

Corporate Governance and Compensation Report 2011



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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 issuers¹, and
- the applicable requirements of the US Sarbanes-Oxley Act of 2002, including the certification of its Annual Report on Form 20-F² by the CEO and the CFO.

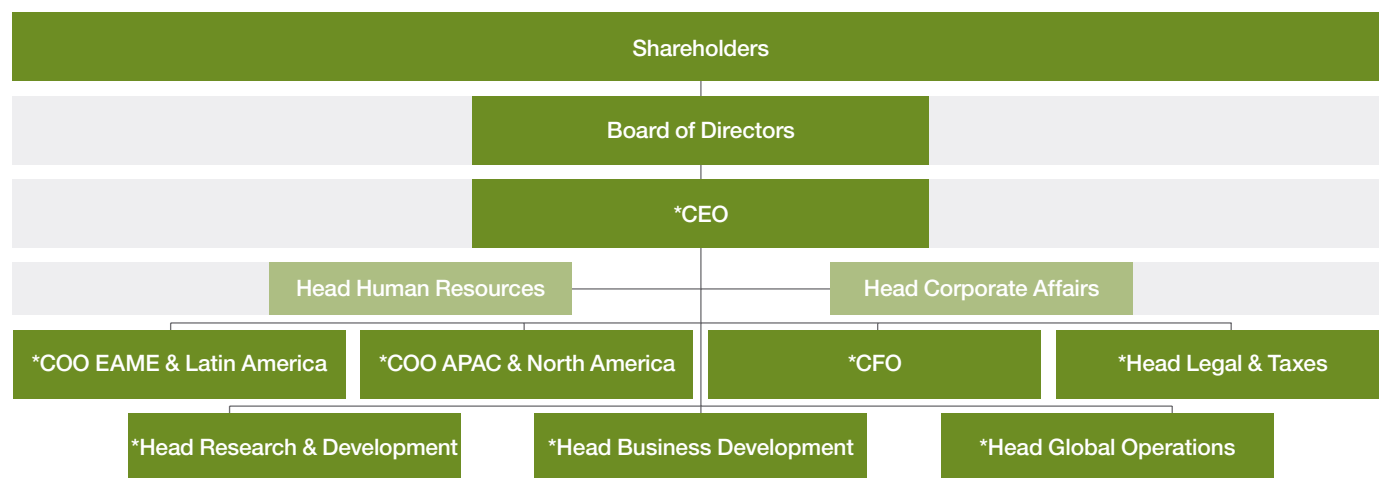
Appropriate measures are in place to ensure full compliance with all Corporate Governance related legal requirements, regulations and internal documents.

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

¹ See section “Information policy”

² The Form 20-F Annual Report is expected to be available by end of February 2012 on 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 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 2011, which can be accessed on www.syngenta.com (see section “Investor Relations”).

Capital structure and shareholders

Share capital and shares

The nominal share capital of Syngenta as of December 31, 2011, is CHF 9,376,289.90, fully paid-in and divided into 93,762,899 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 (ADS).

Syngenta shares

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

Syngenta ADS

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 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 4th of the Articles of Incorporation. The Articles of Incorporation are available in print or can be downloaded from the Syngenta website 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 repayments of nominal value of shares and/or by cancellations of repurchased shares as approved by the respective AGMs.

The 2008 AGM authorized the Board of Directors to repurchase shares of up to 10% of the share capital for cancellation and subsequent reduction of the share capital. This repurchase program started in 2010 and a first fraction was cancelled upon decision of the AGM of April 19, 2011. Further shares have been bought back in 2011 and will be proposed for cancellation to shareholders at the AGM of April 24, 2012.

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 19, 2011	9,376,289.90	93,762,899	0.10
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, 2011.

Significant shareholders

During the fiscal year 2011, Syngenta made the following notifications:

Name and location of shareholder, nominee or ADS depository	Date reaching, exceeding or falling below a threshold value	Notified holding in %
BlackRock, Inc., New York	October 14, 2011	5.06% ¹
BlackRock, Inc., New York	November 9, 2011	5.05% ²
The Capital Group Companies, Inc., Los Angeles	December 9, 2011	9.84% ³

1 Holding in % of Syngenta's share capital (thereof shares 5.00% and CFDs 0.06%)

2 Holding in % of Syngenta's share capital (thereof shares 4.98% and CFDs 0.07%)

3 Voting rights in % of Syngenta's share capital for shares owned by accounts under the discretionary investment management of Capital Group companies

No other party disclosed a notifiable holding in the share capital of Syngenta AG in the course of 2011. To our knowledge, the following holding of 3% or more in the Syngenta share capital, as already reported and disclosed in the 2009 and 2010 Corporate Governance Reports, is 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 ¹

1 No updates notified in 2010 and 2011

To our knowledge, as of December 31, 2011, 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, 2011, Syngenta AG itself held 2,508,759 shares in treasury, corresponding to 2.68% of the share capital.

Share capital and shares		%
Share capital (CHF)	9,376,289.90	
Number of registered shareholders	62,593	
Total number of shares	93,762,899	100
Number of shares registered in the name of shareholders	55,521,250	59
Number of shares in dispo (not registered)	38,241,649	41

Number of shares per registered shareholder

1 – 50	36,171
51 – 100	11,604
101 – 1,000	13,222
1,001 – 5,000	1,175
5,001 – 10,000	150
10,001 – 50,000	183
50,001 – 100,000	33
> 100,000	55

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 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.

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 $\frac{2}{3}$ % 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. Holders of American Depositary Shares (ADS) 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 $\frac{1}{3}$ % 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 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	Martin Taylor, Chairman Michael Mack Pierre Landolt David Lawrence

As of December 31, 2011

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, 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

The Board of Directors meets on a regular basis. The Chairman, after consultation with the Chief Executive Officer (CEO), 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 2011, 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 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.
- Board Committees regularly meet as appropriate 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 subsidiaries are within the scope of internal 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.

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 and checking its independence. 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.

Board of Directors

Members	Meetings attended ¹
Martin Taylor ²	7
Jürg Witmer	5
Michael Mack	6
Stefan Borgas	6
Peggy Bruzelius	7
Pierre Landolt	7
David Lawrence	7
Peter Thompson	7
Jacques Vincent	6
Rolf Watter	7
Felix A. Weber	7

1 Seven meetings held in 2011, thereof two phone conferences
 2 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 decisions 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 ¹
Martin Taylor ²	6
Jürg Witmer	6
Michael Mack	6
Rolf Watter	6

1 Six meetings held in 2011, thereof one phone conference

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 Committee¹.

Members	Meetings attended ²
Peggy Bruzelius ³	4
Stefan Borgas	4
Peter Thompson	4

1 The external auditor attended all meetings in 2011
The CFO is generally invited to the meetings of the Audit Committee

2 Four meetings held in 2011

3 Chairman

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
- Approves the structure of the compensation plans for senior management based on the CEO's recommendations
- 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 Committee¹.

Members	Meetings attended ²
Felix A. Weber ³	4
Martin Taylor	4
Jacques Vincent	3
Jürg Witmer	3

1 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

2 Four meetings held in 2011

3 Chairman

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 ¹
Martin Taylor ²	2
Pierre Landolt	2
Michael Mack	2
David Lawrence	2

1 Two meetings held in 2011

2 Chairman

Board of Directors

(at December 31, 2011)



Martin Taylor

British, age 59

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 recently served as a member of the British Government's Independent Banking Commission.

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

Initial appointment: 2000

Term of office: 2013



Michael Mack

American, age 51

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

Term of office: 2013



Jürg Witmer

Swiss, age 63

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. Thereafter he became Chief Executive Officer of Givaudan Rouse (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 47

Functions in Syngenta

Non-executive Director
Member of the Audit Committee

Professional background

Stefan Borgas was Chief Executive Officer of Lonza Group from June 2004 to January 2012. 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 is a member of the Board of scienceindustries, the association of Swiss chemical, pharmaceutical and biotech industries, and of the Swiss-American Chamber of Commerce. He is also president of the Swiss Management Gesellschaft (SMG).

Stefan Borgas holds a degree in Business Administration from the University of Saarbrücken and an MBA from the University of St. Gallen.

Initial appointment: 2009

Term of office: 2012



Peggy Bruzelius

Swedish, age 62

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. 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 64

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 Agropecuaria 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 62

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 was a member of the UK Foresight Lead Expert Group on Food and Farming. Currently he is a member of the BBSRC Council and of the UK Industrial Biotechnology Leadership Team. He is also a Board member for Rothamsted Research, Plastid AS and the UK Biosciences Knowledge Transfer Network for which he chairs the Industrial Biotechnology Group.

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 65

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: 2013



Jacques Vincent

French, age 65

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. Since 2010 he has been sitting on the board of various companies, among them Danone, 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 53

Functions in Syngenta

Non-executive Director
Member of the Chairman's Committee

Professional background

Rolf Watter has been a partner of 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 (currently interim Chairman), 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 LL.M degree from Georgetown University; he is admitted to the Bar of Zurich.

Initial appointment: 2000

Term of office: 2012



Felix A. Weber

Swiss, age 61

Functions in Syngenta

Non-executive Director
Chairman of the Compensation Committee

Professional background

Felix A. Weber is currently Executive Committee Co-Chairman of Nomura Switzerland, a Managing Director of Nomura International Ltd. and Chairman of Nomura Insurance Holdings AG. 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: 2013

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 Officer (COO) EAME & Latin America, the Chief Operating Officer (COO) APAC & North America, 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 Mack¹

Alejandro Aruffo

John Atkin

Robert Berendes

Christoph Mäder

Mark Peacock

Davor Pisk

John Ramsay

¹ CEO

Executive Committee

(at December 31, 2011)



Michael Mack

American, age 51

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.

Appointment: 2008



Alejandro Aruffo

American/Italian, age 52

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.

Appointment: 2008



John Atkin

British, age 58

Function in Syngenta

Chief Operating Officer

Professional background

John Atkin was Chief Operating Officer Crop Protection for Syngenta since its foundation until February 2011. Prior to that, he 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 was appointed as a non-executive Director of Driscoll's in 2011.

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

Appointment: 2000



Robert Berendes

German, age 46

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.

Appointment: 2007



Christoph Mäder

Swiss, age 52

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 scienceindustries, the association of Swiss chemical, pharmaceutical and biotech industries. He is also a Vice Chairman of economiessuisse, the main umbrella organization representing Swiss economy, and a member 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.

Appointment: 2000



Mark Peacock

British, age 50

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.

Appointment: 2007



Davor Pisk

British, age 53

Function in Syngenta
Chief Operating Officer

Professional background

Davor Pisk was Chief Operating Officer Seeds for Syngenta from 2008 to February 2011. Prior to that, he 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.

Appointment: 2008



John Ramsay

British, age 54

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.

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. The lead partner in charge of the audit engagement assumed this position in 2009.

External auditor fees

(USD million)	2011	2010
Audit services	7.7	7.8
Audit-related services	0.5	0.3
Tax services	0.2	0.4
Other services/additional fees	0.6	0.2
Total	9.0	8.7

- 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 audits 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.

Information policy

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 2011 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) as issued by the International Accounting Standards Board (IASB). 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. 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 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.

Website information (selection)

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

Compensation Report

Overview

The Compensation Report provides a comprehensive overview of Syngenta's compensation principles, elements, structure and governance. 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, it includes detailed information on the compensation of the Board of Directors and the Executive Committee for 2011. 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. The compensation system will be submitted to an advisory vote of the shareholders at the Annual General Meeting.

Compensation system

Compensation principles

Syngenta's compensation principles provide a transparent, performance-oriented and market-competitive compensation framework 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 the Company's values
- align reward with sustainable performance and recognize superior results
- align the interests of employees, shareholders and other stakeholders.

All employees, including senior executives, are subject to a formal annual performance management process. This process aims to align individual, team and organizational objectives, stretch performance, and support individual development.

The Syngenta compensation system links compensation to both individual performance and the financial success of the Company. This link 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 salary and variable compensation. Changes to annual base salary are also influenced by individual performance over time within the context of Company affordability, external market movements and the economic environment.

Compensation of employees and managers

The compensation of all employees is reviewed on a regular basis and is determined by reference to total compensation levels for comparable jobs in 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 reviews and participates in salary surveys such as those conducted by the Hay Group, Hewitt, Mercer and Towers Watson plus any appropriate local surveys.

Compensation of Board of Directors and the Executive Committee

The Compensation Committee annually reviews the compensation and, periodically, pension, insurance and other benefits of the members of the Executive Committee. The benchmarks used are a set of relevant, comparable companies and markets that are selected to provide the best representation of the labor markets and industries in which Syngenta competes for top talent. In 2011, the peer groups were as follows:

- Swiss Group: 14 comparable companies headquartered in Switzerland, which included 11 relevant SMI companies, two SMI Expanded companies and one SMIM company. Financial institutions and insurance companies were excluded.
- Pan-European Group: 26 companies selected from the FT Euro 500 list. These companies operate within the following industry sectors: 10 chemical, six consumer goods, two pharmaceutical, two aerospace, two other industrial and four other industry. All have significant R&D operations and represent a well balanced mix of comparable companies, encompassing in size a range from 40 to 250 percent of Syngenta. The measures of size used to select the peer companies are total revenues, earnings before interest, tax, depreciation and amortization (EBITDA), enterprise value, total assets, market capitalization and the number of employees.
- North America Group: 21 comparable companies (19 USA and two Canada). These are companies in the agribusiness, pharmaceutical, chemical and biotechnical industries. The same selection criteria as for the Pan-European Group apply.

The compensation of members of the Board of Directors of Syngenta is determined by reference to the Swiss peer group.

The Board of Directors and the Compensation Committee currently consult with an external provider on compensation policy matters, benchmarking of the Executive Committee and Board of the Directors and other relevant compensation-related market information. When 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.

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

Compensation elements

Syngenta's total compensation package includes:

- fixed compensation – base salary
- variable compensation – short-term incentive plans and, for selected leaders, long-term incentive plans
- benefits (including all insured benefits and pension/retirement plans).

Fixed compensation

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

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

To ensure market competitiveness, base salaries are subject to review every year by considering factors such as Company affordability, benchmark data, market movement, economic environment and individual performance.

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 selected leaders, long-term incentives. Both are linked to financial and individual performance. Variable compensation is determined by the level and scope of the individual's job, as well as the external market value of the respective job, the location, business performance and individual performance. It may be granted in cash, shares, restricted stock units and/or stock options. Equity-based compensation is subject to a three-year vesting period.

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

Table 1. Fixed and variable compensation

	Chairman of the Board	Members of the Board	Executive Committee	Senior Management	All employees	Description	Linkage to compensation principles
Fixed compensation							
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
Variable compensation							
Short-Term Incentive (STI)			•	•	•	Cash – all employees	Performance-based compensation
Deferred Share Plan (DSP)			•	•		For senior management and Executive Committee, deferred share awards or shares and matching shares ¹	Equity-based compensation focusing on sustainable business performance and alignment to shareholders
Long-Term Incentive Plan (LTI)			•	•		For senior management and Executive Committee, stock options and RSUs	Equity-based compensation focusing on sustainable business performance and alignment to shareholders
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 ²	Identification with and commitment towards Company

¹ In Switzerland, employees are offered a choice of share awards or shares under the DSP and in all other countries, share awards. For purposes of this report, both are referred to as "share awards"
² Employee Share Purchase Plans are also established in many other countries

Short-Term Incentive (STI)

The STI is an annual discretionary award paid in cash for all eligible employees.

STI targets for managers and Executive Committee members

Individuals are granted an STI award as a percentage of their base salary.

	STI targets (as a percentage of base salary)
Management ¹	25%
Senior Management ¹	30%–40%
Executive Committee	50%
Chief Executive Officer	80%

¹ Higher target percentages apply to managers and senior managers in the USA

STI award for employees and managers below the Executive Committee

For employees and managers below the Executive Committee, the STI award weights equally Company financial results and individual performance. This variable compensation allows employees to participate in the Company's success while being rewarded for their individual performance. Personal objectives are set as part of the annual performance management program. Financial targets are also set on an annual basis and may include measures such as Group Net Income, business value added, EBITDA, etc.

At the end of the incentive year both individual and financial performance are assessed, and actual achievement is compared with the targets set at the beginning of the year. The assessment of individual performance results in a performance rating which is used to determine an individual percentage award for STI purposes. The assessment of financial performance is formula-driven, i.e. actual achievement against target determines the STI percentage award.

Both the individual and financial percentage awards can range from zero to 200 percent of the STI target. The STI payout is therefore limited to two times the target award. In addition, the STI payout at all levels is contingent upon the annual Group Net Income (GNI) reaching a threshold of 85 percent of the target budget.

STI award for Executive Committee members

For Executive Committee members, a greater emphasis is placed on the achievement of financial results. Group financial performance measures account for 70 percent of the STI award while 30 percent is based on individual performance. The Group financial performance measures are earnings per share (EPS) and return on invested capital (ROIC) of the Group.

The methodology and conditions of STI awards for members of the Executive Committee are identical to all other employees.

Deferred Share Plan (DSP)

The DSP is an additional long-term incentive for members of the Executive Committee and selected senior managers to further align their interest with shareholders by converting part of their STI into Syngenta share awards with a blocking period of three years and thus be fully exposed to the share value development over this period. In return, subject to continued employment with Syngenta at expiry of the blocking period, Syngenta matches at that time each deferred share award on a one-for-one basis with an additional share, thus doubling the total number of shares received by the employee. The DSP requires a mandatory percentage of the STI to be deferred. A participant may voluntarily defer a further portion of the STI into share awards.

STI subject to deferral	Mandatory	Voluntary	Maximum
Management	0%	20%	20%
Senior Management	10%–30%	20%–40%	50%
Executive Committee	40%	40%	80%
Chief Executive Officer	40%	40%	80%

The Compensation Committee determines the value of a share award at the grant date by reference to the market price of the Syngenta share. The number of share awards is calculated based on the closing 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:

Number of share awards = (mandatory deferral percent + voluntary deferral percent) x STI award divided by the closing share price at the grant date.

The matching of the 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 conversion of share awards and matching is accelerated.

Long-Term Incentive (LTI)

LTI is designed to reward leadership, innovation and performance by providing participants with equity-based incentives that link the potential amount of total compensation to Syngenta's market value (share price) and aligns participants' rewards more closely with the long-term interests of the Company's shareholders.

Participants are granted an LTI award as a percentage of their base salary, multiplied by their performance rating which is based on the achievement of individual performance objectives as well as the Company's annual financial performance.

	LTI targets (as a percentage of base salary)
Management ¹	20%
Senior Management ¹	25%–40%
Executive Committee	60%
Chief Executive Officer	100%

¹ Higher target percentages apply to managers and senior managers in the USA

Depending on the performance achieved against the relevant targets, the individual awards may be lower or higher than the target and can range from zero to 150 percent of the target incentive. The maximum LTI award is therefore limited to 1.5 times the target award.

Participants receive 50 percent of their LTI in the form of stock options and 50 percent in Restricted Stock Units (RSUs). Both are subject to a three-year vesting period.

Granting equal allocations of stock options and RSUs balances the advantages and risks of these instruments. The awards allow participants to benefit from increases in the stock price over time; however participants are equally exposed to decreases in the stock price.

Stock options: Syngenta stock options represent the right to purchase Syngenta shares at a fixed price for a defined period of time. The number of options awarded is calculated by dividing the relevant portion of the LTI award by the option value at the grant date. The option value is determined using the Black-Scholes-Merton formula, a commonly accepted stock option pricing method. The exercise price of the options is set equal to the closing share price at the grant date. Stock options granted vest after three years of continued employment with Syngenta and are exercisable for a period of seven years from the vesting date.

RSUs: Syngenta RSUs represent the right to receive Syngenta shares at nil cost at the end of a three-year vesting period, subject to continued employment with Syngenta. The number of RSUs awarded is calculated by dividing the relevant portion of the LTI award by the closing share price at the grant date. At vesting, RSUs convert to shares based on the Syngenta closing share price on the vesting date.

For both stock options and RSUs if retirement age is reached prior to expiration of the vesting period, vesting is accelerated.

Sales Incentive Plans

Sales Incentive Plans are designed for sales employees. They offer these employees the opportunity to be compensated for individual and team success, based on performance achieved against sales targets.

No member of the Executive Committee participates in a Sales Incentive Plan.

Employee Share Purchase Plan (ESPP)

The ESPP provides employees with the opportunity to become Syngenta shareholders through the purchase of Syngenta shares at a preferential price.

The Swiss ESPP allows participants to purchase shares at 50 percent of the share price at the date of grant, up to a maximum value of CHF 5,000. These shares are subject to a blocking period of three years. Regulations of the Swiss ESPP allow all employees in Switzerland, including members of the Executive Committee, to be eligible to participate in the ESPP.

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

Benefits

Benefits consist mainly of pension, insurance and healthcare plans designed to provide a reasonable level of security for all employees and their dependents in respect to retirement, health, disability and death in service. The level of benefits is subject to country-specific laws, regulations and market practice. Other benefits that may be paid according to local market practice include long-service awards and perquisites. Employees of all levels who are on an international assignment may also receive benefits in line with the Syngenta International Assignment Policy.

Compensation structure

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

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

The correlation between fixed and variable compensation 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
Total	250	370	344	538

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

Total compensation is split between cash and equity-based components 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 compensation	44	32	34	25
Equity-based compensation	56	68	66	75
Total	100	100	100	100

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

Table 3 shows that equity-based compensation at both target and maximum level is greater than cash compensation. Members of the Executive Committee are therefore highly exposed to share price movements, which reinforces a focus on the long-term success of Syngenta and aligns 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 members of the Executive Committee and members of the Board of Directors. It has the responsibility to propose, determine and review compensation and benefits in accordance with the authorization levels set out below. The Committee consists of four independent non-executive Directors. The Committee does not include any members with interlinked company mandates. The Chief Executive Officer (CEO) is invited to 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 reviews and agrees proposals for the Board of Directors covering their own compensation.

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	CEO	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	CEO	Compensation Committee

The Compensation 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 responsibility for any decision in respect of pensions, insurance and other benefits for members of the Executive Committee (excluding the CEO, for which the Board of Directors has responsibility). Furthermore, it has the 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.

The Chairman of the Compensation Committee submits the Committee's recommendations in respect of the annual compensation of the Chairman and all members of the Board, including the CEO, to the entire Board for approval. At the same time, he informs the entire Board of Directors of the process and outcome of the resolutions adopted by the Compensation Committee with regard to the compensation of the other members of the Executive Committee based on the CEO's recommendations. In the event of termination or recruitment of Executive Committee members during the year, the Chairman of the Compensation Committee informs the Board of Directors of resolutions adopted or requests approval of recommendations as applicable. On an ongoing basis, he informs the Board of Directors of any material business or resolutions adopted by the Compensation Committee.

Compensation of the Board of Directors and the Executive Committee

Compensation of non-executive Directors

Non-executive Directors receive an annual fee. 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.

Non-executive Directors have the option to receive 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 reinforce their focus on Syngenta's long-term, sustainable success and align their interests with those of shareholders. Shares are granted once a year. The grant value of a Syngenta share is the market price at the grant date.

Table 5. Annual fees for non-executive Directors

Function	Annual fee (CHF)
Base fees:	
Chairman of the Board	1,600,000
Vice-Chairman of the Board	375,000
Member of the Board	215,000
Additional fees¹:	
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	85,000
Member of the Compensation Committee	25,000
Member of the Corporate Responsibility Committee	20,000
Chairman of the Science and Technology Advisory Board	20,000

¹ No additional fees are payable to the Chairman and the Vice-Chairman

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 is the market price at the grant date. The shares are blocked from trading for a period of three years. In addition, the Chairman receives certain benefits such as assistance with headquarters' housing, commuting and tax services (see Table 6a for details).

Following his re-election at the AGM 2011, and due to a reduction of his time commitment, the annual fee for the Chairman (cash and shares) has been adjusted from CHF 2,350,000 to CHF 1,600,000 p.a. effective from May 2011.

Compensation of the CEO

The CEO is a member of the Board of Directors and a member of the Executive Committee. His compensation is disclosed as part of 2011 compensation for members of the Executive Committee.

Compensation of former Directors

In 2011, no compensation was paid to any former non-executive or executive Director.

2011 Compensation of the Board of Directors

Table 6a. Compensation of non-executive Directors in 2011

Non-executive Directors	Fee in cash	Fee in unrestricted shares	Fee in restricted shares	Number of unrestricted shares	Number of restricted shares	Total number of shares	Benefits in kind/cash ¹	Total annual fee/benefits received	Company paid social security cost	Total annual cost
Martin Taylor	1,541,929	–	308,071	–	1,103	1,103	153,708	2,003,708	–	2,003,708
Stefan Borgas	73,500	–	171,721	–	612	612	–	245,221	13,194	258,415
Peggy Bruzelius	325,000	–	–	–	–	–	–	325,000	72,117	397,117
Pierre Landolt ²	12,301	222,788	–	794	–	794	–	235,089	15,337	250,426
David Lawrence	127,500	127,668	–	455	–	455	–	255,168	–	255,168
Peter Thompson	245,000	–	–	–	–	–	–	245,000	–	245,000
Jacques Vincent	60,046	180,139	–	642	–	642	–	240,185	–	240,185
Rolf Watter	157,500	–	157,692	–	562	562	–	315,192	17,929	333,121
Felix A. Weber	300,000	–	–	–	–	–	–	300,000	19,518	319,518
Jürg Witmer	375,000	–	–	–	–	–	–	375,000	24,349	399,349
Total	3,217,776	530,595	637,484	1,891	2,277	4,168	153,708	4,539,563	162,444	4,702,007

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

² According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee

All values in Swiss francs

Table 6b. Compensation of non-executive Directors in 2010

Non-executive Directors	Fee in cash	Fee in unrestricted shares	Fee in restricted shares	Number of unrestricted shares	Number of restricted shares	Total number of shares	Benefits in kind/cash ¹	Total annual fee/benefits received	Company paid social security	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 ²	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
Total	3,428,976	622,605	718,878	2,350	2,686	5,036	234,024	5,004,483	197,236	5,201,719

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

² According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee

All values in Swiss francs

2011 Compensation of members of the Executive Committee

In 2011, 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 2011, the CEO received the highest total compensation; his compensation is reported in Table 8.

Tables 7 and 8 show in the column “compensation 2010” the number of share awards, RSUs and stock options that were granted on February 24, 2011, for the year 2010 (excluding the shares purchased under the Employee Share Purchase Plan). The numbers of units

granted were determined after the preparation of the 2010 report and are disclosed retroactively in this 2011 report. As a consequence, the actual values of the granted share awards, stock options and RSUs differ slightly from the values reported in 2010. This is because the number of share awards, stock options and RSUs at grant is rounded to the next whole numbers of units.

Compensation paid in 2010 to former members of the Executive Committee consisted of CHF 40,443 of pension, insurance and benefits in kind, and CHF 3,035 of Company social security cost. No compensation was paid in 2011 to former members of the Executive Committee.

Table 7. Compensation for members of the Executive Committee (a total of 8 people in 2011)

Compensation elements	Number of units		Values	
	2011	2010	2011	2010
Fixed compensation in cash			6,775,971	6,302,082
Allowances in cash			222,021	341,020
STI compensation in cash ¹			1,795,315	898,916
Total compensation in cash			8,793,307	7,542,018
DSP deferred shares ^{2,3,4}	–	8,503	5,308,960	2,624,961
DSP matching shares ^{2,3,5}	–	8,503	5,308,960	2,624,961
LTI options ^{2,3,6}	–	46,269	3,393,750	2,920,962
LTI RSU ^{2,3,7}	–	9,465	3,393,750	2,921,940
ESPP shares	126	119	17,140	16,672
Insurance, pension costs			1,671,254	1,622,657
Benefits in kind ⁸			142,022	199,506
Total compensation			28,029,143	20,473,677
Company social security cost ⁹			845,517	681,414
Compensation related to earlier years				
DSP matching shares ¹⁰	7,979	5,754	2,509,396	1,614,572
Company social security cost			299,129	220,718

Notes refer to 2011 unless other years are indicated.

1 Short-term incentive in cash, payable in 2012 for 2011

2 The numbers of deferred shares, matching shares, options and RSUs for 2010 were granted on February 24, 2011, after the preparation of the 2010 report

3 The numbers of shares, options and RSUs at grant for 2010 were rounded to the next whole number, consequently the values actually granted therefore differ slightly from the values disclosed in the 2010 report

4 Short-term incentive in deferred shares or share awards, which will be granted in 2012 for 2011 (the number of shares is not determined at the time of preparing this report)

5 Actual value of DSP matching shares, which will be granted in 2015 (the number of shares is not determined at the time of preparing this report)

6 Long-term incentive in options, which will be granted in 2012 for 2011 (the number of options is not determined at the time of preparing this report)

7 Long-term incentive in RSUs, which will be granted in 2012 for 2011 (the number of RSUs 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 (cash)

9 Due to the rounding of allocated units (see footnote 3), the cost differs slightly from the value disclosed in the 2010 report

10 Matching shares, which were granted in 2011 for 2007

All values in Swiss francs

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

Compensation elements	Number of units		Values	
	2011	2010	2011	2010
Fixed compensation in cash			1,480,005	1,315,008
Allowances in cash			94,591	109,138
STI compensation in cash ¹			465,600	216,883
Total compensation in cash			2,040,196	1,641,029
DSP deferred shares ^{2,3,4}	–	2,812	1,862,400	868,093
DSP matching shares ^{2,3,5}	–	2,812	1,862,400	868,093
LTI options ^{2,3,6}	–	15,207	1,125,000	960,018
LTI RSU ^{2,3,7}	–	3,110	1,125,000	960,088
ESPP shares	18	17	2,449	2,382
Insurance, pension costs			412,673	399,584
Benefits in kind ⁸			45,135	24,522
Total compensation			8,475,253	5,723,809
Company social security cost ⁹			235,546	161,140
Compensation related to earlier years				
DSP matching shares ¹⁰	1,652	1,404	519,554	393,962
Company social security cost			44,897	119,279

Notes refer to 2011 unless other years are indicated.

1 Short-term incentive in cash, payable in 2012 for 2011

2 The numbers of deferred shares, matching shares, options and RSUs for 2010 were granted on February 24, 2011, after the preparation of the 2010 report

3 The numbers of shares, options and RSUs at grant for 2010 were rounded to the next whole number, the values actually granted therefore differ slightly from the values disclosed in the 2010 report

4 Short-term incentive in deferred shares or share awards, which will be granted in 2012 for 2011 (the number of shares is not determined at the time of preparing this report)

5 Actual value of DSP matching shares, which will be granted in 2015 (the number of shares is not determined at the time of preparing this report)

6 Long-term incentive in options, which will be granted in 2012 for 2011 (the number of options is not determined at the time of preparing this report)

7 Long-term incentive in RSUs, which will be granted in 2012 for 2011 (the number of RSUs 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 (cash)

9 Due to the rounding of allocated units and the related value (see footnote 3), the cost differs slightly from the value disclosed in the 2010 report

10 Matching shares, which were granted in 2011 for 2007

All values in Swiss francs

2011 Holding of shares and options

Table 9. Holding of shares of non-executive Directors* at December 31, 2011 and 2010

Non-executive Directors	Number of unrestricted shares		Number of restricted shares		% voting rights	
	2011	2010	2011	2010	2011	2010
Martin Taylor	8,298	6,622	4,425	4,998	< 0.1%	< 0.1%
Stefan Borgas	–	–	1,655	1,043	< 0.1%	< 0.1%
Peggy Bruzelius	2,464	2,464	–	–	< 0.1%	< 0.1%
Pierre Landolt ¹	8,319	7,525	509	509	< 0.1%	< 0.1%
David Lawrence	11,705	11,226	–	24	< 0.1%	< 0.1%
Peter Thompson ²	1,298	1,298	–	–	< 0.1%	< 0.1%
Jacques Vincent	4,098	3,456	–	–	< 0.1%	< 0.1%
Rolf Watter	2,053	1,857	2,443	2,077	< 0.1%	< 0.1%
Felix A. Weber	440	23	990	1,407	< 0.1%	< 0.1%
Jürg Witmer	4,500	3,000	256	549	< 0.1%	< 0.1%
Total unrestricted/restricted shares	43,175	37,471	10,278	10,607	< 0.1%	< 0.1%
Total shares	53,453	48,078				

	Number of unrestricted ADS		Number of restricted ADS		% voting rights	
	2011	2010	2011	2010	2011	2010
Peter Thompson ADS ²	5,000	7,000	–	–	< 0.1%	< 0.1%
Total ADS	5,000	7,000	–	–	< 0.1%	< 0.1%

1 According to Pierre Landolt and the Sandoz Family Foundation, of the total amounts 7,469 shares were held by the Foundation at December 31, 2011, and 7,184 were held at December 31, 2010

2 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

Table 10a. Holding of shares by members of the Executive Committee* at December 31, 2011

Members of the Executive Committee	Vested shares			Unvested shares			Total Vested/ unvested
	Unrestricted	Restricted	% voting rights	Unconverted share awards	Unmatched shares	Unconverted RSU	
Michael Mack	14,896	11,200	< 0.1%	–	11,146	9,679	46,921
Alejandro Aruffo	4,024	516	< 0.1%	2,764	3,226	2,171	12,701
John Atkin	12,976	4,944	< 0.1%	–	4,890	3,980	26,790
Robert Berendes	3,856	324	< 0.1%	1,473	1,778	2,849	10,280
Christoph Mäder	3,661	2,308	< 0.1%	–	2,254	2,367	10,590
Mark Peacock	24	54	< 0.1%	3,094	3,094	2,416	8,682
Davor Pisk	2,865	3,476	< 0.1%	–	3,422	2,802	12,565
John Ramsay	768	3,528	< 0.1%	–	3,474	2,812	10,582
Total Executive Committee shares	43,070	26,350	< 0.1%	7,331	33,284	29,076	139,111

*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 10b. Holding of shares by members of the Executive Committee* at December 31, 2010 (Table 11a in 2010 report)

Members of the Executive Committee	Vested shares			Unvested shares			Total Vested/ unvested
	Unrestricted	Restricted	% 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
Total Executive Committee shares	43,073	24,855	< 0.1%	8,325	32,760	27,163	136,176

*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 11a. Holding of options by non-executive Directors* at December 31, 2011

Year of allocation	2005	2004	2004	2003	2002
Underlying equity	Share	ADS	Share	Share	Share
Term (years)	10	11	11	11	11
Exercise period (years)	7	8	8	8	8
Option: share/ADS ratio	1:1	1:1	1:1	1:1	1:1
Exercise price CHF	127.38		89.30	59.70	98.00
Exercise price USD		14.53			
Vesting status	All vested				
Options held at December 31, 2011:					
Martin Taylor	-	-	-	-	-
Stefan Borgas	-	-	-	-	-
Peggy Bruzelius	-	-	-	-	-
Pierre Landolt ¹	3,532	-	4,484	2,652	1,713
David Lawrence ²	-	-	-	-	-
Peter Thompson ³	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	-	-	-	-	-
Totals by grant year	8,192	6,560	6,534	7,425	6,851
Total options on ADS	6,560				
Total options on shares	29,002				

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 over 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

Table 11b. Holding of options by non-executive Directors* at December 31, 2010 (Table 12a in the 2010 report)

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			
Options held at December 31, 2010:						
Martin Taylor	-	-	-	-	-	-
Stefan Borgas	-	-	-	-	-	-
Peggy Bruzelius	-	-	-	-	-	-
Pierre Landolt ¹	-	3,532	-	4,484	2,652	1,713
David Lawrence ²	3,225	-	-	-	-	-
Peter Thompson ³	-	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	-	-	-	-	-	-
Totals by grant year	3,225	8,192	6,560	6,534	7,425	6,851
Total options on ADS	6,560					
Total options on shares	32,227					

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

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

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

3 Peter Thompson holds options over 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

Table 12a. Holding of options by members of the Executive Committee* at December 31, 2011

Year of allocation ¹	2011	2010	2009	2008	2007	2006	2005	2004
Underlying equity	Share	Share	Share	Share	Share	Share	Share	Share
Term (years)	10	10	10	10	10	10	10	11
Exercise period (years)	7	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	1:1
Exercise price CHF	308.71	283.70	233.43	301.50	226.70	185.00	127.38	89.30
Vesting status	Unvested			Vested				
Options held at December 31, 2011:								
Members of the Executive Committee								
Michael Mack	15,207	12,398	16,426	4,669	6,075	7,077	-	-
Alejandro Aruffo	4,128	3,440	2,381	-	-	-	-	-
John Atkin	6,114	5,127	6,843	5,292	-	-	-	-
Robert Berendes	4,586	3,589	4,790	3,362	2,369	2,959	4,138	4,048
Christoph Mäder ²	3,518	3,304	3,920	2,739	3,993	4,915	-	-
Mark Peacock	3,639	3,276	4,055	2,988	-	-	-	-
Davor Pisk	4,586	3,739	4,435	1,666	-	-	-	-
John Ramsay	4,491	3,798	4,506	2,431	2,453	3,059	986	-
Totals by grant year	46,269	38,671	47,356	23,147	14,890	18,010	5,124	4,048
Total unvested options	132,296							
Total vested options	65,219							
Total options on shares	197,515							

¹ All options granted in 2003 and earlier years under the Company option plan have been exercised

² Christoph Mäder holds in addition 42 warrants (exercise price CHF 53.40) over Syngenta shares from the time of the merger

*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 members of the Executive Committee* at December 31, 2010 (Table 13a in 2010 report)

Year of allocation ¹	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			
Options held at December 31, 2010:							
Members of the Executive Committee							
Michael Mack	12,398	16,426	4,669	6,075	7,077	–	–
Alejandro Aruffo	3,440	2,381	0	–	–	–	–
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 ²	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	–
Totals by grant year	38,671	47,356	23,147	19,273	22,253	5,124	4,048
Total unvested options	109,174						
Total vested options	50,698						
Total options on shares	159,872						

¹ All options granted in 2003 and earlier years under the Company option plan have been exercised

² Christoph Mäder holds in addition 42 warrants (exercise price CHF 53.40) over Syngenta shares from the time of the merger

*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

Contractual provisions, loans, additional benefits

The notice periods for members of the Executive Committee and the CEO are in accordance with market practice. All employment agreements with members of the Executive Committee and the CEO are subject to a notice period of 12 months. The agreements with the non-executive Directors are not subject to notice periods. Each agreement ends 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. Neither the Executive Committee agreements nor the Board of Directors agreements contain any provisions for termination payments ("golden parachute" or "handshake" or similar arrangements) with regard to severance or other termination events. 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.

Syngenta's focus on the long-term performance and growth of the Company and alignment of employee and shareholder interests is underpinned by members of the Executive Committee and other executives and senior managers receiving a large portion of their variable annual compensation in share awards, RSUs and stock options, which must be held for a full three years before vesting.

Under the rules of the plans, a minimum of 67 percent of an Executive Committee member's total variable compensation is paid in the form of equity-based awards. This percentage increases if the Executive opts to defer an additional percentage of their annual STI award. The members of the Executive Committee have substantial shareholdings accumulated over a number of years. These are disclosed in Tables 10a and 12a.

In 2011, no severance payments were made to former Directors or members of the Executive Committee, and no loans or credits were granted to active or former Directors or members of the Executive Committee, or parties related to them. In addition, at December 31, 2011, there are no such loans or credits outstanding.

In the event of fraud or serious misconduct, the Company reserves the right to dismiss with immediate effect. Furthermore the claw-back of equity-based compensation will be considered by the Compensation Committee on a case-by-case basis and will be enforced as permitted under Swiss law (or any other applicable law). If warranted, all outstanding LTI awards and DSP share awards will lapse with immediate effect.

In 2011, 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, 2011, there are no such liabilities outstanding.

In 2011, 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, 2011, no such items are outstanding.

In 2011, no compensation was paid to any active Director or member of the Executive Committee for other services provided and, at December 31, 2011, no such payment is outstanding.

Valuation and accrual principle

The "accrual basis" is applied to all elements of compensation including STI and LTI awards. These awards are disclosed in the report of the year for which they are paid. The STI and LTI awards in this 2011 report relate to performance and results in 2011, and will be paid in 2012 or later. This is in line with the accrual principle as requested by relevant guidelines. The number of equity units to be granted for 2011 will be determined after the editorial deadline of this report. As a result, while the compensation amount is known and included, the numbers of share awards, RSUs, and stock options to be issued for this amount are not determined and not included in this report.

The number of equity units that were granted for 2010 had been determined after the editorial deadline of the relevant report. For that reason, the actual numbers of share awards, RSUs and stock options awarded for 2010 are included in this 2011 report (see Tables 7 and 8).

The share awards for the incentive year 2011 granted under the DSP in 2012 will be matched in 2015 if the vesting condition is met. In this report, the same value as determined for the deferral of share awards in 2012 is used to state the value of the expected matching of share awards in 2015.

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 2011 cannot be determined at this time.

All reported amounts set out in this Compensation Report 2011 are gross values, i.e. before the deduction of applicable tax, social security contributions or any other statutory charges. When referring to benefits in kind, the benefit received is also stated at its gross value, i.e. before the deduction of applicable tax, social security or any other applicable charges. The Company's cost for social security contributions on all of these elements is stated separately.

Benefits in kind are typically reported at the value of the cost to the Company. No benefits in kind are provided which require a fair market evaluation or a theoretical value.

In Notes 2 and 24 to the Syngenta Group consolidated financial statements included in the Financial Report, the amount 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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Bringing plant potential to life

For the business year 2011, 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 2011 and the Corporate Governance and Compensation Report 2011 are also available in German.

These publications are also available on the Internet: www.syngenta.com

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