

Annual General Meeting  
Tuesday, April 29, 2014, 9.30 a.m.  
St. Jakobshalle Basel

**Attachment to Agenda Item 5: Revision of the Articles of Incorporation**

## Articles of Incorporation of Syngenta AG – Synoptic comparison

**Remark:** The Ordinance against Excessive Compensation at Listed Companies (VegüV) which came into effect on January 1, 2014, will implement the provisions of article 95 paragraph 3 of the Federal Constitution. Listed companies need to meet its requirements by amending their Articles of Incorporation and regulations within 2 years after the VegüV has come into force. With the proposed revision, Syngenta complies already today with the legal requirement to adapt its Articles of Incorporation. At the same time, it proposes several additional amendments to its Articles.

Blue & strikethrough = deleted in proposed Articles	Blue = new in proposed Articles	
Current version (Version of April 24, 2012)	New version (proposal to the 2014 AGM)	Comments
<b>1 CORPORATE NAME, REGISTERED OFFICE, PURPOSE AND DURATION</b>	<b>1 CORPORATE NAME, REGISTERED OFFICE, PURPOSE AND DURATION</b>	
<p><b>Article 1 – Corporate name / Registered office</b></p> <p>A company limited by shares is formed under the corporate name:            Syngenta AG            Syngenta SA            Syngenta Ltd.            with its registered office in Basel.</p>	<p><b>Article 1 – Corporate name / Registered office</b></p> <p>A company limited by shares is formed under the corporate name:            Syngenta AG            Syngenta SA            Syngenta Ltd.            with its registered office in Basel.</p>	
<p><b>Article 2 – Purpose</b></p> <p>1 Purpose of the Company is to hold interests in enterprises, particularly in the areas of agribusiness; in special circumstances the Company may directly operate such businesses.</p> <p>2 The Company may acquire, mortgage, liquidate or sell real estate and intellectual property rights in Switzerland or abroad.</p>	<p><b>Article 2 – Purpose</b></p> <p>1 Purpose of the Company is to hold interests in enterprises, particularly in the areas of agribusiness; in special circumstances the Company may directly operate such businesses.</p> <p>2 The Company may acquire, mortgage, liquidate or sell real estate and intellectual property rights in Switzerland or abroad.</p>	
<p><b>Article 3 – Duration</b></p> <p>The duration of the Company is unlimited.</p>	<p><b>Article 3 – Duration</b></p> <p>The duration of the Company is unlimited.</p>	
<b>2 SHARE CAPITAL</b>	<b>2 SHARE CAPITAL</b>	
<p><b>Article 4 – Share capital</b></p> <p>1 The share capital of the Company is CHF <del>9,312,614.90</del>, fully paid-in and divided into <del>93,126,149</del> registered shares. Each share has a par value of CHF 0.10.</p> <p>2 Upon resolution of the General Meeting of Shareholders registered shares may be converted into bearer shares and bearer shares may be converted into registered shares.</p>	<p><b>Article 4 – Share capital</b></p> <p>1 The share capital of the Company is CHF <b>9,294,564.90</b>, fully paid-in and divided into <b>92,945,649</b> registered shares. Each share has a par value of CHF 0.10.</p> <p>2 Upon resolution of the General Meeting of Shareholders registered shares may be converted into bearer shares and bearer shares may be converted into registered shares.</p>	Adjustment to the share capital reduction by cancellation of 180,500 repurchased shares as proposed to the 2014 AGM.
<p><b>Article 4<sup>bis</sup> – Authorized capital<sup>†</sup></b></p> <p><sup>†</sup>Formal deletion as per decision of the Board of Directors of July 25, 2012 due to the expiry of the authorized capital at April 20, 2012</p>		Obsolete provision.

<p><b>Article 5 – Share register and restrictions of registration, nominees</b></p> <ol style="list-style-type: none"> <li>1 The Company shall maintain a share register showing the name(s), first name(s), domicile, address and nationality (in the case of legal entities the registered office) of the holders or usufructuaries of registered shares. Holders who may exercise the voting rights of shares which they do not own will be mentioned upon request in the notes of the share register in case their entitlement is based on law (legal usufructuary, mandatory legal representative of a minor and so forth).</li> <li>2 Upon request acquirers of registered shares are registered in the share register as shareholders with the right to vote, provided that they declare explicitly to have acquired the registered shares in their own name and for their own account.</li> <li>3 After hearing the registered shareholder or nominee, the Board of Directors may cancel, with retroactive effect as of the date of registration, the registration of shareholders or nominees if the registration was <b>effected</b> based on false information. The respective shareholder or nominee shall be informed immediately of such cancellation.</li> <li>4 The Board of Directors <b>shall</b> specify the details of registration in specific rules which take into account market practice in all of those markets where shares of the Company are listed. In particular, irrespective of the restriction set forth in Article 5 paragraph 2 above, the Board of Directors may, based on separate regulations or individual agreements, allow the entry into the share register as shareholders with voting rights <del>of nominees that are subject to a recognized banking or financial market supervision.</del></li> </ol>	<p><b>Article 5 – Share register and restrictions of registration, nominees</b></p> <ol style="list-style-type: none"> <li>1 The Company shall maintain a share register showing the name(s), first name(s), domicile, address and nationality (in the case of legal entities the registered office) of the holders or usufructuaries of registered shares. Holders who may exercise the voting rights of shares which they do not own will be mentioned upon request in the notes of the share register in case their entitlement is based on law (legal usufructuary, mandatory legal representative of a minor and so forth).</li> <li>2 Upon request acquirers of registered shares are registered in the share register as shareholders with the right to vote, provided that they declare explicitly to have acquired the registered shares in their own name and for their own account.</li> <li>3 After hearing the registered shareholder or nominee, the Board of Directors may cancel, with retroactive effect as of the date of registration, the registration of shareholders or nominees if the registration was based on false information. The respective shareholder or nominee shall be informed immediately of such cancellation.</li> <li>4 The Board of Directors <b>may</b> specify the details of registration in specific rules which take into account market practice in all of those markets where shares of the Company are listed. In particular, irrespective of the restriction set forth in article 5 paragraph 2 above, the Board of Directors may, based on separate regulations or individual agreements, allow the entry into the share register as shareholders with voting rights of nominees.</li> </ol>	<p>Grammatical change.</p> <p>Adoption of a more flexible wording, as separate, specific regulations are not necessary according to the existing nominee agreements.</p> <p>According to the existing nominee agreements, nominees do not need to be subject to a recognized banking or financial market supervision.</p>
<p><b>Article 6 – Share certificates and intermediated securities</b></p> <ol style="list-style-type: none"> <li>1 The Company may issue its shares as individual share certificates, global share certificates or uncertificated securities. Within the scope of the legal framework, the Company may at any time convert its shares issued in one of the above forms into another without the shareholder's consent. The costs of such a conversion shall be borne by the Company.</li> <li>2 The shareholder is not entitled to demand the conversion of shares issued in one form into another. Each shareholder may, however, request from the Company at any time a confirmation of the shares registered in the share register under his name.</li> </ol>	<p><b>Article 6 – Share certificates and intermediated securities</b></p> <ol style="list-style-type: none"> <li>1 The Company may issue its shares as individual share certificates, global share certificates or uncertificated securities. Within the scope of the legal framework, the Company may at any time convert its shares issued in one of the above forms into another without the shareholder's consent. The costs of such a conversion shall be borne by the Company.</li> <li>2 The shareholder is not entitled to demand the conversion of shares issued in one form into another. Each shareholder may, however, request from the Company at any time a confirmation of the shares registered in the share register under his name.</li> </ol>	

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3 Intermediated securities („Bucheffekten“) with underlying shares of the Company may not be transferred by way of assignment. Security interests for these intermediated securities cannot be granted by means of assignment.	3 Intermediated securities (“Bucheffekten“) with underlying shares of the Company may not be transferred by way of assignment. Security interests for these intermediated securities cannot be granted by means of assignment.	
<b>Article 7 – Exercise of rights</b> 1 The shares are not divisible. The Company accepts only one representative per share. 2 The right to vote and the other rights associated with a share may only be exercised by a shareholder, a usufructuary or a nominee who is registered as a shareholder with the right to vote in the share register.	<b>Article 7 – Exercise of rights</b> 1 The shares are not divisible. The Company accepts only one representative per share. 2 The right to vote and the other rights associated with a share may only be exercised by a shareholder, a usufructuary or a nominee who is registered as a shareholder with the right to vote in the share register.	
<b>3 CORPORATE BODIES</b>	<b>3 CORPORATE BODIES</b>	
<b>A. GENERAL MEETING OF SHAREHOLDERS</b>	<b>A. GENERAL MEETING OF SHAREHOLDERS</b>	
<b>Article 8 – Competence</b> The General Meeting of Shareholders is the supreme body of the Company.	<b>Article 8 – Competence</b> The General Meeting of Shareholders is the supreme body of the Company.	
<b>Article 9 – Annual General Meeting</b> The Annual General Meeting of Shareholders shall be held each year within <b>six</b> months after the close of the fiscal year of the Company; at the latest <b>twenty</b> days before the meeting, the business report and the report of the Auditors shall be made available for inspection by the shareholders at the registered office of the Company or be sent to <b>all-registered</b> shareholders.	<b>Article 9 – Annual General Meeting of Shareholders</b> The Annual General Meeting of Shareholders shall be held each year within <b>6</b> months after the close of the <b>business</b> year of the Company; at the latest <b>20</b> days before the meeting, the Business Report, <b>the Compensation Report</b> and the report of the <b>External</b> Auditor shall be made available for inspection by the shareholders at the registered office of the Company or be sent to shareholders <b>on request</b> .	Standardization of syntax and adaptation to current practice which stipulates that Annual Reports are sent to shareholders not automatically, but upon request only.
<b>Article 10 – Extraordinary General Meeting</b> 1 Extraordinary General Meetings of Shareholders shall take place upon request of the Board of Directors or the Auditors. 2 Furthermore, Extraordinary General Meetings of Shareholders shall be convened upon resolution of a General Meeting of Shareholders or if it is requested by one or more shareholders who are representing in the aggregate not less than <b>one-tenth</b> of the share capital and submit a petition signed by such shareholder or shareholders specifying the items for the agenda and the proposals.	<b>Article 10 – Extraordinary General Meeting of Shareholders</b> 1 Extraordinary General Meetings of Shareholders shall take place upon request of the Board of Directors or the <b>External</b> Auditor. 2 Furthermore, Extraordinary General Meetings of Shareholders shall be convened upon resolution of a General Meeting of Shareholders or if it is requested by one or more shareholders who are representing in the aggregate not less than <b>10%</b> of the share capital and submit a petition signed by such shareholder or shareholders specifying the items for the agenda and the proposals.	Standardization of syntax.  Standardization of syntax.
<b>Article 11 – Convening of General Meetings</b> 1 General Meetings of Shareholders shall be convened by the Board of Directors, or, if necessary, by the Auditors, at the latest <b>twenty</b> days before the date of the meeting. The meeting shall be convened by way of a notice appearing once in the official publication organs of the Company. Registered shareholders may also be informed by mail.	<b>Article 11 – Convening of General Meetings of Shareholders</b> 1 General Meetings of Shareholders shall be convened by the Board of Directors, or, if necessary, by the <b>External</b> Auditor, at the latest <b>20</b> days before the date of the meeting. The meeting shall be convened by way of a notice appearing once in the official publication organ of the Company. Registered shareholders may also be informed by mail <b>or by electronic means</b> .	Standardization of syntax and addition of the option to convene General Meetings of Shareholders by posting the invitation on Syngenta’s website and/or electronic platforms of third-party providers.

<p>2 The notice of a meeting shall state the items on the agenda and the proposals of the Board of Directors, and as the case may be of the shareholders who demanded that a General Meeting of Shareholders be convened or that a certain item be included in the agenda and, in case of elections, the names of the nominated candidates.</p>	<p>2 The notice of a meeting shall state the items on the agenda and the proposals of the Board of Directors and, as the case may be, of the shareholders who demanded that a General Meeting of Shareholders be convened or that a certain item be included in the agenda and, in case of elections, the names of the nominated candidates.</p>	
<p><b>Article 12 – Agenda</b></p> <p>1 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 <del>sixty</del> days before the meeting and shall specify the items and the proposals of such shareholder.</p> <p>2 No resolution shall be passed at a General Meeting of Shareholders on matters for which no proper notice was given. This provision shall not apply to proposals to convene an Extraordinary General Meeting of Shareholders or to initiate a special audit.</p>	<p><b>Article 12 – Agenda</b></p> <p>1 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 <b>60</b> days before the meeting and shall specify the items and the proposals of such shareholder.</p> <p>2 No resolution shall be passed at a General Meeting of Shareholders on matters for which no proper notice was given. This provision shall not apply to proposals to convene an Extraordinary General Meeting of Shareholders, to initiate a special audit <b>or to appoint an External auditor at the request of a shareholder (article 700 paragraph 3 CO).</b></p>	<p>Standardization of syntax.</p> <p>Alignment with article 700 paragraph 3 of the Swiss Code of Obligations (CO).</p>
<p><b>Article 13 – Presiding officer, minutes, vote counters</b></p> <p>1 The General Meeting of Shareholders shall take place at the registered office of the Company, unless the Board of Directors decides otherwise. The Chairman of the Board of Directors or in his absence the Vice-Chairman or any other Member of the Board of Directors designated by the Board of Directors shall take the chair.</p> <p>2 The presiding officer shall appoint a secretary and the vote counters. The presiding officer and the secretary shall sign the minutes.</p>	<p><b>Article 13 – Presiding officer, minutes, vote counters</b></p> <p>1 The General Meeting of Shareholders shall take place at the registered office of the Company, unless the Board of Directors decides otherwise. The Chairman of the Board of Directors or in his absence the Vice-Chairman or any other member of the Board of Directors designated by the Board of Directors shall take the chair.</p> <p>2 The presiding officer shall appoint a secretary and the vote counters. The presiding officer and the secretary shall sign the minutes.</p>	
<p><b>Article 14 – Proxies</b></p> <p>4 <del>The Board of Directors shall provide for the rules regarding the participation and the representation at the General Meeting of Shareholders.</del></p> <p>2 A shareholder may only be represented by his legal representative, another shareholder with the right to vote, proxies designated in agreements with or regulations relating to nominees, <del>corporate bodies (Organvertreter), independent proxies (unabhängige Stimmrechtsvertreter) or by a bank or a broker (Depotvertreter).</del></p>	<p><b>Article 14 – Proxies</b></p> <p>1 A shareholder may only be represented by his legal representative, another shareholder with the right to vote, proxies designated in agreements with or regulations relating to nominees <b>or the Independent Proxy.</b></p>	<p>Replaced by new article 14.</p> <p>With the entering into force of VegÜV, voting by bank proxies and corporate proxies has been eliminated and replaced entirely by the Independent Proxy, which must be elected by the General Meeting (see also comments to articles 17 and 24).</p>

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<p>3 The Chairman of the General Meeting <b>decides</b> whether a proxy will be accepted.</p>	<p>2 The Board of Directors shall specify the requirements regarding powers of attorney and instructions and the modalities and other aspects of the proxy in a separate set of regulations; electronic powers of attorney and instructions without advanced or qualified electronic signature may also be admitted. The Chairman of the General Meeting of Shareholders shall <b>decide</b> whether a proxy will be accepted.</p> <p>3 A general instruction from a shareholder to the Independent Proxy to vote according to the proposals of the Board of Directors on (i) matters for which no proper notice was given in the invitation to the General Meeting of Shareholders but on which a valid resolution can be passed pursuant to article 700 paragraph 3 CO, or (ii) proposals for additions or amendments to matters for which proper notice was given in the invitation but which are submitted after the invitation has been sent or at the General Meeting of Shareholders, shall be deemed to be a valid instruction for exercising the voting right.</p>	<p>Due to the provision according to VegüV that shareholders can provide powers of attorney and instructions to the Independent Proxy by electronic means, the Board assumes the accountability to define such process in more detail. With a view to further technological developments, the proposed clause grants maximum flexibility regarding authentication of shareholders.</p> <p>The third paragraph clarifies the validity of instructions to the Independent Proxy in certain special situations.</p>
<p><b>Article 15 – Voting rights</b> Each share entitles the holder to one vote.</p>	<p><b>Article 15 – Voting rights</b> Each share entitles the holder to one vote.</p>	
<p><b>Article 16 – Resolutions, elections</b></p> <p>1 Unless the law requires otherwise, the General Meeting passes resolutions and elections with the absolute majority of the votes represented.</p> <p>2 Resolutions and elections shall be taken either on a show of hands or by electronic voting, unless the General Meeting of Shareholders decides for, or the presiding officer orders, a ballot.</p> <p>3 The presiding officer may at any time have an election or resolution taken on a show of hands or electronically repeated by a ballot, if the results of the first vote appear unclear. In such case, the preceding election or resolution taken on a show of hands or electronically is deemed not to have taken place.</p> <p>4 In case of elections, if no valid election has been made in the first vote and if there is more than one candidate, the presiding officer shall order a second vote in which the relative majority shall be decisive.</p>	<p><b>Article 16 – Resolutions, elections</b></p> <p>1 Unless the law requires otherwise, the General Meeting <b>of Shareholders</b> passes resolutions and elections with the absolute majority of the votes represented.</p> <p>2 Resolutions and elections shall be taken either on a show of hands or by electronic voting, unless the General Meeting of Shareholders decides for, or the presiding officer orders, a ballot.</p> <p>3 The presiding officer may at any time have an election or resolution taken on a show of hands or electronically repeated by a ballot, if the results of the first vote appear unclear. In such case, the preceding election or resolution taken on a show of hands or electronically is deemed not to have taken place.</p> <p>4 In case of elections, if no valid election has been made in the first vote and if there is more than one candidate, the presiding officer shall order a second vote in which the relative majority shall be decisive.</p>	<p>Standardization of syntax.</p>
<p><b>Article 17 – Powers of the General Meeting</b> The following powers shall be vested exclusively in the General Meeting:</p> <p>a) to adopt and amend the Articles of Incorporation;</p> <p>b) to elect the members of the Board of Directors and the Auditors;</p>	<p><b>Article 17 – Powers of the General Meeting <b>of Shareholders</b></b> The following powers shall be vested exclusively in the General Meeting <b>of Shareholders</b>:</p> <p>a) to adopt and amend the Articles of Incorporation;</p> <p>b) to elect the members of the Board of Directors, <b>the Chairman of the Board of Directors, the members of the Compensation Committee, the Independent Proxy</b> and the <b>External Auditor</b>;</p>	<p>On the basis of VegüV, the General Meeting has been granted new, inalienable duties, which requires changes to article 17:</p> <p>– Article 17 al. b): The General Meeting shall elect the Chairman of the Board and the members of the Compensation Committee from among the members of the Board and</p>

<p>c) to approve the <b>annual</b> report and the consolidated financial statements;</p> <p>d) to approve the annual financial statements and to decide on the allocation of profits shown on the balance sheet, in particular with regard to dividends;</p> <p>e) to discharge the members of the Board of Directors and the <b>senior-management</b>;</p> <p>f) to pass resolutions concerning all matters which by law or the Articles of Incorporation are reserved to the authority of the General Meeting.</p>	<p>c) to approve the <b>Management</b> Report and the consolidated financial statements;</p> <p>d) to approve the annual financial statements and to decide on the allocation of profits shown on the balance sheet, in particular with regard to dividends;</p> <p>e) to discharge the members of the Board of Directors and the <b>Executive Committee</b>;</p> <p>f) <b>to approve the compensation of the Board of Directors and the Executive Committee pursuant to article 29 of the Articles of Incorporation</b>;</p> <p>g) to pass resolutions concerning all <b>further</b> matters which by law or the Articles of Incorporation are reserved to the authority of the General Meeting <b>of Shareholders</b>.</p>	<p>appoint the Independent Proxy (for further information regarding the Independent Proxy, please refer to the comments to article 14).</p> <ul style="list-style-type: none"> <li>- Standardization of syntax.</li> <li>- Article 17 al. f): Further, the General Meeting has to vote on the compensation of the Board and the Executive Committee. For further information please refer to the comments to article 29.</li> </ul> <p>The changes in article 17 al. c) and g) are of technical-legal nature and without material impact.</p>
<p><b>Article 18 – Special quorum</b></p> <p>The approval of the least two thirds of the votes represented is required for resolutions of the General Meeting of Shareholders on:</p> <p>a) an alteration of the purpose of the Company;</p> <p>b) the creation of shares with increased voting powers;</p> <p>c) an implementation of restrictions on the transfer of registered shares and the removal of such restrictions;</p> <p>d) an authorized or conditional increase of the share capital;</p> <p>e) 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;</p> <p>f) a restriction or suspension of preemptive rights;</p> <p>g) a change of location of the registered office of the Company;</p> <p>h) the dissolution of the Company.</p>	<p><b>Article 18 – Special quorum</b></p> <p>The approval of the least two thirds of the votes represented is required for resolutions of the General Meeting of Shareholders on:</p> <p>a) an alteration of the purpose of the Company;</p> <p>b) the creation of shares with increased voting powers;</p> <p>c) an implementation of restrictions on the transfer of registered shares and the removal of such restrictions;</p> <p>d) an authorized or conditional increase of the share capital;</p> <p>e) 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;</p> <p>f) a restriction or suspension of preemptive rights;</p> <p>g) a change of location of the registered office of the Company;</p> <p>h) the dissolution of the Company.</p>	
<p><b>B. BOARD OF DIRECTORS</b></p>	<p><b>B. BOARD OF DIRECTORS</b></p>	
<p><b>Article 19 – Number of Directors</b></p> <p>The Board of Directors shall consist of a maximum of <b>twelve</b> members <b>who shall be shareholders</b>.</p>	<p><b>Article 19 – Number of Directors</b></p> <p>The Board of Directors shall consist of a maximum of <b>12</b> members.</p>	<p>Adaptation to the current law and standardization of syntax.</p>

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<p><b>Article 20 – Term of office</b></p> <p>1 The term of office for each member of the Board of Directors <del>shall not exceed three years</del>. A year within the meaning of this provision is the interval between two Annual General Meetings of Shareholders. <del>The term of office shall be determined for each member at the occasion of its election. The several terms of office shall be co-ordinated so that in each year approximately one third of all members of the Board of Directors shall be subject to re-election or election.</del></p> <p>2 <del>In the case of replacement elections that occur during a term of office of a director, the successor shall assume the term of office of his predecessor. Members of the Board of Directors whose term of office has expired shall be re-eligible, subject to paragraph 3 hereinafter.</del></p> <p>3 The members of the Board of Directors shall automatically retire after the lapse of the <del>twelfth</del> year of office or, if earlier, after the expiry of the <del>seventieth</del> year of age, provided that the retirement shall become effective on the date of the next Annual General Meeting of Shareholders following such event.</p>	<p><b>Article 20 – Term of office, External mandates</b></p> <p>1 The term of office for each member of the Board of Directors <del>shall not exceed three years</del> <b>shall be 1 year. Re-election is possible.</b> A year within the meaning of this provision is the interval between two Annual General Meetings of Shareholders.</p> <p>2 The members of the Board of Directors shall automatically retire after the lapse of the <del>12th</del> year of office or, if earlier, after the expiry of the <del>70th</del> year of age, provided that the retirement shall become effective on the date of the next Annual General Meeting of Shareholders following such event.</p> <p>3 The members of the Board of Directors may hold no more than the following number of mandates in the supreme executive bodies of companies and organizations:  – up to additional 4 mandates in listed companies;  – up to 5 mandates in non-listed companies;  – up to 10 mandates in (i) charitable organizations, (ii) associations or foundations and (iii) other non-profit institutions. Several mandates held in different companies of the same group count as 1 mandate.  Mandates within companies under the direct or indirect control of Syngenta (subsidiaries) or which are not required to be registered in the Swiss Commercial Register or a similar foreign register are not limited by numbers.  A short-term temporary overrun of the limitations set forth above by 1 mandate is permissible.</p>	<p>Pursuant to article 3 VegüV, the General Meeting has to elect annually all members of the Board individually. This requirement is implemented with article 20 paragraph 1 and 2 (including standardization of syntax).</p> <p>According to article 12 paragraph 1 al. 1 VegüV, the Articles must specify the maximum number of executive mandates which a member of the Board may exercise outside of the Company. With the proposed maximum number, an undue absorption of Board members with other mandates shall be prevented.</p>
<p><b>Article 21 – Organization of the Board, <del>remuneration</del></b></p> <p>1 The Board of Directors shall elect <del>its Chairman and</del> one Vice-Chairman from among its members. It shall appoint a secretary who need not be a member of the Board of Directors.</p> <p>2 <del>The Board of Directors shall determine the remuneration of its members.</del></p>	<p><b>Article 21 – Organization of the Board of Directors</b></p> <p>The Board of Directors shall <del>constitute itself, subject to elections by the General Meeting of Shareholders. It elects</del> one Vice-Chairman from among its members. It shall appoint a secretary who need not be a member of the Board of Directors.</p>	<p>The principle of self-constitution of the Board is limited by the mandatory election of the Chairman of the Board by the General Meeting pursuant to article 2 al. 1 VegüV.</p> <p>Paragraph 2 of the previous article 21 is replaced by the new article 29.</p>
<p><b>Article 22 – Convening of meetings</b></p> <p>The Chairman shall convene meetings of the Board of Directors if and when the need arises or if a member so requests in writing.</p>	<p><b>Article 22 – Convening of meetings</b></p> <p>The Chairman shall convene meetings of the Board of Directors if and when the need arises or if a member so requests in writing.</p>	
<p><b>Article 23 – Resolutions</b></p> <p>The Board of Directors may lay down rules on its decision-making mechanism in the <del>rules</del> governing its organization.</p>	<p><b>Article 23 – Resolutions</b></p> <p>The Board of Directors may lay down rules on its decision-making mechanism in the <del>regulations</del> governing its <del>internal</del> organization.</p>	<p>Standardization of syntax.</p>
<p><b>Article 24 – Powers of the Board of Directors</b></p> <p>1 The Board of Directors has in particular the following non-transferable and inalienable duties:</p>	<p><b>Article 24 – Powers of the Board of Directors</b></p> <p>1 The Board of Directors has in particular the following non-transferable and inalienable duties:</p>	



<p>a) the ultimate direction of the business of the Company and the giving of the necessary directives;</p> <p>b) the determination of the organization of the Company;</p> <p>c) the administration of accounting, financial control and financial planning;</p> <p>d) the appointment and removal of the persons entrusted with the management and representation of the Company;</p> <p>e) the 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;</p> <p>f) the preparation of business reports and the General Meetings of Shareholders and the carrying out of the resolutions adopted by the General Meetings of Shareholders;</p> <p>g) the notification of the court if liabilities exceed assets;</p> <p>h) the adoption of resolutions concerning the increase of the share capital to the extent that such power is vested in the Board of Directors (Article 651 paragraph 4 <del>of the Code of Obligations</del>), as well as resolutions concerning the confirmation of capital increases and respective amendments to the Articles of Incorporation;</p> <p>i) the examination of the professional qualifications of the Auditors.</p> <p>2 In addition the Board of Directors may pass resolutions with respect to all matters which are not reserved to the authority of the General Meeting of Shareholders by law or by these Articles of Incorporation.</p>	<p>a) the ultimate direction of the business of the Company and the giving of the necessary directives;</p> <p>b) the determination of the organization of the Company;</p> <p>c) the administration of accounting, financial control and financial planning;</p> <p>d) the appointment and removal of the persons entrusted with the management and representation of the Company;</p> <p>e) <b>the appointment of an Independent Proxy in cases where the Independent Proxy elected by the General Meeting of Shareholders is not capable of acting;</b></p> <p>f) the 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;</p> <p>g) <b>the preparation of the Business Report and the Compensation Report and of the General Meeting of Shareholders and the carrying out of the resolutions adopted by the General Meeting of Shareholders;</b></p> <p>h) the notification of the court if liabilities exceed assets;</p> <p>i) the adoption of resolutions concerning the increase of the share capital to the extent that such power is vested in the Board of Directors (article 651 paragraph 4 <b>CO</b>), as well as resolutions concerning the confirmation of capital increases and respective amendments to the Articles of Incorporation;</p> <p>j) the examination of the professional qualifications of the <b>External Auditor.</b></p> <p>2 In addition the Board of Directors may pass resolutions with respect to all matters which are not reserved to the authority of the General Meeting of Shareholders by law or by these Articles of Incorporation.</p>	<p>Enlargement of the powers of the Board pursuant to article 8 paragraph 6 VegüV.</p> <p>Formal clarification in line with article 13 paragraph 1 VegüV. In substance, there is no change as compared to the previous legal framework.</p> <p>Standardization of syntax.</p> <p>Standardization of syntax.</p>
<p><b>Article 25 – Delegation of powers, <del>organizational rules</del></b></p> <p>† <del>The Board of Directors may, subject to Article 24 hereof, delegate the management of the Company in whole or in part to individual or several directors or to third persons (senior management) in accordance with rules governing the internal organization.</del></p>	<p><b>Article 25 – Signature authority, delegation of powers</b></p> <p>1 The Board of Directors determines those of its members as well as those third persons who shall have signatory power for the Company and shall further determine the manner in which such persons may sign on behalf of the Company.</p>	<p>Article 25 paragraph 1 of the revised Articles corresponds to article 26 of the previous Articles.</p>

Blue & strikethrough = deleted in proposed Articles	Blue = new in proposed Articles	
Current version (Version of April 24, 2012)	New version (proposal to the 2014 AGM)	Comments
<p><del>2 The rules governing the internal organization shall be enacted by the Board of Directors and shall determine the powers and organization of the Board of Directors and the competencies and duties of the senior management.</del></p>	<p>2 The Board of Directors may delegate the preparation and implementation of its resolutions to committees, individual members of the Board of Directors or third parties and – subject to compulsory legal requirements – transfer tasks and powers in whole or in part to committees, individual members of the Board of Directors or third parties.</p>	<p>Article 25 paragraph 2 authorizes the Board to delegate tasks and powers within the body or to third parties.</p>
	<p><b>C. EXECUTIVE COMMITTEE</b></p>	<p>New subtitle</p>
<p><b>Article 26 – Signature power</b></p> <p><del>The Board of Directors determines those of its members as well as those third persons who shall have signatory power for the Company and shall further determine the manner in which such persons may sign on behalf of the Company.</del></p>	<p><b>Article 26 – Delegation of management and representation, Regulations governing the internal organization</b></p> <p>1 The Board of Directors may, subject to article 24 hereof and in accordance with regulations governing the internal organization, delegate the management and representation of the Company in whole or in part to the Executive Committee.</p> <p>2 The Board of Directors shall issue regulations governing the internal organization; these shall set out in detail the powers and organization of the Board of Directors and the competencies and duties of the Executive Committee.</p>	<p>The Executive Committee is newly introduced as a body of the Company.</p> <p>Article 26 paragraph 1 of the revised Articles corresponds in substance to article 25 paragraph 1 of the previous Articles.</p> <p>Article 26 paragraph 2 of the revised Articles corresponds in substance to article 25 paragraph 2 of the previous Articles.</p>
	<p><b>Article 27 – Duration of employment contracts, External mandates</b></p> <p>1 Employment contracts with members of the Executive Committee are concluded for an indefinite term. The maximum notice period for the Chief Executive Officer and all members of the Executive Committee is 12 months.</p> <p>2 The members of the Executive Committee, subject to the approval by the Chairman of the Board of Directors, may hold no more than the following number of mandates in the supreme executive bodies of companies and organizations:</p> <ul style="list-style-type: none"> <li>– up to 2 mandates in listed companies;</li> <li>– up to 2 mandates in non-listed companies;</li> <li>– up to 4 mandates upon instruction of Syngenta in companies that are not directly or indirectly controlled by Syngenta;</li> <li>– up to 10 mandates in (i) charitable organizations, (ii) associations or foundations and (iii) other non-profit institutions.</li> </ul> <p>Several mandates held in different companies of the same group count as 1 mandate.</p> <p>Mandates within companies under the direct or indirect control of Syngenta (subsidiaries) or which are not required to be registered in the Swiss Commercial Register or a similar foreign register are not limited by numbers.</p>	<p>Pursuant to article 12 paragraph 1 al. 2 VegüV, the Articles must specify the term of the employment contracts with members of the Executive Committee and reflect the maximum notice period of 12 months.</p> <p>According to article 12 paragraph 1 al. 1 VegüV, the Articles must specify the maximum number of executive mandates which a member of the Executive Committee may exercise outside of the Company. With the proposed maximum number, an undue absorption of members of the Executive Committee with other mandates shall be prevented.</p>

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**Article 28 – Compensation Committee**

- 1 The Compensation Committee of the Board of Directors consists of a maximum of 5 independent members of the Board of Directors. All members of the Compensation Committee shall be elected by the General Meeting of Shareholders individually. Their term of office shall end after completion of the next Annual General Meeting of Shareholders. Re-election is possible. The Compensation Committee constitutes itself and appoints its Chairperson.
- 2 The Compensation Committee supports the Board of Directors in compensation-related matters for the Chairman of the Board of Directors, the members of the Board of Directors, the CEO and the members of the Executive Committee. In particular, it has the following responsibilities:
  - a) reviews and recommends to the Board of Directors the compensation principles, strategy and policies which define the compensation system;
  - b) defines the elements and the structure of the compensation system including the structure of share ownership plans;
  - c) reviews and recommends to the Board of Directors on an annual basis a proposal for approval by the Annual General Meeting of Shareholders of the total compensation of the Board of Directors and the Executive Committee;
  - d) pursuant to article 29, sets or amends the compensation packages of the members of the Executive Committee and prepares a proposal to the Board of Directors to set or amend the compensation package of the CEO;
  - e) prepares and recommends to the Board of Directors the Compensation Report for approval.
- 3 The Board of Directors may assign additional tasks to the Compensation Committee and define its organization in the regulations governing the internal organization and the Compensation Committee charter.

VegüV requires that the General Meeting annually elects the members of the Compensation Committee and that the Articles define the Compensation Committee's tasks and responsibilities in principle.

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Current version (Version of April 24, 2012)	New version (proposal to the 2014 AGM)	Comments
	<p><b>Article 29 – Compensation</b></p> <p>1 The compensation policy and system are designed to attract and retain employees to deliver the Company’s strategic plans and sustainable business performance.</p> <p>2 The Board of Directors or the Compensation Committee determines the appropriate compensation levels for the Board of Directors and the Executive Committee, taking into account market data, position and level of responsibility and the achievement of business and individual performance measures.</p> <p>3 Compensation may be paid by the Company or by its Group companies.</p> <p>4 The Board of Directors shall submit separately and on an annual basis a proposal for approval by the General Meeting of Shareholders for the maximum total compensation of the:</p> <p>a) Board of Directors for the period until the next Annual General Meeting of Shareholders;</p> <p>b) Executive Committee for the current or subsequent business year.</p> <p>5 If the General Meeting of Shareholders rejects the proposal of the Board of Directors for the total compensation of the Board of Directors and/or the Executive Committee, the decision on how to proceed shall reside with the Board of Directors. The Board of Directors shall in particular have the options to convene an Extraordinary General Meeting of Shareholders to submit a new total compensation proposal, or determine the compensation for the current business year on an interim basis, subject to approval at the next Annual General Meeting of Shareholders.</p> <p>6 The Company or its Group companies may pay out compensation prior to the approval by the General Meeting of Shareholders subject to subsequent submission and approval.</p> <p>7 The total compensation of the Board of Directors shall consist of an annual base fee and an additional fee for individual assignments to Committees of the Board of Directors. The Board of Directors may at the request of the Compensation Committee determine that the compensation of all or individual members of the Board of Directors be paid in part or in full in the form of shares that are either freely tradable or blocked for trading for a specific period. The value of such shares will be determined by the market price of a Syngenta share on the date of grant.</p>	<p>Pursuant to article 18 paragraph 1 VegüV, the General Meeting must annually approve the compensation of the Board and the Executive Committee in separate votes. The Board is bound by the results of the votes, i.e. the “say-on-pay” is binding. The General Meeting will vote on compensation according to the new rules for the first time at the 2015 AGM.</p> <p>Article 29 implements the requirements of article 18 VegüV. According to the proposed provision, the General Meetings’ vote shall be on the period AGM-to-AGM for the compensation of the Board. For the compensation of the Executive Committee, the applicable period is the current or the prospective business year.</p>

- 8 The total compensation of the Executive Committee shall consist of fixed and variable components. The fixed compensation consists of an annual base salary, plus additional benefits. The variable compensation may include short-term and long-term incentives, which may be cash and/or equity-based.
- 9 Short-term and long-term incentives are based on performance measures approved by the Board of Directors or the Compensation Committee. These measures may include the financial performance of the Group and/or a business segment, performance relative to the market, other companies or similar benchmarks, and/or individual performance.
- 10 The target amount for the short-term incentives is expressed as a percentage of the annual base salary. The actual payout may vary between 0% and 200% of the target amount, dependent on the achievement of performance measures. A minimum of 40% and up to 80% of the payout may be deferred and matched by the Company in equity.  
The target amount for the long-term incentives may be expressed as a fixed amount, as a percentage of the annual base salary, or as a number of equity-based awards. The actual long-term incentive award may vary between 0% and 150% of the target amount.  
The Board of Directors or the Compensation Committee determines the target and matching ratio.
- 11 Equity-based compensation may include restricted or unrestricted shares, rights to receive shares or purchase shares (options) or rights to other comparable instruments which are subject to a vesting/blocking period of at least 3 years. The value of equity-based compensation will be determined with reference to the market price of a Syngenta share on the date of grant in accordance with accepted valuation methods.
- 12 Short-term and long-term incentives, including terms and conditions of grant, vesting or blocking periods, terms and conditions of exercise, expiry and forfeiture, are governed by separate regulations, which are subject to approval by the Board of Directors or the Compensation Committee. Such regulations may in particular provide that equity-based compensation will vest and any blocking periods will be waived: (a) in the event of a change in control regarding the Company and (b) in the event of termination of employment of a member of the Executive Committee, unless the Compensation Committee decides otherwise.

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Current version (Version of April 24, 2012)	New version (proposal to the 2014 AGM)	Comments
	<p>13 The Company is authorized to make payment to such members of the Executive Committee who (i) join the Executive Committee and/or (ii) are promoted from a member of the Executive Committee to CEO during a period for which the General Meeting of Shareholders has already approved the remuneration, if the total amount already approved by the General Meeting of Shareholders is not sufficient. The sum of all supplementary amounts may not exceed 40% of the respective total amount of maximum remuneration for the respective business year as approved by the General Meeting of Shareholders. Such supplementary amount may also be used to compensate new members of the Executive Committee for loss of compensation or financial disadvantages caused by their change of employment.</p>	
<b>C. AUDITORS</b>	<b>D. EXTERNAL AUDITOR</b>	
<p><b>Article 27 – Term, powers and duties</b></p> <p>The Auditors, which shall be elected by the General Meeting of Shareholders each year, shall have the powers and duties vested in them by law.</p>	<p><b>Article 30 – Term, powers and duties</b></p> <p>The <b>External</b> Auditor, which shall be elected by the General Meeting of Shareholders each year, shall have the powers and duties vested in him by law.</p>	Standardization of syntax.
<p><b>Article 28 – Special Auditor<sup>2</sup></b></p> <p><sup>2</sup>Deleted as per decision of the Annual General Meeting of April 20, 2010</p>		Obsolete provision.
<b>4 ANNUAL FINANCIAL STATEMENTS, CONSOLIDATED FINANCIAL STATEMENTS AND PROFIT ALLOCATION</b>	<b>4 ANNUAL FINANCIAL STATEMENTS, CONSOLIDATED FINANCIAL STATEMENTS AND PROFIT ALLOCATION</b>	
<p><b>Article 29 – Fiscal year</b></p> <p>The Board of Directors determines the <b>fiscal</b> year.</p>	<p><b>Article 31 – Business year</b></p> <p>The Board of Directors determines the <b>business</b> year.</p>	Standardization of syntax.
<p><b>Article 30 – Business report</b></p> <p>The Board of Directors shall prepare for each <b>fiscal</b> year a business report consisting of the annual financial statements for the Company and on a consolidated level (including profit and loss statements, balance sheet and notes to the financial statements) and the <b>annual</b> report. The Board of Directors shall determine the currency in which the consolidated financial statements are reported.</p>	<p><b>Article 32 – Business Report</b></p> <p>The Board of Directors shall prepare for each <b>business</b> year a Business Report consisting of the annual financial statements for the Company and on a consolidated level (including profit and loss statements, balance sheet and notes to the financial statements) and the <b>Management</b> Report. The Board of Directors shall determine the currency in which the consolidated financial statements are reported.</p>	<p>Adaptation to changes in the Swiss Code of Obligations on the basis of the Federal Act of December 23, 2011, on financial accounting.</p> <p>Standardization of syntax.</p>

<p><b>Article 31 – Allocation of profit shown on the balance sheet, reserves</b></p> <p>1 The General Meeting of Shareholders subject to the legal provisions shall determine the allocation of profit shown on the balance sheet. The Board of Directors shall submit its proposals to the General Meeting of Shareholders.</p> <p>2 In addition to statutory reserves, additional reserves may be accrued.</p> <p>3 Dividends not claimed within <b>five</b> years after the due date shall remain with the Company and be allocated to the general reserves.</p>	<p><b>Article 33 – Allocation of profit shown on the balance sheet, reserves</b></p> <p>1 The General Meeting of Shareholders subject to the legal provisions shall determine the allocation of profit shown on the balance sheet. The Board of Directors shall submit its proposals to the General Meeting of Shareholders.</p> <p>2 In addition to statutory reserves, additional reserves may be accrued.</p> <p>3 Dividends not claimed within <b>5</b> years after the due date shall remain with the Company and be allocated to the general reserves.</p>	<p>Standardization of syntax.</p>
<p><b>5 PUBLICATIONS AND PLACE OF JURISDICTION</b></p>	<p><b>5 PUBLICATIONS AND PLACE OF JURISDICTION</b></p>	
<p><b>Article 32 – Publications</b></p> <p>Shareholder communications of the Company shall be made in the Swiss Commercial Gazette. The Board of Directors may designate additional forms of publication <del>and shall assure that shareholders in all jurisdictions where the shares of the Company are listed are treated equally.</del></p>	<p><b>Article 34 – Publications</b></p> <p>Shareholder communications of the Company shall be made in the Swiss Commercial Gazette. The Board of Directors may designate additional forms of publication.</p>	<p>Explicit reference to equal treatment of shareholders in all jurisdictions is not necessary, as such equal treatment is granted by law.</p>
<p><b>Article 33 – Place of jurisdiction</b></p> <p>The place of jurisdiction for any disputes arising from or in connection with the shareholdership in the Company shall be at the registered office of the Company.</p>	<p><b>Article 35 – Place of jurisdiction</b></p> <p>The place of jurisdiction for any disputes arising from or in connection with the shareholdership in the Company shall be at the registered office of the Company.</p>	
<p><del><b>6 CONTRIBUTION IN KIND</b></del></p>		
<p><del><b>Article 34 – Contribution in kind<sup>3</sup></b></del></p> <p><del><sup>3</sup>Deleted as per decision of the Annual General Meeting of April 24, 2012</del></p>		<p>Obsolete provision.</p>
<p><del><b>7 MERGER</b></del></p>		
<p><del><b>Article 35 – Merger<sup>3</sup></b></del></p> <p><del><sup>3</sup>Deleted as per decision of the Annual General Meeting of April 24, 2012</del></p>		<p>Obsolete provision.</p>