



**Corporate Governance Report  
and Compensation Report 2014**

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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” encompasses the entirety of all principles, structures, processes and practices at Syngenta aiming at guaranteeing both transparency and a healthy balance of management and control. Since the foundation of the Company, its Board of Directors (the Board) has given highest 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 the Swiss Code of Obligations
- the SIX Exchange Regulation Directive on Information relating to Corporate Governance (update 2014)
- the standards established in the “Swiss Code of Best Practice for Corporate Governance” (update 2014)
- the Corporate Governance Standards of the New York Stock Exchange (NYSE), as applicable for foreign private issuers<sup>1</sup>, and
- the applicable requirements of the US Sarbanes-Oxley Act of 2002, including the certification of the Company’s Annual Report on Form 20-F<sup>2</sup> by the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO).

The provisions of the Swiss Federal Council’s Ordinance Against Excessive Compensation at Listed Companies implement the specifications of the “Minder Initiative”, a constitutional amendment approved by the Swiss electorate in 2013. The Ordinance applies to all listed companies in Switzerland and entered into force on January 1, 2014. Its key elements are also reflected in the updated SIX Exchange Regulation Directive on Information relating to Corporate Governance and in the revised “Swiss Code of Best Practice for Corporate Governance”. All relevant new provisions have also been incorporated into the Syngenta Articles of Incorporation as approved by the 2014 General Meeting of Shareholders and are reflected where appropriate either in this Report or in the Syngenta Compensation Report.

In 2014, the Board also adopted revised Regulations Governing the Internal Organization of Syngenta and revised the charters of all five Board Committees. These and other documents which define the Syngenta Corporate Governance framework, such as the Syngenta Code of Conduct, are available on the Syngenta website in the section “About Syngenta/Governance”. Summaries of the main responsibilities and the structure of the Board and its Committees are available on pages 9–10 of this Report.

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

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

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

<sup>2</sup> The Annual Report on Form 20-F will be available by mid-February 2015 on [www.syngenta.com](http://www.syngenta.com), section “Investor Relations”

## Organizational structure



At December 31, 2014

Under Swiss company law, Syngenta AG is registered as a stock corporation in the Commercial Register of the Canton Basel-City under the registration number CHE-101.160.902. It was first listed on November 13, 2000, and has its headquarters at Schwarzwaldallee 215, 4058 Basel.

For details regarding the structure of the Company’s operations, including significant affiliates, associates and joint ventures, please refer to the information contained in Note 3 to the Financial Statements of Syngenta AG in the Financial Report 2014, which can be accessed on [www.syngenta.com](http://www.syngenta.com), in the section “Investor Relations”.

## Corporate Governance Report

### Capital structure and shareholders

#### Share capital and shares

The nominal share capital of Syngenta at December 31, 2014, is CHF 9,294,564.90, fully paid-in and divided into 92,945,649 registered shares with a par value of CHF 0.10 each.

Syngenta shares are listed 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 (ADSs).

#### 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 ADSs
ISIN	US87160A1007
Symbol	SYT
Currency	USD
CUSIP	87160A100

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

At December 31, 2014, Syngenta does not have any conditional or authorized capital and has not issued any dividend-right certificates or participation certificates.

#### 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 Annual General Meetings (AGM).

The 2008 AGM authorized the Board of Directors (the Board) to repurchase shares of up to 10 percent of the share capital for cancellation and subsequent reduction of the share capital. This repurchase program started in 2010 and ended on December 31, 2012. The shares repurchased in 2010 and 2011 were cancelled upon decision of the AGMs of April 19, 2011, and April 24, 2012. The last fraction of 13,500 shares, which were repurchased in 2012, was cancelled with effect July 15, 2014, upon decision of the AGM of April 29, 2014.

Furthermore, the 2012 AGM authorized the Board to repurchase up to 10 percent of the Company's share capital under a new share repurchase program, also for the purpose of capital reduction. This share repurchase program started in July 2013 and will end in July 2016 at the latest. In 2013, Syngenta repurchased 167,000 shares, which were also cancelled with effect July 15, 2014, following the approval by the AGM of April 29, 2014.

The share capital of Syngenta AG, after the cancellation of the aforementioned shares, amounts to CHF 9,294,564.90 as shown in the table below:

#### Share capital of Syngenta AG

	Share capital (CHF)	Number of shares	Par value (CHF)
At December 31, 2012	9,312,614.90	93,126,149	0.10
At December 31, 2013	9,312,614.90	93,126,149	0.10
<i>Cancellation of repurchased shares upon AGM decision 2014</i>	<i>18,050.00</i>	<i>180,500</i>	<i>0.10</i>
At December 31, 2014	9,294,564.90	92,945,649	0.10

Additionally, a table with detailed information on changes in the Syngenta share capital during the year ended December 31, 2014, can be found in Note 5 to the Financial Statements of Syngenta AG in the Financial Report 2014.

#### 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 in the Financial Report 2014. 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 percent of the total share capital at December 31, 2014.

#### Significant shareholders

Shareholdings in companies incorporated in Switzerland, whose equity securities are listed in whole or in part in Switzerland, must be reported to the company in question and the SIX Swiss Exchange if such shareholdings attain, fall below or exceed the thresholds of 3, 5, 10, 15, 20, 25, 33⅓, 50 and 66⅔ percent of the voting rights. Details are set out in the Federal Act on Stock Exchanges and Securities Trading (SESTA) and in the Stock Exchange Ordinance FINMA (SESTO-FINMA).

Notifications made by such major shareholders to Syngenta and disclosed by the Company during the business year 2014 are publicly available on the relevant internet page of SIX Exchange Regulation: [www.six-exchange-regulation.com/obligations/disclosure/major\\_shareholders\\_en.html](http://www.six-exchange-regulation.com/obligations/disclosure/major_shareholders_en.html).

At December 31, 2014, to Syngenta's knowledge, the following shareholders, acting in their own name or in their capacity as nominees<sup>1</sup> for other investors or beneficial owners, held 3 percent or more of Syngenta's share capital:

#### Name of direct shareholder or nominee

	In % of total share capital
	2014
JPM Chase Nominees Ltd., London	13.10
Nortrust Nominees Ltd., London	6.73
BlackRock, Inc., New York	5.08 <sup>2</sup>
The Capital Group Companies, Inc., Los Angeles	4.98 <sup>3</sup>
Mellon Bank N.A. as Agent for Its Client (Nominee), Everett	4.96
The Bank of New York Mellon Corporation, New York	3.43

<sup>1</sup> See section Shareholder participation rights on page 3

<sup>2</sup> Latest disclosure at April 14, 2014

<sup>3</sup> Latest disclosure at November 16, 2012

Syngenta is not aware of any other person or institution which, at December 31, 2014, directly or indirectly, on its own account or in concert with third parties, may have held 3 percent or more of the Company's share capital.

At December 31, 2014, Syngenta AG itself held 1,286,312 shares in treasury, corresponding to 1.38 percent of the share capital.

### Cross shareholdings

Syngenta has no cross shareholdings exceeding a reciprocal 3 percent of capital or voting rights with any other company.

### Shareholder information

At December 31, 2014:

#### Share capital and shares

		In % of total share capital
Share capital (CHF)	9,294,564.90	
Number of registered shareholders	65,794	
Total number of shares	92,945,649	100.0
Number of shares registered in the name of shareholders	55,306,376	59.5
Number of unregistered shares (in dispo)	37,639,273	40.5

#### Registered shareholders and shares by categories

	In % of registered shareholders	In % of registered shares
Individual shareholders	95.5	13.5
Institutional shareholders	4.5	86.5

#### Number of registered shares held

	Number of registered shareholders	Holdings in % of total share capital
1 – 100	49,377	2.0
101 – 1,000	14,812	4.4
1,001 – 5,000	1,166	2.7
5,001 – 10,000	172	1.3
10,001 – 50,000	194	4.7
50,001 – 100,000	22	1.8
> 100,000	51	42.6
Total registered shareholders/shares	65,794	59.5
Number of unregistered shares (in dispo)		40.5
Total share capital		100.0

#### Registered shareholders and shares by domicile

	Number of registered shareholders	Holdings in % of total share capital
Great Britain	242	21.5
Switzerland	55,094	18.5
USA	190	11.6
Belgium	72	2.8
Germany	2,789	1.5
Others	7,407	3.6
Total registered shareholders/shares	65,794	59.5
Number of unregistered shares (in dispo)		40.5
Total share capital		100.0

#### Shareholder participation rights

Each share registered under a shareholder's name in the Swiss share register of Syngenta entitles its holder to participate and vote at a general meeting. One share represents 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 (ADSs). ADSs are US securities representing Syngenta shares; five ADSs represent one Syngenta share. The Bank of New York Mellon acts as the Syngenta Depositary for ADSs and administers the ADS program in the US. Syngenta ADS holders are entitled to give written instructions to the Depositary 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 shareholders' meeting by their legal representative, another shareholder with the right to vote, proxies designated in agreements with or regulations relating to nominees or the Independent Proxy. Further regulations relating to powers of attorney and general instructions to the Independent Proxy are defined in article 14 of the Syngenta Articles of Incorporation. Voting instructions to be represented by the Independent Proxy can be submitted in writing by returning a proxy form or, starting at the 2015 AGM, also via Internet.

## Corporate Governance Report

### Transferability of shares and nominee registration

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

Syngenta has issued special provisions concerning nominee registrations: a nominee holding more than 3 percent 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 percent or more of the Company's share capital.

### General meetings of shareholders

Under Swiss law, an Annual General Meeting (AGM) must be held within six months after the end of the Company's business year. Shareholders' meetings may be convened by the Board of Directors (Board) or, if necessary, by the statutory auditor. An invitation including the detailed agenda and clear explanations of all proposals by the Board is sent to every registered shareholder at the latest 20 days before the date of the AGM. The Board 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 percent of the share capital of Syngenta or if requested by the external auditor.

### Statutory quorum

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 66⅔ percent of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented is required for all resolutions as listed in article 704 of the Swiss Code of Obligations.

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 provide stricter voting requirements for shareholders' meetings than the voting requirements prescribed by law.

The Board implements voting procedures allowing the will of the majority to be determined unambiguously and as efficiently as possible. The Board also takes appropriate measures to allow the Independent Proxy to carry out his function effectively. Whenever possible, votes and elections shall be held electronically; the results shall be made available as soon as possible, but no later than one week after the shareholders' meeting has been held.

### Powers of the General Meeting

According to the Syngenta Articles of Incorporation, as revised and approved by the 2014 AGM, the following powers shall be vested exclusively in the general meeting of shareholders:

- to adopt and amend the Articles of Incorporation
- to elect the members of the Board, the Chairman of the Board, the members of the Compensation Committee, the Independent Proxy and the external auditor
- to approve the Management Report and the consolidated financial statements
- to approve the annual financial statements and to decide on the allocation of profits shown on the balance sheet, in particular with regard to dividends
- to discharge the members of the Board and the Executive Committee
- to approve the compensation of the Board and the Executive Committee pursuant to article 29 of the Articles of Incorporation
- to pass resolutions concerning all matters which by law or the Articles of Incorporation are reserved to the authority of the general meeting of shareholders.

### Other shareholder rights

All shareholders are entitled to equal dividends. Holders of American Depositary Shares (ADSs) receive dividends in proportion to the number of Syngenta shares represented by ADSs, one Syngenta share being equivalent to five ADSs.

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 33⅓ percent of the voting rights of a company incorporated in Switzerland of which at least one class of equity securities is listed on the SIX Swiss Exchange must submit a takeover bid to all remaining shareholders. A company may raise this threshold to 49 percent 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](http://www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/articles-of-incorporation.aspx).

## Board of Directors

The Syngenta Board of Directors (the Board) and its Committees are organized as follows:

Board of Directors				
Michel Demaré, Chairman Jürg Witmer, Vice Chairman Michael Mack, CEO		Vinita Bali Stefan Borgas Gunnar Brock Eleni Gabre-Madhin	David Lawrence Eveline Saupper Jacques Vincent	
Chairman's & Governance Committee	Compensation Committee	Audit Committee	Nomination Committee	Corporate Responsibility Committee
Michel Demaré, Chairman Michael Mack Jürg Witmer	Jürg Witmer, Chairman Eveline Saupper Jacques Vincent	Gunnar Brock, Chairman Stefan Borgas David Lawrence	Michel Demaré, Chairman Gunnar Brock Jürg Witmer	Michel Demaré, Chairman Michael Mack Vinita Bali Eleni Gabre-Madhin

At December 31, 2014

Syngenta is led by a strong and experienced Board. It includes representatives with eight 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 Board is the highest level of management in the Company and exercises general supervision over the objectives and the conduct of business. In addition, the Board takes an active role in reviewing and enhancing Corporate Governance within Syngenta. The non-transferable and inalienable duties of the Board as defined in the Syngenta Articles of Incorporation are listed below. More detailed information on the duties and competencies of the Board is available in the Regulations Governing the Internal Organization of Syngenta on [www.syngenta.com](http://www.syngenta.com) in the section "About Syngenta/Governance".

### Responsibilities of the Board of Directors

The Board of Directors (the Board) has the following non-transferable and inalienable responsibilities:

- ultimate direction of the business of the Company and the giving of the necessary directives
- determination of the organization of the Company
- administration of accounting, financial control and financial planning
- appointment and removal of the persons entrusted with the management and representation of the Company
- appointment of an Independent Proxy in cases where the Independent Proxy elected by the General Meeting of Shareholders is not capable of acting
- 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 the Business Report and the Compensation Report and of the General Meeting of Shareholders and the carrying out of the resolutions adopted by the General Meeting of Shareholders
- notification of the court if liabilities exceed assets
- adoption of resolutions concerning the increase of the share capital to the extent that such power is vested in the Board (article 651 paragraph 4 CO), 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.

The Board has delegated the authority to manage the Company's operations to the Chief Executive Officer (CEO) and the Executive Committee.

### Chairman of the Board of Directors

The Chairman of the Board of Directors (the Chairman) is a non-executive member of the Board. He leads the Board in the exercise of its non-transferable duties, including the ultimate management and oversight of the Company. Together with the Chief Executive Officer (CEO), he assumes overall responsibility for the development of the Company's strategies and ensures close alignment and common understanding between the Board, its Committees, the CEO and the Executive Committee of such strategies and their implementation. On behalf of the Board, the Chairman exercises ongoing oversight and governance over the CEO and through him also over the Executive Committee. The Chairman oversees the reputation of the Company and, together with the CEO, represents the interests of the Company to important stakeholders and the general public.

Should the Chairman be unable to carry out his duties, the Vice Chairman shall act in his stead.

## Corporate Governance Report

### Functions and mandates of the members of the Board of Directors

The functions and activities performed by the members of the Board of Directors (the Board), apart from their duties as non-executive members of the Board, do not relate significantly to Syngenta or its subsidiaries. Also, none of the non-executive Directors was a member of the management of Syngenta or one of the Company's subsidiaries in the three financial years preceding the reporting year.

The members of the Board may hold no more than the following number of mandates in the supreme executive bodies of companies and organizations:

- up to additional 4 mandates in listed companies
- up to 5 mandates in non-listed companies
- up to 10 mandates in (i) charitable organizations, (ii) associations or foundations and (iii) other non-profit institutions.

Several mandates held in different companies of the same group count as one mandate. Mandates within companies under the direct or indirect control of Syngenta (subsidiaries) or which are not required to be registered in the Swiss Commercial Register or a similar foreign register are not limited by numbers. A short-term temporary overrun of the limitations set forth above by one mandate is permissible.

### Election of the members of the Board of Directors and terms of office

The members of the Board are elected by the shareholders at the Annual General Meeting (AGM) for a term of one year; re-election is possible. The members of the Board shall automatically retire after the lapse of the 12<sup>th</sup> year of office or, if earlier, on expiry of the 70<sup>th</sup> year of age. In each case, retirement becomes effective on the date of the next AGM following such event.

The Chairman of the Board and the members of the Compensation Committee are also elected by the AGM for a one-year term of office; re-election is possible.

In all other respects, the Board constitutes itself. In particular, it elects one Vice Chairman from among its members, appoints the members of the Board Committees (except for the Compensation Committee) and the respective chairpersons, the CEO, the further members of the Executive Committee and the Head Internal Audit. It also designates the Secretary who need not be a member of the Board. The Company Secretary acts as Secretary to the Board.

### Members of the Board of Directors

At December 31, 2014

#### Michel Demaré

**Born:** August 31, 1956  
**Nationality:** Belgian  
**Initial appointment:** 2012



#### Functions in Syngenta

Chairman of the Board, non-executive Director  
Chairman of the Chairman's & Governance Committee, the Corporate Responsibility Committee and the Nomination Committee  
He is also Chairman of the Syngenta Foundation for Sustainable Agriculture.

#### Professional background

Michel Demaré was Chief Financial Officer and Executive Vice President of ABB from 2005 to February 2013, serving in addition, between late 2008 and March 2011, as the company's President of Global Markets. Between February and September 2008, he was ABB's acting Chief Executive Officer. Previously he had been Chief Financial Officer Europe for Baxter International Inc. He joined Baxter in 2002 after 18 years at the Dow Chemical Company, where he held various treasury and division CFO positions in Europe (including Switzerland) and the USA. Apart from his functions in Syngenta, Michel Demaré is currently holding the following Board memberships:

- Listed companies: Vice Chairman of UBS AG
- Non-listed companies: Member of the Supervisory Board of Louis Dreyfus Commodities Holdings B.V.

In addition, he is Chairman of SwissHoldings in Bern, a member of the Supervisory Board of IMD Business School in Lausanne and a member of the Advisory Board at the Institute of Banking and Finance at the University of Zurich.

Michel Demaré holds a License in Applied Economics from the Université Catholique de Louvain (UCL) and an MBA from the Katholieke Universiteit Leuven (KUL) in Belgium.

#### Jürg Witmer

**Born:** June 22, 1948  
**Nationality:** Swiss  
**Initial appointment:** 2006



#### Functions in Syngenta

Vice Chairman, non-executive Director  
Chairman of the Compensation Committee, member of the Chairman's & Governance Committee and the Nomination Committee

#### Professional background

Jürg Witmer joined Hoffmann-La Roche in Basel in 1978 and subsequently held a number of positions including Legal Counsel, Assistant to the CEO, General Manager and China Project 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. From 1999 to 2005, he acted as Chief Executive Officer of the Givaudan Group in Vernier/Geneva. From 2008 to 2012, he was also Chairman of Clariant AG, Basel.



Apart from his functions in Syngenta, Jürg Witmer is currently holding the following Board memberships:

- Listed companies: Chairman of Givaudan Group
- Non-listed companies: Chairman of Interpharma Investments Ltd., Hong Kong, and non-executive Director of A. Menarini IFR Florence (Italy).

Jürg Witmer has a doctorate in Law from the University of Zurich, as well as a degree in International Studies from the Graduate Institute of the University of Geneva.



**Michael Mack**

**Born:** April 19, 1960  
**Nationality:** American  
**Initial appointment:** 2008

**Functions in Syngenta**

Chief Executive Officer (CEO), executive Director  
Member of the Chairman's & Governance 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 was Chairman and President of the Board of the Swiss-American Chamber of Commerce from 2009 to 2012 and continues to be a member of the Board. He holds no other mandates in the supreme executive bodies of listed or non-listed companies.

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.



**Vinita Bali**

**Born:** November 11, 1955  
**Nationality:** Indian  
**Initial appointment:** 2012

**Functions in Syngenta**

Non-executive Director  
Member of the Corporate Responsibility Committee

**Professional background**

Vinita Bali started her career in India with the Tata Group, and then joined Cadbury India, subsequently working for Cadbury in the UK, Nigeria and South Africa. From 1994 onwards, she held a number of senior positions in marketing and general management at The Coca-Cola Company in the USA and Latin America, becoming Head of Corporate Strategy in 2001, and then joined the Zyman Group as Head of its Business Strategy practice in the USA in 2003. From 2005 to 2014 Vinita Bali was the Managing Director of Britannia Industries, India's public listed premier food

company. She recently stepped down from this executive function to pursue a variety of roles in the corporate and development sectors. These include, apart from her functions in Syngenta, the following Board memberships:

- Listed companies: Non-executive Director of Titan Industries, CRISIL and Smith & Nephew PLC
- Non-listed companies: Vice Chairman of CARE India Solutions for Sustainable Development, non-executive Director in GAIN (Global Alliance for Improved Nutrition) and in Katsuri & Sons Ltd.

She also holds Advisory or Governing Board mandates in several institutions in the development sector.

Vinita Bali holds an MBA from The Jamnalal Bajaj Institute of Management Studies, University of Bombay and a Bachelor degree in Economics from the University of Delhi.



**Stefan Borgas**

**Born:** September 11, 1964  
**Nationality:** German  
**Initial appointment:** 2009

**Functions in Syngenta**

Non-executive Director  
Member of the Audit Committee

**Professional background**

Stefan Borgas has been President and Chief Executive Officer of Israel's ICL Group since September 2012. Prior to this he was CEO of Lonza Group from June 2004 to January 2012 after having 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 the German-Israeli Chamber of Commerce and of the International Fertilizer Industry Association (IFA). Apart from the above, he holds no other mandates in the supreme executive bodies of listed or non-listed companies.

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

## Corporate Governance Report

**Gunnar Brock**

**Born:** April 12, 1950  
**Nationality:** Swedish  
**Initial appointment:** 2012

**Functions in Syngenta**

**Non-executive Director**  
 Chairman of the Audit Committee and member of the Nomination Committee

**Professional background**

Gunnar Brock worked for the Tetra Pak Group for many years, with spells in Asia, Australia and Europe, returning – after a period as President and Chief Executive Officer of Alfa Laval – to become President and Chief Executive Officer of the Tetra Pak Group, headquartered in Switzerland. From 2002 to 2009 he served as President and Chief Executive Officer of the Atlas Copco Group. Apart from his functions in Syngenta, Gunnar Brock is currently holding the following Board memberships:

- Listed companies: Chairman of Stora Enso, non-executive Director of Investor AB, non-executive Director of Total SA
- Non-listed companies: Chairman of Mölnlycke Health Care (a 100% affiliate of Investor AB) and Rolling Optics, non-executive Director of Stena AB.

Gunnar Brock holds an MBA from the Stockholm School of Economics.

**Eleni Gabre-Madhin**

**Born:** July 12, 1964  
**Nationality:** Swiss  
**Initial appointment:** 2013

**Functions in Syngenta**

**Non-executive Director**  
 Member of the Corporate Responsibility Committee

**Professional background**

Eleni Gabre-Madhin is the co-founder and CEO of eleni LLC, which supports the formation of commodity exchanges across Africa, helping to promote food security. She also founded and was CEO of the Ethiopia Commodity Exchange. Previously, she was a Senior Program Leader for Strategy issues at the International Food Policy Research Institute in Addis Ababa and worked for several institutions, such as the World Bank in Washington (2003–2004). Apart from her functions in Syngenta, she holds no other mandates in the supreme executive bodies of listed or non-listed companies.

Eleni Gabre-Madhin holds a BA in Economics from Cornell University, a Master of Science in Agricultural Economics from Michigan State University and a PhD in Applied Economics (Food Research Institute) from Stanford University. She received the Outstanding Dissertation Award from the American Agricultural Economics Association for her research on grain markets in Ethiopia.

**David Lawrence**

**Born:** March 9, 1949  
**Nationality:** British  
**Initial appointment:** 2009

**Functions in Syngenta**

**Non-executive Director**  
 Member of the Audit Committee  
 He is also Chairman of the Science and Technology Advisory Board.

**Professional background**

David Lawrence was Head Research & Development at Syngenta from 2002 to 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. Apart from his functions in Syngenta, David Lawrence is currently a non-executive Director of Rothamsted Research (non-listed company). Besides, he is also a Director of the UK Knowledge Transfer Network Ltd., a member of the UK Industrial Biotechnology Leadership Team, the UK Agri-Tech Strategy Leadership Council, and the Nuffield Council on Bioethics.

David Lawrence graduated in Chemistry from Oxford University with an MA and DPhil in Chemical Pharmacology.

**Eveline Saupper**

**Born:** October 1, 1958  
**Nationality:** Swiss  
**Initial appointment:** 2013

**Functions in Syngenta**

**Non-executive Director**  
 Member of the Compensation Committee

**Professional background**

Eveline Saupper was a partner at the commercial law firm Homburger AG in Zurich until June 2014. Since then, she has been Of Counsel at this law firm. Before joining Homburger in 1985, she worked as a tax specialist with Peat Marwick Mitchell (today KPMG) in Zurich (1983–1985). Apart from her functions in Syngenta, Eveline Saupper is currently holding the following Board memberships:

- Listed companies: Non-executive Director of Bâloise Holding AG
- Non-listed companies: Non-executive Director of hkp group AG, Stäubli Holding AG and Mentex Holding AG.

Eveline Saupper holds a degree and PhD in Law from the University of St. Gallen. She is admitted to the Bar of Zurich and is a certified tax expert.

**Jacques Vincent**

**Born:** April 9, 1946  
**Nationality:** French  
**Initial appointment:** 2005



**Functions in Syngenta**

Non-executive Director  
 Member of the Compensation Committee

**Professional background**

Jacques Vincent began his career with Danone in 1970 where he held various financial and overall management positions within this Group. Among others he was Vice Chairman and Chief Operating Officer from 1998 to 2008 and held various Board positions between 1997 and 2014. Apart from his functions in Syngenta, Jacques Vincent holds no other mandates in the supreme executive bodies of listed or non-listed companies.

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.

**Meetings of the Board of Directors**

The Board of Directors (the Board) meets as often as business requires, however not less than once a quarter. The Chairman, after consultation with the CEO, determines the agenda for the Board meetings. Any member of the Board may request the convening of a meeting or the inclusion of items of business in the agenda. In 2014, 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.

In 2014, the Board met as follows:

Members	Meetings attended <sup>1</sup>
Michel Demaré, Chairman	5
Jürg Witmer, Vice Chairman	5
Michael Mack, CEO	5
Vinita Bali	5
Stefan Borgas	5
Gunnar Brock	5
Eleni Gabre-Madhin	5
David Lawrence	5
Eveline Saupper	5
Jacques Vincent	5

<sup>1</sup> Five meetings held in 2014; average length of the meetings: 8 hours

**Board Committees**

Some of the Board's powers and duties are delegated to the Chairman's & Governance Committee, the Compensation Committee, the Audit Committee, the Nomination 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.

Detailed information on all Board Committees is available in the Committee charters, which can be accessed on the Syngenta website in the section "About Syngenta/Governance". The key accountabilities of the Board Committees are the following:

**Chairman's & Governance Committee (CGC)**

**Main Responsibilities**

- acts on behalf of the Board in delegated matters and in cases of urgency
- within defined financial limits, decides on
  - acquisition or divestments of shares or other equity instruments in other companies, of business or of third party assets
  - the establishment of new legal entities and equity joint ventures
  - the institution and settlement of legal proceedings
- decides on defined financial measures, such as the proposals to the Annual General Meeting on share capital transactions, the issuance and cancellation of negotiable securities by the Company, the entering into or the early termination of long-term financing by third parties, etc.
- proposes the nominations of all members of the Executive Committee, except for the CEO, for appointment by the Board
- reviews issues of corporate governance affecting the Company, including the appropriateness and effectiveness of the Board Committee structure and composition.

The Chairman's & Governance Committee consists of three members: the Chairman, the CEO and one independent, non-executive member of the Board. The Group General Counsel acts as Secretary to the Chairman's & Governance Committee.

Members (at December 31, 2014)	Meetings attended <sup>1</sup>
Michel Demaré, Chairman	3
Jürg Witmer	3
Michael Mack	3

<sup>1</sup> Three meetings held in 2014; average length of the meetings: 3 hours

**Compensation Committee (CC)**

**Main Responsibilities**

- reviews and recommends to the Board the compensation principles, strategy and policies which define the compensation system
- defines the elements and the structure of the compensation system, including the structure of share ownership plans
- reviews and recommends to the Board on an annual basis a proposal for approval by the Annual General Meeting of Shareholders of the total compensation of the Board and the Executive Committee
- pursuant to article 29 of the Articles of Incorporation, sets or amends the compensation packages of the members of the Executive Committee and prepares a proposal to the Board to set or amend the compensation package of the CEO
- prepares and recommends to the Board the Compensation Report for approval.

Further information is available in the 2014 Syngenta Compensation Report and in the charter of the Compensation Committee on the Syngenta website in the section "About Syngenta/Governance".

## Corporate Governance Report

The Compensation Committee consists of a minimum of three independent, non-executive members of the Board<sup>1</sup>; the Chairman shall not be a member of the Compensation Committee. The Head of Human Resources acts as Secretary to the Compensation Committee.

Members (at December 31, 2014)	Meetings attended <sup>2</sup>
Jürg Witmer, Chairman	5
Eveline Saupper	5
Jacques Vincent	5

<sup>1</sup> The Chairman and the CEO are standing guests, except when issues regarding their own positions are discussed

<sup>2</sup> Five meetings held in 2014; average length of the meetings: 2 hours

### Audit Committee (AC)

#### Main Responsibilities

- assists the Board in fulfilling its supervisory responsibilities with respect to accounting and financial reporting practices of the Company
- monitors the performance of the external auditor, checking its independence and coordinating its work with internal audit
- 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
- monitors the effectiveness of the financial compliance framework and of the internal controls environment.

The Audit Committee consists of at least three independent, non-executive members of the Board; the Chairman shall not be a member of the Audit Committee. A member of the Corporate Legal Department currently acts, as a delegate of the Group General Counsel, as Secretary to the Audit Committee.

Members (at December 31, 2014)	Meetings attended <sup>1</sup>
Gunnar Brock, Chairman	5
Stefan Borgas	4
David Lawrence	5

<sup>1</sup> Five meetings held in 2014; average length of the meetings: 2.5 hours. The external auditor attended all meetings in 2014

### Nomination Committee (NC)

#### Main Responsibilities

- establishes a process to support the Board to identify and select succession candidates for the Board members and the CEO
- reviews at least once per year the succession plans for Executive Committee members
- reviews at least once per year the independence of the Board
- prepares and manages the process of self-assessment of the Board regarding its own performance and effectiveness, retaining external support as appropriate.

The Nomination Committee consists of the Chairman and two independent, non-executive members of the Board.

Members (at December 31, 2014)	Meetings attended <sup>1</sup>
Michel Demaré, Chairman	2
Jürg Witmer	2
Gunnar Brock	2

<sup>1</sup> Two meetings held in 2014; average length of the meetings: 1 hour

### Corporate Responsibility Committee (CRC)

#### Main Responsibilities

- reviews and advises the Board on overall Corporate Responsibility priorities, policies and issues
- acts as custodian of the Board in all Corporate Responsibility matters and exercises oversight over the Executive Committee in this respect
- assesses the effectiveness of the implementation of Corporate Responsibility related internal policies.

The Corporate Responsibility Committee consists of the Chairman, at least two further independent, non-executive members of the Board, and the CEO. The Group General Counsel acts as Secretary to the Corporate Responsibility Committee.

Members (at December 31, 2014)	Meetings attended <sup>1</sup>
Michel Demaré, Chairman	2
Michael Mack	2
Vinita Bali	2
Eleni Gabre-Madhin	2

<sup>1</sup> Two meetings held in 2014; average length of the meetings: 2 hours

### 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.
- Board Committees regularly meet as appropriate with members of management, external advisors and the external auditor.
- Important information is regularly sent to the Board.

## Risk management

Risk management is of highest importance at Syngenta; responsibility for it is assumed by the Board and, within the scope of its duties, by every individual Board Committee including the Audit Committee.

A Risk Management Policy sets out global standards for Syngenta and guidelines on how risks are to be identified, classified and managed throughout the business.

At least annually, the businesses and functions review their risks and decide on how these have developed and how they need to be classified and treated going forward. Specialized functions such as Group Finance, Health Safety & Environment, Corporate Security, Legal & Compliance and many others support the business in managing risks in their respective areas. Group risks can be broadly categorized into financial, operational, legal, compliance, regulatory and strategic risks.

Group Risk Management at Syngenta collects information on all identified risks from businesses and functions on a regular basis and completes the assessment process by making its own assessment and challenging the teams as appropriate. Risks are described and tracked on a dedicated Risk Management Information System.

The outcome of this review is an accurate Risk Profile, which, in combination with the Risk Management organization, builds the Syngenta Risk Management Framework.

Group Risk Management reports Syngenta's Risk Profile to Syngenta's Global Compliance and Risk Management Committee (CRMC), which in turn reports to the Syngenta Executive Committee and the Board of Directors.

## Audit

### Internal Audit

Internal Audit, as an independent function, carries out control, operational and system audits. All subsidiaries are within the scope of Internal Audit. Audit plans are reviewed and approved by the Audit Committee, and any suspected irregularities noted during audits are reported without delay. Internal Audit reports on issues arising from internal audits to the Audit Committee and shares reports with the external auditor.

### External auditor

The external auditor is accountable to the Audit Committee, the Board and ultimately to the shareholders. At the completion of the audit, the external auditor presents and discusses the audit reports on the financial statements and internal controls with the Audit Committee, highlighting the significant accounting and auditing matters addressed during the course of the audit.

The external auditor regularly participates in the Audit Committee meetings, and at least once a year the external auditor takes part in a meeting with the Board.

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

After 12 uninterrupted years of working with Ernst & Young AG, KPMG AG was elected by the 2014 AGM as external auditor to Syngenta for the business year 2014. The appointment is for one year and can be renewed annually. The auditor in charge may serve for no more than five years. The current auditor in charge, Richard Broadbelt, has served for one year (2014).

### External auditor fees

(\$ million)	2014	2013
Audit services	8.3	9.6
Audit-related services	0.3	0.5
Tax services	1.8	0.5
Other services/additional fees	0.6	0.1
<b>Total</b>	<b>11.0</b>	<b>10.7</b>

- Audit services are defined as the audit work required to allow the external auditor to issue an opinion on the statutory and regulatory filings of the Company and its subsidiaries. This category therefore includes services such as statutory and other legally required audits, attest services, comfort letters, 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, due diligence and related audits, internal control reviews and consultation concerning financial accounting and reporting standards.
- Tax services include all services performed by the external auditor's tax department except those services related to the audit. It includes compliance with tax law, tax planning, and tax advice.
- Other services/additional fees include advice relating to process improvements, training and subscription fees for accounting, and reporting updates.

### Board of Directors oversight over external audit

The Audit Committee, on behalf of the Board, is responsible for monitoring the performance of the external auditor and verifying its independence. In addition, the Audit Committee monitors the implementation of findings of the external auditor by management. The Audit Committee also considers and makes recommendations on the appointment, reappointment or removal of the external auditor to the Board, which then nominates the external auditor for election by the Annual General Meeting. As an additional duty, the Audit Committee authorizes non-audit services of the external auditor permitted under any of the listing or other rules applicable to Syngenta. The CFO and the Group Financial Controller are generally invited to the meetings of the Audit Committee; the external auditor, the Head Internal Audit and other members of management may also be invited as appropriate. The Chairperson of the Audit Committee reports orally to the Board after each meeting on the work performed by the Committee, its findings and actions undertaken.

## Corporate Governance Report

### Executive Committee

Under the leadership of the Chief Executive Officer (CEO), the Executive Committee is responsible for the active leadership and the operative management of the Company. It consists of the CEO, the Chief Operating Officer (COO) EAME & Latin America, the Chief Operating Officer (COO) APAC & North America, the Chief Financial Officer (CFO), the Head Research & Development, the Head Global Operations, the Head Legal & Taxes, the Head Human Resources and the Head Corporate Affairs.

#### Changes announced

John Atkin, COO EAME & Latin America, is retiring at December 31, 2014. He will be succeeded by Jonathan Parr with effect January 1, 2015.

#### Members of the Executive Committee

At December 31, 2014

Members	Function
Michael Mack	Chief Executive Officer (CEO)
John Atkin	Chief Operating Officer EAME & Latin America
Caroline Luscombe	Head Human Resources
Christoph Mäder	Head Legal & Taxes and Company Secretary
Patricia Malarkey	Head Research & Development
Mark Peacock	Head Global Operations
Davor Pisk	Chief Operating Officer APAC & North America
John Ramsay	Chief Financial Officer
Jonathan Seabrook	Head Corporate Affairs

#### Responsibilities of the Executive Committee

The duties of the Executive Committee comprise in particular:

- formulation of the fundamentals of corporate policy
- designing the Company's strategy and strategic plans for the approval of the Board of Directors (the Board)
- implementation of the strategies, strategic plans and the periodic assessment of the attainment of goals
- submission of regular reports for the attention of the Board or its Committees
- personnel appointments within its own area of authority and any modifications to the organization
- promotion of a modern and active leadership culture
- provision and optimal utilization of resources (finances, management capacity)
- establishment of an active communications policy within and outside the Company
- systematic selection, development and promotion of new and potential management personnel
- examination and approval of significant agreements with third parties and business activities involving extraordinary high risks
- establishment of guidelines for planning, organization, finance, reporting, information and other technology, etc.

### Chief Executive Officer (CEO)

The CEO is nominated by the Board; he shares responsibility for the strategic direction of the Company with the Chairman. The CEO and the Executive Committee are jointly responsible for the active leadership and operative management of the Company. The CEO leads the Executive Committee. Members of the Executive Committee are directly responsible to the CEO. The CEO manages the reputation of the Company and, together with the Chairman, represents the interests of the Company to important stakeholders and the general public.

#### Management contracts

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

#### Duration of employment contracts and mandates

Employment contracts with members of the Executive Committee are concluded for an indefinite term. The maximum notice period for the CEO and all members of the Executive Committee is 12 months.

The members of the Executive Committee, subject to the approval by the Chairman of the Board, may hold no more than the following number of mandates in the supreme executive bodies of companies and organizations:

- up to 2 mandates in listed companies
- up to 2 mandates in non-listed companies
- up to 4 mandates upon instruction of Syngenta in companies that are not directly or indirectly controlled by Syngenta
- up to 10 mandates in (i) charitable organizations, (ii) associations or foundations and (iii) other non-profit institutions.

Several mandates held in different companies of the same group count as one mandate. Mandates within companies under the direct or indirect control of Syngenta (subsidiaries) or which are not required to be registered in the Swiss Commercial Register or a similar foreign register are not limited by numbers.

## Executive Committee

At December 31, 2014

### Michael Mack

**Born:** April 19, 1960  
**Nationality:** American  
**Appointment:** 2008



#### Functions in Syngenta

Chief Executive Officer (CEO), executive Director  
Member of the Chairman's & Governance 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 was Chairman and President of the Board of the Swiss-American Chamber of Commerce from 2009 to 2012 and continues to be a member of the Board. He holds no other mandates in the supreme executive bodies of listed or non-listed companies.

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.

### John Atkin

**Born:** September 1, 1953  
**Nationality:** British  
**Appointment:** 2000



#### Function in Syngenta

Chief Operating Officer

John Atkin is retiring at December 31, 2014. He will be succeeded by Jonathan Parr as of January 1, 2015.

#### Professional background

Prior to his role as Chief Operating Officer, John Atkin was Chief Operating Officer for Syngenta Crop Protection, from the foundation of the Company in 2000 until February 2011. Before 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). Apart from his function in Syngenta, John Atkin is a non-executive Director of Driscoll's (non-listed company).

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

### Caroline Luscombe

**Born:** February 28, 1960  
**Nationality:** British  
**Appointment:** 2012



#### Function in Syngenta

Head Human Resources

#### Professional background

Caroline Luscombe joined Syngenta as Head of Human Resources in January 2010. Prior to this, she held several senior HR roles in the GE group, namely Head HR for GE Capital Global Banking (2009), HR Leader for GE Money and GE Money EMEA (2006–2008), HR Leader for GE Healthcare Bio-Sciences (2004–2006) and, before its acquisition by GE, Executive Vice President HR for Medical Diagnostics, Amersham plc (2001–2004). From 1997 to 2001, she worked in the chemical sector for Laporte plc and was promoted to Head of HR in 2000. She also held senior HR roles in Rhone-Poulenc Rorer (formerly Fisons plc, 1995–1996) and Tiphook plc (1989–1995). She started her career in finance at Arthur Young McClelland Moore and was UK controller and Compensation and Benefits manager for the strategy consultants Bain & Company (1983–1989). Caroline Luscombe holds no other mandates in the supreme executive bodies of listed or non-listed companies.

She holds a Bachelor degree in German from University College, London.

### Christoph Mäder

**Born:** July 21, 1959  
**Nationality:** Swiss  
**Appointment:** 2000



#### Functions in Syngenta

Head 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 Vice Chairman of economiesuisse, the main umbrella organization representing Swiss economy. He is also a member of the Board of scienceindustries, the association of Swiss chemical, pharmaceutical and biotech industries, a member of the Board of the Basel Chamber of Commerce 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). Christoph Mäder holds no other mandates in the supreme executive bodies of listed or non-listed companies.

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

## Corporate Governance Report

**Patricia Malarkey**

**Born:** November 23, 1965  
**Nationality:** British/American  
**Appointment:** 2014



**Function in Syngenta**  
 Head Research & Development

**Professional background**

Prior to her current role as Head Research & Development, Patricia Malarkey was Head Research & Development for Lawn & Garden at Syngenta (2012–2013). Before that, she held a number of senior scientific positions in Crop Protection, Seeds and Biotechnology at Syngenta in Europe and the United States. Patricia Malarkey holds no other mandates in the supreme executive bodies of listed or non-listed companies.

She graduated from the University of Glasgow in Agricultural Chemistry and holds a master's degree in Toxicology from the University of Surrey.

**Mark Peacock**

**Born:** February 2, 1961  
**Nationality:** British  
**Appointment:** 2007



**Function in Syngenta**  
 Head 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. Mark Peacock holds no other mandates in the supreme executive bodies of listed or non-listed companies.

He has a degree in Chemical Engineering from Imperial College, London, and a Master in International Management from McGill University in Montreal.

**Davor Pisk**

**Born:** March 16, 1958  
**Nationality:** British  
**Appointment:** 2008



**Function in Syngenta**  
 Chief Operating Officer

**Professional background**

Prior to his current role as Chief Operating Officer Syngenta, Davor Pisk was Chief Operating Officer for Syngenta Seeds 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). Davor Pisk holds no other mandates in the supreme executive bodies of listed or non-listed companies.

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

**John Ramsay**

**Born:** October 3, 1957  
**Nationality:** British  
**Appointment:** 2007



**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. John Ramsay holds no other mandates in the supreme executive bodies of listed or non-listed companies.

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

**Jonathan Seabrook**

**Born:** December 24, 1969  
**Nationality:** British  
**Appointment:** 2013



**Function in Syngenta**  
 Head Corporate Affairs

**Professional background**

Prior to his current role, Jonathan Seabrook was Head Investor Relations Syngenta (2003–2007). Before joining the Company, he held a number of positions in the pharmaceutical and financial services industries, including Glaxo, SmithKline Beecham, N.M. Rothschild & Sons and Bank of America, in both the UK and the USA. Jonathan Seabrook holds no other mandates in the supreme executive bodies of listed or non-listed companies.

He graduated from Exeter University with a degree in Ancient History and is a member of the Chartered Financial Analyst Society.



## 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 2014 comprises three documents: the Annual Review (incorporating the Corporate Responsibility Report), the Financial Report, and the Corporate Governance Report and Compensation Report.

The Syngenta Group consolidated 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](http://www.syngenta.com). The site also provides a full set of earnings releases, recent investor presentations and answers to the most frequently asked questions.

The Syngenta Investor Relations program includes:

- full and half year results conference call
- quarterly sales conference call
- business and strategy updates
- meetings with investors 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 company listed on the New York Stock Exchange (NYSE), Syngenta complies with the disclosure requirements of the US Securities and Exchange Commission (SEC) and the NYSE Standards for Corporate Governance. As a foreign private issuer, Syngenta is permitted to follow home country practice in lieu of the provisions applicable to US domestic companies, provided that any significant ways in which its Corporate Governance practices differ from NYSE Listing Standards are disclosed. Such differences are listed in full on Syngenta's website on [www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/corporate-governance-nyse.aspx](http://www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/corporate-governance-nyse.aspx).

Disclosure requirements in particular include Form 20-F filings and press releases furnished under cover of Form 6-K to the SEC. These documents can be found on [www.syngenta.com](http://www.syngenta.com) and on the SEC website [www.sec.gov/cgi-bin/browse-edgar?action=getcompny&CIK=0001123661&owner=include&count=40](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompny&CIK=0001123661&owner=include&count=40).

## Website information (selection)

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

## Investor calendar 2015

Events	Date
2014 Full Year Results	February 4, 2015
2014 Annual Report on Form 20-F	February 12, 2015
2014 Annual Report	March 18, 2015
2015 Q1 Trading Statement	April 17, 2015
2015 AGM	April 28, 2015
2015 Half Year Results	July 23, 2015
2015 Q3 Trading Statement	October 15, 2015

## 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 2014. The Compensation Report will be submitted to an advisory vote of the shareholders at the Annual General Meeting (AGM).

Amendments to Syngenta's Articles of Incorporation to comply with the Ordinance against Excessive Compensation at Listed Companies (Ordinance) were approved by shareholders at the 2014 Annual General Meeting.

The revised Articles of Incorporation include rules on the principles applicable to performance-related pay and to the allocation of equity securities, convertible rights and options (Article 29, 7-12), additional amounts for payments to Executive Committee members appointed after the vote on pay at the General Meeting of Shareholders (Article 29, 13) and the vote on pay at the General Meeting of Shareholders (Article 29, 4-6).

Details of these rules are available on Syngenta's website, at the "About Syngenta" webpage: <http://www.syngenta.com/global/corporate/SiteCollectionDocuments/pdf/reports/20140715-syngenta-statuten-english.pdf>

In line with Syngenta's Articles of Incorporation, at the 2015 Annual General Meeting, the Board of Directors will submit the maximum total compensation for shareholder approval for:

- the Board of Directors for the period until the 2016 Annual General Meeting of Shareholders
- the Executive Committee for the year ending December, 31 2015.

### Changes to the Executive Committee compensation structure

In the Compensation Report 2013 it was noted that in 2014 the Compensation Committee would undertake a review of the compensation structure of the Executive Committee. The review was conducted taking into account the views of shareholders, relevant market practice, competitive positioning and Syngenta's strategic objectives.

As the total compensation of the Executive Committee was found to be below the median of both the Swiss and Pan-European peer groups, the Compensation Committee decided to move total compensation towards the median by only increasing the variable compensation component, with particular focus on a re-designed long-term incentive. These adjustments allowed us to reposition the Company at the median of our peer groups, but only in case targets are met or exceeded, thereby increasing alignment to shareholders' interests.

Furthermore, the Compensation Committee agreed the following changes to the compensation system:

- to amend the financial measures of the short-term incentive plan as follows:
  - earnings per share will be calculated after and not before restructuring and impairment
  - return on invested capital will be replaced by Cash Flow Return on Investment to align this target with the Company's strategy
- to amend the current long-term incentive plan for Executive Committee members to include secondary performance conditions which explicitly align their interests with those of the shareholders and supports the Company's long-term strategy (see page 20 for further details)
- to introduce share ownership guidelines requiring Executive Committee members and Board members to hold a percentage of their annual base salary or Board fee, respectively, in Syngenta shares (see page 28 for further details)
- to exclude Executive Committee members from participation in the Employee Share Purchase Plan.

## 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 increase and variable compensation payments. 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.

The Company seeks to position itself around the relevant market median for base salary and benefits. Variable compensation, both short- and long-term, is designed to ensure high performers may achieve around upper quartile actual total compensation.

### 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 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 2014, 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 number of employees.
- North America Group: 20 comparable companies (18 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, Hay Group, on compensation policy matters, benchmarking of the Executive Committee and Board of Directors, and other relevant compensation-related market information. Hay Group does not provide any additional services for Syngenta. When deemed appropriate, other independent compensation advisors are consulted. In addition, support and expertise are provided by internal compensation experts, including the Head Human Resources and Head Compensation and Benefits.

Taking into account the market data, the recommendation of the external advisor and the achievement of business and individual objectives, the Compensation Committee determines the appropriate compensation levels of the Executive Committee, in accordance with the rules of the relevant variable compensation plans.

The Company again in 2014 commissioned an analysis of internal pay relativities to review the appropriateness of pay progression as job responsibilities increase. The analysis concluded that:

- compensation is appropriately distributed throughout the organization
- the compensation structures are internally consistent across all work levels
- there is a strong linear correlation between job size and both base salary and variable compensation components.

### 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
- work 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 incentives and, for selected leaders, long-term incentives. Variable compensation is determined by the work 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.

Details of the various short- and long-term incentive plans are provided in the following sections.

# Compensation Report

**Table 1. Fixed and variable compensation**

	Chairman of the Board	Members of the Board	Executive Committee	Senior Management	All employees	Description	Link to compensation principles
Fixed compensation	•	•	•	•	•	Cash – all employees Members of the Board may opt for cash and/or shares	Attract and retain high-quality employees; reference to relevant markets and comparable companies
<b>Variable compensation</b>							
Short-Term Incentive (STI)			•	•	•	Cash – all employees	Performance-based compensation
Deferred Share Plan (DSP)			•	•		For senior management and Executive Committee, deferred share awards or shares and matching shares <sup>1</sup>	Equity-based compensation focusing on sustainable business performance and alignment with shareholders
Long-Term Incentive Plan (LTI)			•	•		For senior management and Executive Committee, stock options and RSUs <sup>2</sup>	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)			• <sup>3</sup>	•	•	Plan for all Switzerland-based Syngenta employees: share purchase up to CHF 5,000.– p.a. at 50 percent discount rate <sup>4</sup>	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 Restricted stock units

3 From 2015 onwards, Executive Committee members are no longer eligible to participate in the ESPP

4 Employee Share Purchase Plans are also established in many other countries

## Short-Term Incentive (STI)

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

### STI targets for managers and Executive Committee members

The target STI as a percentage of base salary is shown in the table below:

	STI targets (as a percentage of base salary)
Management <sup>1</sup>	25%
Senior Management <sup>1</sup>	30%–40%
Executive Committee	70%
Chief Executive Officer	80%

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

Both the individual and financial percentage awards can range from zero to 200 percent of the STI target as outlined in the Articles of Incorporation (Article 29, 10). The STI payout is limited to two times the target award.

### 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. Individual objectives are set early in the calendar year as part of the annual performance management program. Company financial targets are also set on an annual basis early in the calendar year and may include measures such as Group Net Income, business value added, EBITDA, etc.

At the end of the calendar year both individual and Company 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.

### STI award for Executive Committee members

For Executive Committee members, a greater emphasis is placed on the achievement of financial results. Financial performance measures account for 70 percent of the STI award while 30 percent is based on individual performance. In addition, the STI payout is contingent upon the annual Group Net Income (GNI) reaching a threshold of 85 percent of the target budget. The financial performance measure consists of earnings per share (EPS) (55 percent) and return on invested capital (ROIC) of the Group (15 percent).

### 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 interests with shareholders by converting part of their STI into Syngenta share awards with a blocking period of three years and thus expose them fully 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 a Syngenta share. The number of share awards is calculated based on the closing share price at grant date and the amount of STI deferred (mandatory plus any voluntary amount). The calculation is made by applying the following formula:

Number of share awards = (mandatory deferral percentage plus voluntary deferral percentage) times 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. In accordance with the Articles of Incorporation (Article 29, 12) this provision may be waived. 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) Plans

The LTI plans are 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 long-term performance objectives supporting the Company's strategy and sustainable financial performance.

	LTI targets (as a percentage of base salary)
Management <sup>1</sup>	20%
Senior Management <sup>1</sup>	25%–40%
Executive Committee	100%
Chief Executive Officer	140%

<sup>1</sup> Higher target percentages apply to managers and senior managers in the USA

### Long-Term Incentive Plan

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.

Participants receive 50 percent of their incentive 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, each RSU converts to a share of Syngenta stock.

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

The Executive Committee members participated in this Plan for the grants made in 2014 and prior years.

## Compensation Report

### New Executive Long-Term Incentive Plan

For members of the Executive Committee the above described Long-Term Incentive Plan is being replaced from 2015 onwards by a new Executive Long-Term Incentive Plan (LTI Plan). Any awards granted under the previous LTI plan will remain subject to the rules of that plan. The key feature of the new LTI Plan is the introduction of performance measures.

Depending on the contribution made towards driving sustainable long-term growth in the business, the individual awards granted may be lower or higher than the target and can range from zero to 150 percent of the target incentive, as outlined in the Articles of Incorporation (Article 29, 10). The value of the award at vesting will depend firstly on the number of awards that vest subject to the applicable performance conditions, and secondly the development of the Syngenta share price, and may therefore be higher or lower than the value at grant.

Participants in the LTI Plan will receive 50 percent of their incentive in the form of performance stock options and 50 percent in Performance Stock Units. Both are subject to a three-year vesting period.

The number of equity awards granted will be calculated at the time of grant with reference to the fair value of each instrument.

#### Performance measures

Performance stock options

The number of performance stock options that will vest shall be based on the Company's total shareholder return (TSR) versus a comparator group of 15 companies over rolling three-year performance periods. The comparator group includes the Company's direct competitors: BASF SE, Bayer AG, The Dow Chemical Co, El du Pont de Nemours & Co and Monsanto Co and 10 other companies selected from industries and regions where Syngenta competes for capital and talent: Clariant AG, Givaudan SA, Nestle SA, Novartis AG, Roche Holding AG, Akzo Nobel N.V., Danone SA, Koninklijke DSM N.V., SAB Miller Plc and Solvay SA.

At the end of the three-year performance period all of the companies will be ranked from the highest (rank 1) to the lowest (rank 16) TSR. The number of options which will vest shall be calculated on a stepped quartile payout scale (four ranked positions per quartile) and TSR will be measured in US Dollars. The total number of options that could vest shall range from zero to 125 percent: Lower quartile performance (ranked positions 13 to 16) will result in zero percent vesting. Upper quartile performance (ranked positions 1 to 4) shall result in 125 percent vesting.

If any company in the above comparator group is deemed by the Compensation Committee to no longer be suitable, for example in the case of delisting, bankruptcy, merger, etc., it will be removed or replaced by a suitable alternative.

Relative TSR has been chosen as the performance measure as it allows for an objective external assessment over a sustained period on a basis that is familiar to shareholders.

### Performance Stock Units (PSUs)

The number of PSUs that will vest shall be based on internal performance measures which support the Company's long-term strategy:

- Agribusiness growth and business quality – these targets are aligned with the Company's objective of increasing its share over time at higher levels of profitability.
- Cash flow return on investment (CFROI) – a focus on cash generation and cash return to shareholders is an integral part of the Company's financial framework. The value of the investments necessary to grow the business is measured through CFROI.
- EBITDA margin percent – EBITDA margin targets reflect the Company's commitment to margin improvement through the Accelerating Operational Leverage (AOL) program.
- Good Growth Plan – reflects the Company's commitment to improving resource efficiency, rejuvenating ecosystems and revitalizing rural communities.

Each of the internal performance measures has a weighting of 25 percent and is tested annually throughout the performance period.

The total number of PSUs that could vest range from zero to 100 percent of the number granted.

In the case of retirement, a participant's equity awards will vest with performance measured as per the original schedule. In the event of resignation the equity awards will vest with performance measured as per the original schedule, pro-rated for time served. Other leaver circumstances will be governed by the LTI Plan regulations.

In the event that the Compensation Committee determines that an Executive Committee member materially breached their duties as a member of the Executive Committee, it reserves the right to claw back a portion or all of the PSUs and non-vested Options from that Executive Committee member.

Each year, the Compensation Committee will approve the targets for the three-year plan which shall be aligned to both the long-term plan of the Company and to the operating budget. As the three-year targets may be market sensitive and thus confidential, the Company will not disclose the performance targets over the three years, but will disclose retrospectively the degree to which performance was achieved against each of these targets.

The Compensation Committee believes that these performance measures best represent the measures used by shareholders to assess the Company's value. The consistent use of these measures together with the overlapping performance years will enhance the focus on longer-term operating performance.

The following schedule, using the 2015 LTI Plan as an example, presents the Compensation Committee's process for target setting, approving awards and determining the final payout under the new LTI Plan:

December 2014	February 2015	February 2016	February 2017	February 2018
– Compensation Committee determines targets for the four internal performance measures for the 2015 LTI Plan (2015–2017)	– Compensation Committee and the Board of Directors approves the number of performance stock options and PSUs to be granted under the 2015 LTI Plan	– Compensation Committee assesses 2015 performance against each of the four internal performance measures	– Compensation Committee assesses 2016 performance against each of the four internal performance measures	– Compensation Committee assesses 2017 performance against each of the four internal performance measures, and confirms TSR performance for 2015–2017 – Compensation Committee confirms the percentage of PSUs and performance stock options that vest under the 2015 LTI Plan

The Compensation Committee will follow the same process each year for successive plans.

#### 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 up to CHF 5,000 worth of shares at 50 percent of the share price on the date of purchase. These shares are subject to a blocking period of three years. The regulations of the Swiss ESPP allow all employees in Switzerland, including members of the Executive Committee, to be eligible to participate in the Swiss ESPP. From 2015 onwards, members of the Executive Committee will no longer 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

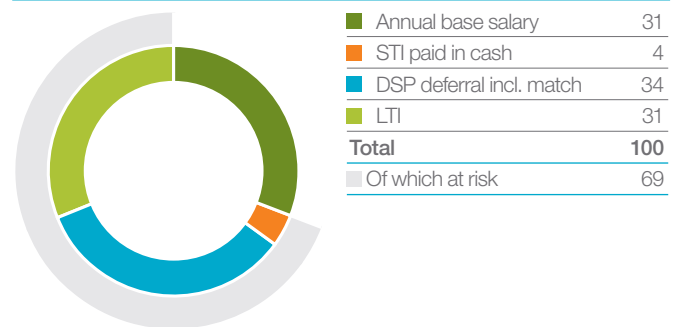
Benefits consist mainly of pension, insurance and healthcare plans designed to provide a reasonable level of security for all employees and their dependents in respect of retirement, health, disability and death in service. The level of benefits is subject to country-specific laws, regulations and market 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. Executive Committee members participate in the Company's pension plans in accordance with applicable laws.

#### Compensation structure

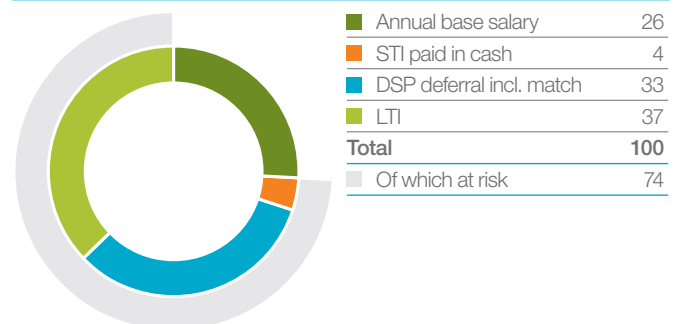
The compensation elements described in the Compensation Report refer primarily to Switzerland and to senior executives. Although many of the elements are operated consistently on a global basis, local market variations apply.

The following charts illustrate the relation between the different compensation elements at target performance with maximum DSP deferral.

#### Compensation mix at target for members of the Executive Committee (excluding the CEO) %



#### Compensation mix at target for the Chief Executive Officer %



The charts show that at maximum DSP deferral more than two-thirds of the target compensation is performance-based and therefore at risk. In addition, at target, equity-based compensation 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 Report

### 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 three independent non-executive Directors. The Committee does not include any members with interlinked company mandates. The Chairman of the Board and the Chief Executive Officer (CEO) are invited to meetings of the Committee except when their own compensation is reviewed. The Vice Chairman does not attend any meetings when the Committee reviews and agrees proposals for the Board of Directors covering his compensation.

Compensation-related decisions are governed as follows:

**Table 2. 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
Maximum total compensation for non-executive Directors (from 2015)	Board of Directors	Annual General Meeting
Maximum total compensation for the CEO and other members of the Executive Committee (from 2015)	Board of Directors	Annual General Meeting

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 significant 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, and at least following each Compensation Committee meeting, he informs the Board of Directors of any material business or resolutions adopted by the Compensation Committee.

### Compensation of the Board of Directors

#### Compensation of the Chairman

The non-executive Chairman of the Board receives a predefined annual fee and no variable compensation. Two-thirds of the annual fee is paid monthly in cash and one-third is paid quarterly in the form of restricted shares, which are blocked from trading for a period of three years. The number of restricted shares paid each quarter is determined by dividing the share portion of the fee by the market price of a Syngenta share at each quarterly grant date.

#### 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 2014 compensation for members of 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 with the grant value per share being the market price at the grant date.

**Table 3. Annual fees for non-executive Directors**

Function	Annual fee <sup>1</sup>
Base fees:	
Chairman of the Board	1,750,000
Vice Chairman of the Board	400,000
Member of the Board	215,000
Additional fees <sup>2</sup> :	
Head of the Audit Committee	110,000
Member of the Audit Committee	30,000
Member of the Compensation Committee	25,000
Member of the Corporate Responsibility Committee	20,000
Member of the Nomination Committee	20,000
Chairman of the Science and Technology Advisory Board	20,000

<sup>1</sup> All values in Swiss francs and the fees cover the period from AGM to AGM

<sup>2</sup> No additional fees are payable to the Chairman and the Vice Chairman



The Board of Directors, at the recommendation of the Compensation Committee following its annual review, took the decision not to increase the annual fees of the non-executive Directors in 2014.

**Table 4a. Compensation of non-executive Directors in 2014**

Audited

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	Other company costs <sup>1</sup>	Total compensation
Michel Demaré <sup>2</sup>	1,165,008	–	585,935	–	1,816	1,816	93,065	1,844,008
Vinita Bali <sup>3</sup>	235,000	–	–	–	–	–	13,437	248,437
Stefan Borgas <sup>4</sup>	245,000	–	–	–	–	–	18,514	263,514
Gunnar Brock <sup>5</sup>	345,000	–	–	–	–	–	74,313	419,313
Eleni Gabre-Madhin <sup>6</sup>	235,000	–	–	–	–	–	–	235,000
David Lawrence <sup>7</sup>	212,000	53,291	–	156	–	156	46,838	312,129
Eveline Saupper <sup>8</sup>	10,702	–	229,562	–	672	672	10,435	250,699
Jacques Vincent <sup>9</sup>	240,000	–	–	–	–	–	–	240,000
Jürg Witmer <sup>10</sup>	400,000	–	–	–	–	–	27,405	427,405
<b>Total</b>	<b>3,087,710</b>	<b>53,291</b>	<b>815,497</b>	<b>156</b>	<b>2,488</b>	<b>2,644</b>	<b>284,007</b>	<b>4,240,505</b>

1 Company-paid social security

2 Michel Demaré is Chairman of the Board, Chairman of the Chairman's & Governance Committee, the Corporate Responsibility Committee and the Nomination Committee

3 Vinita Bali is a member of the Corporate Responsibility Committee

4 Stefan Borgas is a member of the Audit Committee

5 Gunnar Brock is Chairman of the Audit Committee and a member of the Nomination Committee. The fee and social security contributions were paid to a company controlled by Gunnar Brock

6 Eleni Gabre-Madhin is a member of the Corporate Responsibility Committee

7 David Lawrence is a member of the Audit Committee and Chairman of the Science and Technology Advisory Board

8 Eveline Saupper is a member of the Compensation Committee

9 Jacques Vincent is a member of the Compensation Committee

10 Jürg Witmer is Vice Chairman of the Board, Chairman of the Compensation Committee and a member of the Chairman's & Governance Committee and the Nomination Committee

All values in Swiss francs

**Table 4b. Compensation of non-executive Directors in 2013**

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	Other company costs <sup>1</sup>	Total compensation
Michel Demaré <sup>2</sup>	780,872	–	541,588	–	1,537	1,537	59,814	1,382,274
Vinita Bali <sup>3</sup>	235,000	–	–	–	–	–	12,394	247,394
Stefan Borgas <sup>4</sup>	49,000	–	196,037	–	537	537	10,343	255,380
Gunnar Brock <sup>5</sup>	345,000	–	–	–	–	–	74,313	419,313
Peggy Bruzelius <sup>6</sup>	99,726	–	–	–	–	–	21,481	121,207
Eleni Gabre-Madhin <sup>7,8</sup>	162,247	–	–	–	–	–	–	162,247
David Lawrence <sup>9</sup>	132,500	132,517	–	363	–	363	35,031	300,048
Eveline Saupper <sup>8,10,11</sup>	6,604	–	159,290	–	436	436	6,656	172,550
Martin Taylor <sup>6</sup>	602,772	–	63,895	–	162	162	173,511	840,178
Peter Thompson <sup>6</sup>	75,187	–	–	–	–	–	–	75,187
Jacques Vincent <sup>12</sup>	240,000	–	–	–	–	–	–	240,000
Felix A. Weber <sup>6</sup>	92,055	–	–	–	–	–	1,540	93,595
Jürg Witmer <sup>13</sup>	400,000	–	–	–	–	–	19,661	419,661
<b>Total</b>	<b>3,220,963</b>	<b>132,517</b>	<b>960,810</b>	<b>363</b>	<b>2,672</b>	<b>3,035</b>	<b>414,744</b>	<b>4,729,034</b>

1 Housing, commuting and tax services, including refund of relevant tax as well as company-paid social security. The Compensation Report 2013 did not include the company-paid social security amount for Michel Demaré. The amount for 2013 is included in this table. Compared to what was disclosed in the Compensation Report 2013, it represents an increase of CHF 59,814 in Other company costs and in Total compensation

2 Michel Demaré is Chairman of the Board, Chairman of the Chairman's & Governance Committee, the Corporate Responsibility Committee and the Nomination Committee. He was appointed as Chairman of the Board at the AGM 2013

3 Vinita Bali is a member of the Corporate Responsibility Committee

4 Stefan Borgas is a member of the Audit Committee

5 Gunnar Brock is Chairman of the Audit Committee and a member of the Nomination Committee

6 Peggy Bruzelius, Martin Taylor, Peter Thompson and Felix Weber retired from the Board of Directors at the AGM 2013. The figures under Fee in cash are the non-executives' annual total compensation prorated based on the number of days worked in 2013

7 Eleni Gabre-Madhin is a member of the Corporate Responsibility Committee

8 Eleni Gabre-Madhin and Eveline Saupper were elected to the Board of Directors at the AGM 2013. The Fee in cash and Company paid social security cost figures presented are the annual amounts paid prorated based on the number of days worked in 2013

9 David Lawrence is a member of the Audit Committee and Chairman of the Science and Technology Advisory Board

10 Eveline Saupper is a member of the Compensation Committee

11 Eveline Saupper elected to receive a portion of her annual compensation in restricted shares. The Number of restricted shares figure presented is the annual number of shares received prorated based on the number of days worked in 2013; the Fee in restricted shares figure presented is the monetary value of the prorated share amount

12 Jacques Vincent is a member of the Compensation Committee

13 Jürg Witmer is Vice Chairman of the Board, Chairman of the Compensation Committee and a member of the Chairman's & Governance Committee and the Nomination Committee

All values in Swiss francs

## Compensation Report

### Compensation of members of the Executive Committee

In 2014, 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 5.

Patricia Malarkey, Head Research & Development, joined the Executive Committee in January 2014. The figures for 2014 in Table 5 include her compensation for the full year. The figures for 2013 do not include her compensation.

In 2014, no Executive Committee members received an increase in base salary. However, as noted on page 16 under the heading "Changes to the Executive Committee compensation structure", the short-term incentive targets (excluding the CEO) and the long-term incentive targets were increased.

In 2014, the CEO received the highest total compensation; his compensation is reported in Table 6.

Tables 5 and 6 show in the column for the year 2013 the number of share awards, stock options and RSUs that were granted on February 24, 2014, for the year 2013 (excluding the shares purchased under the Employee Share Purchase Plan). The numbers of units granted were determined after the preparation of the 2013 report and are disclosed retroactively in this 2014 report. As a consequence, the actual values of the granted share awards, stock options and RSUs differ slightly from the values reported in 2013. This is because the number of share awards, stock options and RSUs at grant is rounded to the next whole numbers of units.

### The link between 2014 performance and pay

The STI plan rewards short-term performance. For Executive Committee members, financial performance measures account for 70 percent of the STI award while 30 percent is based on individual performance. In addition, the STI payout is contingent upon the annual Group Net Income (GNI) reaching a threshold of 85 percent of the target budget.

The Group financial performance measures for 2014 were earnings per share and return on invested capital. Earnings per share performance was assessed in relation to internal targets based on expectations for each of the Group's operating segments.

In 2014, the Company targeted integrated sales growth of six percent at constant exchange rates, with earnings per share expected to grow by at least the same amount. Actual earnings per share growth was one percent owing largely to a significant currency headwind. Return on invested capital was in line with the target. The financial payout was therefore below target.

Individual STI performance-related pay is based on a range of measures relating to progress in driving sustainable long-term growth in the business. In 2014, these included the further development and global implementation of crop-based strategies; the implementation of measures to achieve the targeted \$1 billion in operational leverage savings in 2018; the progression of Syngenta's R&D pipeline; the selection of investment opportunities; and the strategic planning and stakeholder engagement necessary to secure the Company's long-term freedom to operate.

**Table 5. Compensation for members of the Executive Committee (a total of 9 people as of December 31, 2014)** Audited

Compensation elements	Number of units			Values
	2014	2013	2014	2013
Fixed compensation in cash			7,628,808	7,628,670
Allowances in cash			271,635	168,337
STI compensation in cash <sup>2</sup>			1,541,947	23,014
<b>Total compensation in cash</b>			<b>9,442,390</b>	<b>7,820,021</b>
DSP deferred shares <sup>3,4</sup>	*	–	2,787,195	–
DSP matching shares <sup>3,5</sup>	*	–	2,787,195	–
LTI options <sup>3,4</sup>	*	75,257	4,911,250	3,368,503
LTI PSUs <sup>4</sup>	*	–	4,911,250	–
LTI RSUs <sup>3</sup>	–	10,339	–	3,369,480
ESPP shares	112	104	18,850	18,600
Insurance, pension costs			1,943,087	1,829,162
Benefits in kind <sup>6</sup>			241,529	293,944
Company social security cost			1,130,014	593,209
<b>Total compensation</b>			<b>28,172,760</b>	<b>17,292,919</b>

Notes refer to 2014 unless other years are indicated

\* The number of units is not determined at the time of preparing this report, see footnotes 4 and 5

1 Patricia Malarkey, Head Research and Development, joined the Executive Committee in January 2014. The figures for 2014 in this table include her compensation for the full year and the figures for 2013 exclude her compensation. Robert Berendes, Head Business Development, left Syngenta in March 2014. The figures for 2014 in this table include his compensation for the period worked in 2014

2 Short-term incentive in cash, payable in 2015 for 2014

3 The number of deferred shares, matching shares, options and RSUs for 2013 was determined on February 24, 2014, after the preparation of the 2013 report. The numbers of shares, options and RSUs at grant for 2013 were rounded to the next whole number; consequently the values actually granted differ slightly from the values disclosed in the 2013 report. The difference from what was presented in the Compensation Report 2013 is less than CHF 1,500

4 Value at grant of DSP and LTI awards which will be granted in 2015 for 2014

5 Value at grant of DSP matching shares, which will be granted in 2018

6 Value of housing, commuting, relocation, education and tax services, including refund of relevant tax (cash)

All values in Swiss francs

**Table 6. Highest compensation for a member of the Executive Committee (Michael Mack, CEO)** Audited

Compensation elements	Number of units			Values
	2014	2013	2014	2013
Fixed compensation in cash			1,535,004	1,535,004
Allowances in cash			129,758	123,557
STI compensation in cash <sup>1</sup>			205,440	–
<b>Total compensation in cash</b>			<b>1,870,202</b>	<b>1,658,561</b>
DSP deferred shares <sup>2,3</sup>	*	–	821,760	–
DSP matching shares <sup>2,4</sup>	*	–	821,760	–
LTI options <sup>2,3</sup>	*	25,135	1,575,000	1,125,043
LTI PSUs <sup>3</sup>	*	–	1,575,000	–
LTI RSUs <sup>2</sup>	–	3,452	–	1,125,007
ESPP shares	14	13	2,356	2,325
Insurance, pension costs			412,947	412,292
Benefits in kind <sup>5</sup>			76,166	56,119
Company social security cost			294,914	146,451
<b>Total compensation</b>			<b>7,450,105</b>	<b>4,525,798</b>

Notes refer to 2014 unless other years are indicated

\* The number of units is not determined at the time of preparing this report, see footnotes 3 and 4

1 Short-term incentive in cash, payable in 2015 for 2014

2 The number of deferred shares, matching shares, options and RSUs for 2013 was determined on February 24, 2014, after the preparation of the 2013 report. The numbers of shares, options and RSUs at grant for 2013 were rounded to the next whole number; consequently the values actually granted differ slightly from the values disclosed in the 2013 report. The difference from what was presented in the Compensation Report 2013 is less than CHF 100

3 Value at grant of DSP and LTI awards which will be granted in 2015 for 2014

4 Value at grant of DSP matching shares, which will be granted in 2018

5 Value of insurance and tax services, including refund of relevant tax (cash)

All values in Swiss francs

## Compensation Report

## Holding of shares by non-executive Directors and members of the Executive Committee

Table 7. Holding of shares of non-executive Directors\* as of December 31, 2014 and 2013

Audited

Non-executive Directors	Number of unrestricted shares		Number of restricted shares		% voting rights	
	2014	2013	2014	2013	2014	2013
Michel Demaré	1,075	75	4,081	2,265	< 0.1%	< 0.1%
Vinita Bali	–	–	–	–	< 0.1%	< 0.1%
Stefan Borgas	422	–	2,167	2,589	< 0.1%	< 0.1%
Gunnar Brock	700	200	–	–	< 0.1%	< 0.1%
Eleni Gabre-Madhin	–	–	–	–	< 0.1%	< 0.1%
David Lawrence	12,638	12,482	–	–	< 0.1%	< 0.1%
Eveline Saupper	–	–	1,304	632	< 0.1%	< 0.1%
Jacques Vincent	3,682	3,682	–	–	< 0.1%	< 0.1%
Jürg Witmer	6,000	5,000	–	–	< 0.1%	< 0.1%
<b>Total unrestricted/restricted shares</b>	<b>24,517</b>	<b>21,439</b>	<b>7,552</b>	<b>5,486</b>	<b>&lt; 0.1%</b>	<b>&lt; 0.1%</b>
<b>Total shares</b>	<b>32,069</b>	<b>26,925</b>				

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

Table 8a. Holding of shares by members of the Executive Committee\* as of December 31, 2014

Audited

Members of the Executive Committee	Vested shares			Unvested shares			Total
	Unrestricted	Restricted	Voting rights	Unconverted DSP share awards	Unvested DSP matching rights	Unvested LTI RSU	Vested/unvested
Michael Mack	36,550	8,882	< 0.1%	–	8,842	10,073	64,347
John Atkin	4,136	3,408	< 0.1%	–	3,368	3,829	14,741
Caroline Luscombe	437	40	< 0.1%	853	853	1,866	4,049
Patricia Malarkey	193	–	< 0.1%	62	62	1,103	1,420
Christoph Mäder	8,940	1,734	< 0.1%	–	1,694	2,452	14,820
Mark Peacock	35	40	< 0.1%	2,148	2,148	2,393	6,764
Davor Pisk	8,556	2,876	< 0.1%	–	2,836	3,279	17,547
John Ramsay	2,914	2,658	< 0.1%	–	2,618	2,994	11,184
Jonathan Seabrook	1,084	27	< 0.1%	550	550	1,479	3,690
<b>Total Executive Committee shares</b>	<b>62,845</b>	<b>19,665</b>	<b>&lt; 0.1%</b>	<b>3,613</b>	<b>22,971</b>	<b>29,468</b>	<b>138,562</b>

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

Table 8b. Holding of shares by members of the Executive Committee\* as of December 31, 2013

Members of the Executive Committee	Vested shares			Unvested shares			Total
	Unrestricted	Restricted	Voting rights	Unconverted DSP share awards	Unvested DSP matching rights	Unvested LTI RSU	Vested/unvested
Michael Mack	27,798	11,698	< 0.1%	–	11,654	9,731	60,881
John Atkin	415	4,638	< 0.1%	–	4,594	3,768	13,415
Robert Berendes	1,500	–	< 0.1%	1,682	1,682	2,739	7,603
Caroline Luscombe	17	44	< 0.1%	1,185	1,185	1,440	3,871
Christoph Mäder	7,068	2,305	< 0.1%	–	2,261	2,315	13,949
Mark Peacock	17	44	< 0.1%	2,930	2,930	2,205	8,126
Davor Pisk	5,784	3,788	< 0.1%	–	3,744	3,057	16,373
John Ramsay	137	3,582	< 0.1%	–	3,538	2,877	10,134
Jonathan Seabrook	82	31	< 0.1%	852	852	1,086	2,903
<b>Total Executive Committee shares</b>	<b>42,818</b>	<b>26,130</b>	<b>&lt; 0.1%</b>	<b>6,649</b>	<b>32,440</b>	<b>29,218</b>	<b>137,255</b>

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

## Holding of options by non-executive Directors and members of the Executive Committee

As of December 31, 2014 and December 31, 2013, respectively, no non-executive Directors held any options.

**Table 9a. Holding of options by members of the Executive Committee\* as of December 31, 2014** Audited

Year of allocation	2014	2013	2012	2011	2010	2009	2008	2007	2006
Underlying equity	Share	Share	Share	Share	Share	Share	Share	Share	Share
Term (years)	10	10	10	10	10	10	10	10	10
Exercise period (years)	7	7	7	7	7	7	7	7	7
Option:share ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1
Exercise price CHF	325.90	391.40	300.40	308.71	283.70	233.43	301.50	226.70	185.00
Vesting status	unvested			vested					
Options held as of December 31, 2014									
Members of the Executive Committee									
Michael Mack	25,135	18,953	20,388	15,207	12,398	16,426	4,669	6,075	–
John Atkin	9,551	7,202	7,748	6,114	–	–	–	–	–
Caroline Luscombe	6,033	3,639	2,637	–	–	–	–	–	–
Patricia Malarkey	5,664	772	782	617	–	–	–	–	–
Christoph Mäder	6,234	4,387	5,057	3,518	3,304	–	–	–	–
Mark Peacock	6,787	4,271	4,418	3,639	–	–	–	–	–
Davor Pisk	8,446	6,065	6,525	4,586	–	–	–	–	–
John Ramsay	7,541	5,497	6,117	4,491	–	4,506	–	2,453	3,059
Jonathan Seabrook	5,530	1,972	2,287	1,791	–	–	–	–	–
Totals by grant year	80,921	52,758	55,959	39,963	15,702	20,932	4,669	8,528	3,059
Total unvested options	189,638								
Total vested options	92,853								
Total options on shares	282,491								

\* 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 9b. Holding of options by members of the Executive Committee\* as of December 31, 2013**

Year of allocation	2013	2012	2011	2010	2009	2008	2007	2006	
Underlying equity	Share	Share	Share	Share	Share	Share	Share	Share	
Term (years)	10	10	10	10	10	10	10	10	
Exercise period (years)	7	7	7	7	7	7	7	7	
Option:share ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1	
Exercise price CHF	391.40	300.40	308.71	283.70	233.43	301.50	226.70	185.00	
Vesting status	unvested			vested					
Options held as of December 31, 2013									
Members of the Executive Committee									
Michael Mack	18,953	20,388	15,207	12,398	16,426	4,669	6,075	–	
John Atkin	7,202	7,748	6,114	–	–	–	–	–	
Robert Berendes	5,155	5,546	4,586	3,589	4,790	3,362	2,369	2,959	
Caroline Luscombe	3,639	2,637	1,968	–	–	–	–	–	
Christoph Mäder	4,387	5,057	3,518	3,304	–	–	–	–	
Mark Peacock	4,271	4,418	3,639	–	–	–	–	–	
Davor Pisk	6,065	6,525	4,586	–	–	–	–	–	
John Ramsay	5,497	6,117	4,491	–	4,506	–	2,453	3,059	
Jonathan Seabrook	1,972	2,287	1,791	–	–	–	–	–	
Totals by grant year	57,141	60,723	45,900	19,291	25,722	8,031	10,897	6,018	
Total unvested options	163,764								
Total vested options	69,959								
Total options on shares	233,723								

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

## Compensation Report

### Share ownership requirements

The CEO will be required to own shares equivalent to 300 percent of his annual base salary. Each other Executive Committee member will be required to own shares equivalent to 200 percent of his/her annual base salary.

The Executive Committee members must reach the required threshold by December 31, 2017. Any Executive Committee member who joined on or after January 1, 2014, will have four years from their date of joining the Executive Committee to reach the threshold.

Each Board member will also be required to own shares equivalent to 100 percent of their annual fee. Board members must reach the required threshold by December 31, 2016. Any Board member who joined on or after January 1, 2014, will have two years from their date of joining the Board to reach the threshold.

The shareholdings will be valued as of December 31 each year.

### Contractual provisions, loans, additional benefits

The following paragraphs describe the contractual arrangements that were in place as of December 31, 2014. To comply with the Ordinance and the Articles of Incorporation, new agreements for the Executive Committee and the Chairman will be in place by December 31, 2015.

In accordance with the Articles of Incorporation (Article 27, 1) 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 Director's one-year term of office. The employment agreements of members of the Executive Committee, including the CEO, and the agreements of 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.

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, at target performance with a minimum DSP deferral, a minimum of 52 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 accumulated substantial shareholdings over a number of years, which are disclosed in Tables 8a and 9a.

The following four paragraphs were audited.

In 2014, no severance payments were made to former Directors or members of the Executive Committee and no sign-on payments were made to new members of the Executive Committee. Further no loans or credits were granted to active or former Directors or members of the Executive Committee, or parties related to them. Accordingly and in compliance with the Ordinance, no such provisions are included in Syngenta's Articles of Incorporation and at December 31, 2014, there are no such loans or credits outstanding.

In 2014, 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, 2014, there are no such liabilities outstanding.

In 2014, 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, 2014, no such items are outstanding.

In 2014, no compensation was paid to any active Director or member of the Executive Committee for other services provided and, at December 31, 2014, 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 2014 report relate to performance and results in 2014, and will be paid in 2015 or later. This is in line with the accrual principle as required by relevant guidelines. The number of equity units to be granted for 2014 will be determined after the editorial deadline of this report. As a result, while the compensation amounts are known and included, the numbers of share awards, stock options and PSUs to be issued for these amounts are not determined and not included in this report.

The number of equity units that were granted for 2013 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 2013 are included in this 2014 report (see Tables 5 and 6).

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 former 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 in 2014 cannot be determined at this time. The figures included in Tables 5 and 6 relate to the tax compliance services paid in 2014 and 2013, respectively for some of the Executive Committee members and the former Chairman of the Board of Directors.

All reported amounts set out in this Compensation Report 2014 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 that require a fair market valuation or a theoretical value.

In Notes 23 and 24 to the Syngenta Group consolidated financial statements included in the Financial Report, the amount disclosed for equity-settled awards are 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.

## Report of the Statutory Auditor to the Annual General Meeting of Syngenta AG, Basel

We have audited the accompanying compensation report dated February 3, 2015 of Syngenta AG for the year ended December 31, 2014. The audit was limited to the information according to articles 14–16 of the Ordinance against Excessive compensation in Stock Exchange Listed Companies contained in Table 4a, Table 5, Table 6, Table 7, Table 8a and Table 9a, as well as the last four paragraphs under the section "Contractual provisions, loans, additional benefits" of the compensation report.

### Responsibility of the Board of Directors

The Board of Directors is responsible for the preparation and overall fair presentation of the compensation report in accordance with Swiss law and the Ordinance against Excessive compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

### Auditor's Responsibility

Our responsibility is to express an opinion on the accompanying compensation report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the compensation report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the compensation report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the compensation report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the compensation report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Opinion

In our opinion, the compensation report for the year ended December 31, 2014 of Syngenta AG complies with Swiss law and articles 14–16 of the Ordinance.

### Other matter

The corresponding figures stated in the compensation report of Syngenta AG for the year ended December 31, 2014 were formerly included in the financial statements of Syngenta AG for the year ended December 31, 2013. These financial statements were audited by another auditor who expressed an unmodified opinion on those statements on February 4, 2014.

KPMG AG

Richard Broadbelt  
Licensed Audit Expert  
Auditor in Charge

Regula Wallimann  
Licensed Audit Expert

Basel, February 3, 2015

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For the business year 2014, Syngenta has published three books: the Annual Review 2014 (including information about our non-financial performance), the Financial Report 2014, and the Corporate Governance Report and Compensation Report 2014.

All documents were originally published in English. The Annual Review 2014 and the Corporate Governance Report and Compensation Report 2014 are also available in German.

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

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