenta until after the expiration of the three-year vesting period. If retirement age is reached prior to expiration of the vesting period, vesting is accelerated.

### Sales Incentive Plans (SIP)

The SIP is a sales bonus measurement and payment instrument designed for employees in sales functions. It offers these employees the chance to be compensated for their personal and team success, based on the performance achieved against sales targets.

The SIP does not apply to members of the Executive Committee.

### Employee Share Purchase Plan (Switzerland)

The Employee Share Purchase Plan (ESPP) is an instrument that allows Swiss employees to become Syngenta shareholders by purchasing shares at a preferential price. All employees in Switzerland, including members of the Executive Committee, are eligible to participate in the ESPP. Shares purchased under the ESPP are subject to a blocking period of three years. Under the Swiss ESPP, participants can purchase shares for 50 percent of the share value at the date of grant up to a maximum share value of CHF 5,000.

Where reasonably possible, similar all-employee share plans are in operation in other countries, taking into account local practices, tax and legal requirements.

## Compensation Report

### 18 Compensation structure

The compensation elements described in the Compensation Report refer primarily to the practice in Switzerland. Although many of the elements are operated consistently on a global basis, local market variations apply.

#### Correlation between fixed and variable, and between cash and equity-based compensation for members of Executive Committee (including CEO)

According to the Syngenta compensation plans, the correlation between variable and fixed compensation for the members of the Executive Committee is as follows:

**Table 2. Fixed and variable compensation**

	Members of the Executive Committee		Chief Executive Officer	
	Target incentive [%]	Maximum incentive [%]	Target incentive [%]	Maximum incentive [%]
Fixed compensation	100	100	100	100
Variable compensation	150	270	244	438
<b>Total</b>	<b>250</b>	<b>370</b>	<b>344</b>	<b>538</b>

Table 2 shows that variable compensation at both target and maximum level forms a higher proportion of total compensation than fixed compensation.

The split of total compensation between cash and equity-based components is as follows:

**Table 3. Cash and equity-based compensation**

	Members of the Executive Committee		Chief Executive Officer	
	Target incentive [%]	Maximum incentive [%]	Target incentive [%]	Maximum incentive [%]
Cash payments	44	32	34	25
Equity-based awards	56	68	66	75
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

100% in table 3 are equal to 250/370/344/538% in table 2 respectively

Table 3 shows that equity-based compensation at both target and maximum level is higher than cash compensation. Members of the Executive Committee are therefore highly exposed to share price movements in order to focus them on the long-term success of Syngenta and to align their interests with those of the Syngenta shareholders.

### Compensation governance

The Compensation Committee of the Board of Directors is the supervisory and governing body for the Syngenta compensation policy and practices for senior executives and members of the Board of Directors. It has the responsibility to determine, review and propose compensation and benefits in accordance with the authorization levels set out below. The Committee consists of four independent non-executive Directors. No Committee member is cross-linked with any of the non-executive Directors of the Board or members of the Executive Committee. The CEO is a guest at the meetings of the Committee except when his own compensation is reviewed. The Chairman and the Vice Chairman do not attend the meeting when the Committee agrees on proposals to the Board of Directors with regard to their own compensation.

Authorities for compensation-related decisions are governed as follows:

**Table 4. Authorization levels**

Topic	Recommendation	Decision-making authority
Compensation of the Chairman	Compensation Committee	Board of Directors
Compensation of non-executive Directors	Compensation Committee	Board of Directors
Compensation of the CEO	Compensation Committee	Board of Directors
Compensation of other members of the Executive Committee	–	Compensation Committee
STI and LTI awards for the CEO	Compensation Committee	Board of Directors
STI and LTI awards for other members of the Executive Committee	–	Compensation Committee

The Committee reviews annually the compensation policies and systems applicable to members of the Executive Committee as well as non-executive Directors of the Company, and makes recommendations to the Board of Directors. The Compensation Committee also has the responsibility for any decision affecting pension, insurance, and other benefit policies and systems for members of the Executive Committee (excluding the CEO, for which the Board of Directors has responsibility). Furthermore, it has authority to make decisions with regard to any material pension or insurance plans of the Company, and any shareholding and compensation program that involves the use of equity.

For all employees, the authorization of any amendments to their compensation would, as a minimum, be by their line manager and the next level of management. If the proposed change could impact others, then a decision would be made by the appropriate level of management at country, regional or Group level.

## Compensation of the Board of Directors and the Executive Committee

### Compensation of non-executive Directors

Non-executive Directors receive an annual fee (cash or shares, or a combination of both). This consists of a basic fee for services to the Board and an additional fee for individual assignments to committees of the Board. No variable compensation is paid to non-executive Directors.

**Table 5. Annual fees for non-executive Directors**

Function	Annual fee (CHF)
<b>Base fees:</b>	
Chairman of the Board	2,350,000
Vice-Chairman of the Board	360,000
Member of the Board	205,000
<b>Additional fees<sup>1</sup>:</b>	
Member of the Chairman's Committee	100,000
Head of the Audit Committee	110,000
Member of the Audit Committee	30,000
Head of the Compensation Committee	70,000
Member of the Compensation Committee	20,000
Member of the Corporate Responsibility Committee	20,000
Chairman of the Science and Technology Advisory Board	20,000

<sup>1</sup> No additional fees are payable to the Chairman and the Vice-Chairman

Non-executive Directors have the option of receiving part of their annual fee in the form of shares that are either freely tradable or blocked from trading for five years. This option exists in order to maintain their focus on Syngenta's long-term, sustainable success and align their interests with shareholder's interests.

Shares are granted once a year. The grant value of a Syngenta share at grant date is the market price.

### Compensation of the Chairman

The non-executive Chairman of the Board receives a predefined annual fee but no variable compensation. The annual fee is paid partly in cash and partly in a mandatory portion of restricted shares. The value of the fixed share portion is equal to one-third of the net fee (after tax and social security charges). The grant value of a Syngenta share at grant date is the market price. The shares are blocked from trading for a period of three years. In addition, the Chairman receives certain benefits such as assistance with housing, commuting, and tax services (see Table 6a for details).

Subject to his re-election at the AGM 2011, and anticipating a reduction of his time commitment, the base fee for the Chairman (cash and shares) will be adjusted from CHF 2,350,000 to CHF 1,600,000.

### Compensation of the CEO

The Chief Executive Officer (CEO) is a member of the Board of Directors and a member of the Executive Committee. His compensation is disclosed as part of 2010 compensation for members of the Executive Committee.

## 2010 Compensation of the Board of Directors

**Table 6a. Compensation of non-executive Directors in 2010**

Non-executive Directors	Fee in cash	Fee in free shares	Fee in restricted shares	Number free shares	Number restricted shares	Total number shares	Benefits in kind/cash <sup>1</sup>	Total annual fee/benefits received	Company social security cost	Total annual cost
Martin Taylor	1,948,253	–	401,747	–	1,489	1,489	234,024	2,584,024	–	2,584,024
Stefan Borgas	70,500	–	164,527	–	621	621	–	235,027	12,409	247,436
Peggy Bruzelius	315,000	–	–	–	–	–	–	315,000	79,979	394,979
Pierre Landolt <sup>2</sup>	11,468	213,540	–	806	–	806	–	225,008	14,417	239,425
David Lawrence	122,500	122,666	–	463	–	463	–	245,166	32,773	277,939
Peter Thompson	117,500	117,633	–	444	–	444	–	235,133	–	235,133
Jacques Vincent	56,255	168,766	–	637	–	637	–	225,021	–	225,021
Rolf Watter	152,500	–	152,604	–	576	576	–	305,104	17,058	322,162
Felix A. Weber	275,000	–	–	–	–	–	–	275,000	17,597	292,597
Jürg Witmer	360,000	–	–	–	–	–	–	360,000	23,003	383,003
<b>Total</b>	<b>3,428,976</b>	<b>622,605</b>	<b>718,878</b>	<b>2,350</b>	<b>2,686</b>	<b>5,036</b>	<b>234,024</b>	<b>5,004,483</b>	<b>197,236</b>	<b>5,201,719</b>

<sup>1</sup> Housing, commuting and tax services, including refund of relevant tax (cash)

<sup>2</sup> According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee  
All values in Swiss francs

## Compensation Report

20 Table 6b. Compensation of non-executive Directors in 2009 (Table 3a in the report 2009)

Non-executive Directors	Fee in cash	Fee in free shares	Fee in restricted shares	Number free shares	Number restricted shares	Total number shares	Benefits in kind/cash <sup>1</sup>	Total annual fee/benefits received	Company cost social security	Total annual cost
Martin Taylor	1,890,586	–	459,414	–	1,833	1,833	176,370	2,526,370	–	2,526,370
Stefan Borgas <sup>2</sup>	47,000	–	109,890	–	422	422	–	156,890	8,318	165,208
Peggy Bruzelius	295,000	–	–	–	–	–	–	295,000	70,594	365,594
Peter Doyle <sup>3</sup>	81,667	–	–	–	–	–	–	81,667	–	81,667
Rupert Gasser <sup>3</sup>	120,000	–	–	–	–	–	–	120,000	7,544	127,544
Pierre Landolt <sup>4</sup>	11,980	223,166	–	857	–	857	–	235,146	15,062	250,208
David Lawrence <sup>5</sup>	98,000	65,361	–	251	–	251	–	163,361	–	163,361
Peter Thompson	117,500	117,703	–	452	–	452	–	235,203	–	235,203
Jacques Vincent	56,247	168,742	–	648	–	648	–	224,989	–	224,989
Rolf Watter	169,000	–	112,755	–	433	433	–	281,755	16,214	297,969
Felix A. Weber	55,000	–	220,041	–	845	845	–	275,041	14,062	289,103
Jürg Witmer	341,667	–	–	–	–	–	–	341,667	21,837	363,504
<b>Total</b>	<b>3,283,647</b>	<b>574,972</b>	<b>902,100</b>	<b>2,208</b>	<b>3,533</b>	<b>5,741</b>	<b>176,370</b>	<b>4,937,089</b>	<b>153,631</b>	<b>5,090,720</b>

1 Housing, commuting and tax services, including refund of relevant tax (cash)

2 Stefan Borgas was elected to the Board of Directors at the AGM 2009

3 Rupert Gasser's and Peter Doyle's term of office ended at the AGM 2009

4 According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee

5 David Lawrence was elected to the Board of Directors at the AGM 2009

All values in Swiss francs

### 2010 Compensation of former Directors

In 2010, no compensation was paid to any former non-executive or executive Director.

### 2010 Compensation of members of the Executive Committee

In 2010, the members of the Executive Committee, including the CEO, received salaries, incentives and other elements, including benefits in kind, in line with the compensation policy and as detailed in Table 7 below.

In 2010, the CEO received the highest total compensation; his compensation is reported in Table 8.

Tables 7 and 8 show in the column "compensation 2009" the number of shares, RSU and options that were granted on February 22, 2010, for the year 2009 (excluding the shares purchased under the Employee Share Purchase Plan). The numbers of units granted were determined after the preparation of the 2009 report and are therefore disclosed retroactively in this 2010 report. The actual values of the granted shares, options and RSU differ slightly from the values reported in 2009. This is the result of the practice that the numbers of shares, options and RSU at grant are rounded to the next whole numbers of units.

David Lawrence and other former members of the Executive Committee received contractual but immaterial benefits in kind in relation to their international transfer to their home country. Services from tax advisors relating to years 2008 and 2009 were provided and paid in 2010. These benefits are set out in Table 9.

**Table 7. Compensation for members of the Executive Committee (a total of 8 people in 2010)**

Compensation elements	Number of units		Values	
	2010	2009	2010	2009
Fixed compensation in cash			<b>6,302,082</b>	6,235,425
Allowances in cash			<b>341,020</b>	446,676
STI compensation in cash <sup>1</sup>			<b>898,916</b>	456,145
<b>Total compensation in cash</b>			<b>7,542,018</b>	7,138,246
DSP deferred shares <sup>2,3,4</sup>	–	4,978	<b>2,623,024</b>	1,412,259
DSP matching shares <sup>2,3,5</sup>	–	4,978	<b>2,623,024</b>	1,412,259
LTI options <sup>6</sup>	–	38,671	<b>2,920,771</b>	2,495,511
LTI RSU <sup>7</sup>	–	8,799	<b>2,920,771</b>	2,496,276
ESPP shares	<b>119</b>	152	<b>16,672</b>	19,608
Insurance, pension costs			<b>1,622,657</b>	1,649,371
Benefits in kind <sup>8</sup>			<b>199,506</b>	337,446
<b>Total compensation</b>			<b>20,468,443</b>	16,960,976
Company social security cost <sup>9</sup>			<b>767,235</b>	685,060
<b>Compensation related to earlier years</b>				
DSP matching shares <sup>10</sup>	<b>5,754</b>	8,223	<b>1,614,572</b>	1,924,182
Company social security cost			<b>220,718</b>	256,072

Notes refer to 2010 unless other years are indicated.

1 Short-term incentive in cash, payable in 2011 for 2010

2 The numbers of deferred shares, matching shares, options and RSU for 2009 were granted on February 22, 2010, after the preparation of the 2009 report

3 The numbers of shares, options and RSUs at grant for 2009 were rounded to the next whole number, the values actually granted therefore differ slightly from the values disclosed in the 2009 report

4 Short-term incentive in deferred shares or share awards, will be granted in 2011 for 2010 (the number of shares is not determined at the time of preparing this report)

5 Actual value of DSP matching, shares will be granted in 2014 (the number of shares is not determined at the time of preparing this report)

6 Long-term incentive in options, will be granted in 2011 for 2010 (the number of options is not determined at the time of preparing this report)

7 Long-term incentive in RSU, will be granted in 2011 for 2010 (the number of RSU is not determined at the time of preparing this report)

8 Value of housing, commuting, relocation, education and tax services including refund of relevant tax

9 Due to the rounding of allocated units and the relevant values (see footnote 3), the cost differs slightly from the value disclosed in the 2009 report

10 Matching shares, granted in 2010 for 2006

All values in Swiss francs

## Compensation Report

22 Table 8. Highest compensation for a member of the Executive Committee

Compensation elements	Number of units		Values	
	2010	2009	2010	2009
Fixed compensation in cash			1,315,008	1,307,508
Allowances in cash			109,138	107,580
STI compensation in cash <sup>1</sup>			216,883	119,398
<b>Total compensation in cash</b>			<b>1,641,029</b>	<b>1,534,486</b>
DSP deferred shares <sup>2,3,4</sup>	–	1,684	867,533	477,751
DSP matching shares <sup>2,3,5</sup>	–	1,684	867,533	477,594
LTI options <sup>6</sup>	–	12,398	960,000	800,043
LTI RSU <sup>7</sup>	–	2,820	960,000	800,034
ESPP shares	17	19	2,382	2,451
Insurance, pension costs			399,584	383,546
Benefits in kind <sup>8</sup>			24,522	25,642
<b>Total compensation</b>			<b>5,722,583</b>	<b>4,501,547</b>
Company social security cost <sup>9</sup>			198,652	153,533
<b>Compensation related to earlier years</b>				
DSP matching shares <sup>10</sup>	1,404	2,298	393,962	537,732
Company social security cost			119,279	45,555

Notes refer to 2010 unless other years are indicated.

1 Short-term incentive in cash, payable in 2011 for 2010

2 The numbers of deferred shares, matching shares, options and RSU for 2009 were granted on February 22, 2010, after the preparation of the 2009 report

3 The numbers of shares, options and RSUs at grant for 2009 were rounded to the next whole number, the values actually granted therefore differ slightly from the values disclosed in the 2009 report

4 Short-term incentive in deferred shares or share awards, will be granted in 2011 for 2010 (the number of shares is not determined at the time of preparing this report)

5 Actual value of DSP matching, shares will be granted in 2014 (the number of shares is not determined at the time of preparing this report)

6 Long-term incentive in options, will be granted in 2011 for 2010 (the number of options is not determined at the time of preparing this report)

7 Long-term incentive in RSU, will be granted in 2011 for 2010 (the number of RSU is not determined at the time of preparing this report)

8 Value of housing, commuting, relocation, education and tax services including refund of relevant tax

9 Due to the rounding of allocated units and the related values (see footnote 3), the cost differs slightly from the value disclosed in the 2009 report

10 Matching shares, granted in 2010 for 2006

All values in Swiss francs

Table 9. Compensation to former members of the Executive Committee

Compensation elements	Number of units		Values	
	2010	2009	2010	2009
Fixed compensation in cash <sup>1</sup>				208,690
STI/LTI compensation in cash <sup>2</sup>				277,027
<b>Total compensation</b>				<b>485,717</b>
Pension, insurance, benefits in kind <sup>3</sup>			40,443	28,990
Company social security cost			3,035	63,267
<b>Compensation related to earlier years</b>				
DSP matching shares <sup>4</sup>		2,121		490,158
Company social security cost				62,740

Notes refer to 2010 unless other years are indicated.

1 David Lawrence, January 1 – April 17, 2009

2 STI/LTI awards 2009 paid prorated in cash due to retirement

3 Benefits in kind are post employment tax and other services to executives that retired from work, including the refund of relevant tax

4 Matching shares, granted in 2009 for 2005, 2006 and 2007 due to retirement in 2009

All values in Swiss francs



## 2010 Holding of shares and options

### Members of the Board of Directors (shares)

**Table 10. Holding of shares of non-executive Directors\* at December 31, 2010**

	Number of free shares		Number of restricted shares		% voting rights	
	2010	2009	2010	2009	2010	2009
Non-executive Directors						
Martin Taylor	6,622	2,744	4,998	5,324	< 0.1%	< 0.1%
Stefan Borgas	–	–	1,043	422	< 0.1%	< 0.1%
Peggy Bruzelius	2,464	2,464	–	–	< 0.1%	< 0.1%
Pierre Landolt <sup>1</sup>	7,525	4,219	509	509	< 0.1%	< 0.1%
David Lawrence	11,226	9,651	24	24	< 0.1%	< 0.1%
Peter Thompson <sup>2</sup>	1,298	854	–	–	< 0.1%	< 0.1%
Jacques Vincent	3,456	2,819	–	–	< 0.1%	< 0.1%
Rolf Watter	1,857	2,177	2,077	1,501	< 0.1%	< 0.1%
Felix A. Weber	23	23	1,407	1,407	< 0.1%	< 0.1%
Jürg Witmer	3,000	2,300	549	549	< 0.1%	< 0.1%
<b>Total free/restricted shares</b>	<b>37,471</b>	<b>27,251</b>	<b>10,607</b>	<b>9,736</b>	<b>&lt; 0.1%</b>	<b>&lt; 0.1%</b>
<b>Total shares</b>	<b>48,078</b>	<b>36,987</b>				
	Number of free ADS		Number of restricted ADS		% voting rights	
	2010	2009	2010	2009	2010	2009
Peter Thompson ADS <sup>2</sup>	7,000	7,000	–	–	< 0.1%	< 0.1%
<b>Total ADS</b>	<b>7,000</b>	<b>7,000</b>	<b>–</b>	<b>–</b>	<b>&lt; 0.1%</b>	<b>&lt; 0.1%</b>

<sup>1</sup> According to Pierre Landolt and the Sandoz Family Foundation, of the total amounts 7,184 shares were held by the Foundation at December 31, 2010, and 3,878 were held at December 31, 2009

<sup>2</sup> Peter Thompson holds shares and ADS

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

### Members of the Executive Committee (shares)

**Table 11a. Holding of shares by members of the Executive Committee\* as of December 31, 2010**

Members of the Executive Committee	Number of vested shares			Number of unvested shares			Total Vested/unvested
	Free shares	Restricted shares	% voting rights	Unconverted share awards	Unmatched shares	Unconverted RSU	
Michael Mack	10,448	10,046	< 0.1%	–	9,986	7,689	38,169
Alejandro Aruffo	2,000	522	< 0.1%	1,918	2,380	3,327	10,147
John Atkin	18,869	3,724	< 0.1%	1,958	5,622	3,998	34,171
Robert Berendes	1,184	1,257	< 0.1%	1,031	2,269	2,717	8,458
Christoph Mäder	3,949	2,583	< 0.1%	–	2,523	2,304	11,359
Mark Peacock	42	60	< 0.1%	3,418	3,418	2,388	9,326
Davor Pisk	4,020	3,007	< 0.1%	–	2,966	2,264	12,257
John Ramsay	2,561	3,656	< 0.1%	–	3,596	2,476	12,289
<b>Total shares</b>	<b>43,073</b>	<b>24,855</b>	<b>&lt; 0.1%</b>	<b>8,325</b>	<b>32,760</b>	<b>27,163</b>	<b>136,176</b>

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

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24 Table 11b. Holding of shares by members of the Executive Committee\* at December 31, 2009 (Table 8a in the report 2009)

Members of the Executive Committee	Number of vested shares			Number of unvested shares			Total
	Free shares	Restricted shares	% voting rights	Unconverted share awards	Unmatched shares	Unconverted RSU	Vested/unvested
<b>Active members</b>							
Michael Mack <sup>1</sup>	6,211	9,768	< 0.1%	–	9,706	6,279	31,964
Alejandro Aruffo	2,000	43	< 0.1%	1,918	1,918	4,544	10,423
John Atkin	21,182	3,008	< 0.1%	3,760	6,706	4,439	39,095
Robert Berendes	35	971	< 0.1%	1,321	2,254	2,450	7,031
Christoph Mäder	3,915	2,979	< 0.1%	–	2,917	2,479	12,290
Mark Peacock	58	62	< 0.1%	3,413	3,413	2,113	9,059
Davor Pisk	3,025	2,493	< 0.1%	488	2,938	1,961	10,905
John Ramsay	2,672	3,746	< 0.1%	–	3,684	2,182	12,284
<b>Total shares 2009</b>	<b>39,098</b>	<b>23,070</b>	<b>&lt; 0.1%</b>	<b>10,900</b>	<b>33,536</b>	<b>26,447</b>	<b>133,051</b>
Michael Mack ADS <sup>1</sup>	34,463	–	–	–	–	–	34,463
<b>Total ADS 2009</b>	<b>34,463</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>34,463</b>

1 Michael Mack held shares and ADS

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

The number of vested shares of each individual includes free shares and blocked shares to which voting rights are attached. The unvested shares are shown separately by category including unconverted share awards, unmatched shares and restricted share units (RSU).

Members of the Board of Directors (options)

Table 12a. Holding of options by non-executive Directors\* at December 31, 2010

Year of allocation	2008	2005	2004	2004	2003	2002
Underlying equity	Share	Share	ADS	Share	Share	Share
Term (years)	10	10	11	11	11	11
Exercise period (years)	7	7	8	8	8	8
Option: share/ADS ratio	1:1	1:1	1:1	1:1	1:1	1:1
Exercise price CHF	301.50	127.38		89.30	59.70	98.00
Exercise price USD			14.53			
Vesting status				All vested		
<b>Options held at December 31, 2010:</b>						
Martin Taylor	–	–	–	–	–	–
Stefan Borgas	–	–	–	–	–	–
Peggy Bruzelius	–	–	–	–	–	–
Pierre Landolt <sup>1</sup>	–	3,532	–	4,484	2,652	1,713
David Lawrence <sup>2</sup>	3,225	–	–	–	–	–
Peter Thompson <sup>3</sup>	–	1,363	6,560	–	2,652	1,713
Jacques Vincent	–	–	–	–	–	–
Rolf Watter	–	1,682	–	–	–	–
Felix A. Weber	–	1,615	–	2,050	2,121	3,425
Jürg Witmer	–	–	–	–	–	–
<b>Totals by grant year</b>	<b>3,225</b>	<b>8,192</b>	<b>6,560</b>	<b>6,534</b>	<b>7,425</b>	<b>6,851</b>
<b>Total options on ADS</b>	<b>6,560</b>					
<b>Total options on shares</b>	<b>32,227</b>					

After 2005 no options were granted to non-executive Directors.

1 According to Pierre Landolt and the Sandoz Family Foundation, all options are held by the Foundation

2 David Lawrence received options as a former member of the Executive Committee

3 Peter Thompson holds options and ADS

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

**Table 12b. Holding of options by non-executive Directors\* at December 31, 2009 (Table 9a in the report 2009)**

<b>Options on shares</b>									
Year of allocation	2008	2007	2006	2005	2004	2003	2002	2000	
Underlying equity	Share	Share	Share	Share	Share	Share	Share	Share	
Term (years)	10	10	10	10	11	11	11	10	
Exercise period (years)	7	7	7	7	8	8	8	7	
Option: share ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1	
Exercise price CHF	301.50	226.70	185.00	127.38	89.30	59.70	98.00	76.50	
Vesting status	All vested								
<b>Options held at December 31, 2009:</b>									
Martin Taylor	–	–	–	1,312	1,281	1,061	685	–	
Stefan Borgas <sup>1</sup>	–	–	–	–	–	–	–	–	
Peggy Bruzelius	–	–	–	–	–	–	–	–	
Pierre Landolt <sup>2</sup>	–	–	–	3,532	4,484	2,652	1,713	2,500	
David Lawrence <sup>1,3</sup>	3,225	3,213	4,214	–	–	–	–	–	
Peter Thompson <sup>4</sup>	–	–	–	1,363	–	2,652	1,713	–	
Jacques Vincent	–	–	–	–	–	–	–	–	
Rolf Watter	–	–	–	1,682	–	–	–	–	
Felix A. Weber	–	–	–	1,615	2,050	2,121	3,425	–	
Jürg Witmer	–	–	–	–	–	–	–	–	
Totals by grant year	3,225	3,213	4,214	9,504	7,815	8,486	7,536	2,500	
Total options on shares	46,493								
<b>Options on ADS</b>									
Year of allocation					2004				2000
Underlying equity					ADS				ADS
Term (years)					11				10
Exercise period (years)					8				7
Option: ADS ratio					1:1				1:1
Exercise price USD					14.53				8.68
Vesting status	All vested								
<b>Options held at December 31, 2009:</b>									
Peter Thompson <sup>4</sup>					6,560				12,500
Total options on ADS					19,060				

After 2005 no options were granted to non-executive Directors.

<sup>1</sup> Stefan Borgas and David Lawrence were elected to members of the Board of Directors at the AGM 2009

<sup>2</sup> According to Pierre Landolt and the Sandoz Family Foundation, all options were held by the Foundation

<sup>3</sup> David Lawrence received the options in 2006–2008 while he was an executive of Syngenta

<sup>4</sup> Peter Thompson held options on shares and ADS

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

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26 **Members of the Executive Committee (options)**

**Table 13a. Holding of options by members of the Executive Committee\* as of December 31, 2010**

Year of allocation <sup>1</sup>	2010	2009	2008	2007	2006	2005	2004
Underlying equity	Share	Share	Share	Share	Share	Share	Share
Term (years)	10	10	10	10	10	10	11
Exercise period (years)	7	7	7	7	7	7	8
Option: share/ADS ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1
Exercise price CHF	283.70	233.43	301.50	226.70	185.00	127.38	89.30
Vesting status	Unvested			Vested			
<b>Options held as of December 31, 2010:</b>							
<b>Members of the Executive Committee</b>							
Michael Mack	12,398	16,426	4,669	6,075	7,077	-	-
Alejandro Aruffo	3,440	2,381	-	-	-	-	-
John Atkin	5,127	6,843	5,292	-	-	-	-
Robert Berendes	3,589	4,790	3,362	2,369	2,959	4,138	4,048
Christoph Mäder	3,304	3,920	2,739	3,993	4,915	-	-
Mark Peacock	3,276	4,055	2,988	2,023	2,212	-	-
Davor Pisk	3,739	4,435	1,666	2,360	2,031	-	-
John Ramsay	3,798	4,506	2,431	2,453	3,059	986	-
<b>Totals by grant year</b>	<b>38,671</b>	<b>47,356</b>	<b>23,147</b>	<b>19,273</b>	<b>22,253</b>	<b>5,124</b>	<b>4,048</b>
Total unvested options	109,174						
Total vested options	50,698						
<b>Total options on shares</b>	<b>159,872</b>						

<sup>1</sup> All options granted in 2003 and earlier years under the Company option plan are exercised

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

**Table 13b. Holding of options by members of the Executive Committee\* at December 31, 2009 (Table 10a in the report 2009)**

Year of allocation <sup>1</sup>	2009	2008	2007	2006	2005	2005	2004
Underlying equity	Share	Share	Share	Share	ADS	Share	Share
Term (years)	10	10	10	10	10	10	11
Exercise period (years)	7	7	7	7	7	7	8
Option: share/ADS ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1
Exercise price	CHF 233.43	CHF 301.50	CHF 226.70	CHF 185.00	USD 21.30	CHF 127.38	CHF 89.30
Vesting status	Unvested			Vested			
<b>Options held as of December 31, 2009:</b>							
Members of the Executive Committee							
Michael Mack <sup>2</sup>	16,426	4,669	6,075	7,077	47,319	–	–
Alejandro Aruffo	2,381	–	–	–	–	–	–
John Atkin	6,843	5,292	6,930	–	–	–	–
Robert Berendes	4,790	3,362	2,369	2,959	–	4,138	4,048
Christoph Mäder	3,920	2,739	3,993	4,915	–	5,920	–
Mark Peacock	4,055	2,988	2,023	2,212	–	–	–
Davor Pisk	4,435	1,666	2,360	2,031	–	3,502	–
John Ramsay	4,506	2,431	2,453	3,059	–	986	–
Totals by grant year	47,356	23,147	26,203	22,253	47,319	14,546	4,048
Total vested options on shares	40,847						
Total unvested options on shares	96,706						
Total options on shares (vested and unvested)	137,553						
Total options on ADS (all vested)	47,319						

<sup>1</sup> All options granted in 2003 and earlier years under the Company option plan are exercised

<sup>2</sup> Michael Mack held options on shares and ADS

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

## Compensation Report

### 28 Contractual provisions, loans, additional benefits

The notice periods for members of the Executive Committee and the Chief Executive Officer are in accordance with market practice. All employment agreements with members of the Executive Committee and the CEO are subject to notice periods of 12 months. The agreements with the non-executive Directors are not subject to notice periods. They end on expiry of the Directors' term of office. The employment agreements with members of the Executive Committee, including the CEO, and the agreements with the members of the Board of Directors, including the Chairman, do not have any change of control clauses. The agreements with members of the Executive Committee or the Board of Directors do not contain any provisions for termination payments ("golden parachute" or "handshake" or similar arrangements) with regard to severance or other events of termination. In case the Chairman is removed from office by the Board of Directors prior to expiry of his term of office, he is entitled to a payment of one fourth of the annual fee.

In 2010, no severance payments were made to former Directors or members of the Executive Committee, and there were also no loans or credits granted to active or former Directors or members of the Executive Committee, or parties related to them and, at December 31, 2010, there are no such loans or credits outstanding.

In 2010, no guarantees, pledges, collateral, promises or other forms of liabilities were entered into with third parties to the benefit of non-executive Directors or members of the Executive Committee, or parties related to them, and, at December 31, 2010, there are no such liabilities outstanding.

In 2010, no claims, receivables, or debts of non-executive Directors or members of the Executive Committee, or parties related to them, were waived or cancelled, and, at December 31, 2010, no such items are outstanding.

In 2010, no compensation was paid to any active Director or member of the Executive Committee for other services provided, and, as of December 31, 2010, no such payment is outstanding.

### Valuation and accrual principle

The "accrual basis" is applied to all elements of compensation including STI and LTI awards. They are disclosed in accordance with the year for which they are paid. The STI and LTI awards in this 2010 report relate to performance and results in 2010, and will be paid in 2011 or later. This is in line with the accrual principle as requested by relevant guidelines. The number of equity units to be granted for 2010 will be determined after the editorial deadline of this report. As a result, while the compensation amount is known and included, the numbers of shares, RSU and options to be issued for this amount is not determined and not included in this report.

The number of equity units that were granted for 2009 had been determined after the editorial deadline of the relevant report. For that reason, the actual numbers of shares, RSU, and options awarded for 2009 are included in this 2010 report (see Tables 7 and 8).

The shares for the incentive year 2010 that will be allocated to the DSP in 2011 will be matched in 2014 if the vesting condition is met. In this report, the same value as determined for the deferral of shares in 2011 was used to state the value of the expected matching of shares in 2014.

Some exceptions to the "accrual principle" apply to personal tax services, which the Company has paid for some members of the Executive Committee and the Chairman of the Board of Directors. Tax compliance services typically lag behind the year of compensation by one or more years. The amounts payable for services that relate to employment income 2010 cannot be determined at this time.

In Notes 2 and 24 to the Syngenta Group consolidated financial statements included in the Financial Report, the amounts disclosed for equity-settled awards is the expense recognized for the period calculated in accordance with IFRS 2 "Share Based Payment". In this report, the same equity-settled awards are disclosed as the values at grant date and consequently differ. Cash-settled awards are disclosed in accordance with the year for which they are paid.

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For the business year 2010, Syngenta has published three reports: Annual Review (incorporating the Corporate Responsibility Report), Financial Report and Corporate Governance and Compensation Report.

All documents were originally published in English. The Annual Review 2010 and the Corporate Governance and Compensation Report 2010 are also available in German.

These publications are also available on the Internet: [www.syngenta.com](http://www.syngenta.com)

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