



**syngenta**

**Syngenta AG**

**Corporate Responsibility Committee  
Charter**

CLASSIFICATION: PUBLIC

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Abbreviations:

Board	Board of Directors
CEO	Chief Executive Officer
Chairman	Chairman of the Board
Chairperson	Chairperson of the CRC
CR	Corporate Responsibility
CRC	Corporate Responsibility Committee
CRP	Corporate Responsibility Panel
SEC	Syngenta Executive Committee
Secretary	Secretary of the CRC

## **I. Mission Statement**

The CRC acts as custodian of the Board in corporate responsibility matters and exercises oversight over the SEC in this respect.

## **II. Composition**

The Board appoints the members of the CRC for a term of 1 year.

The CRC shall consist of the Chairman, at least 2 further, non- executive members of the Board, including at least 1 Independent Director according to article 2 para. 1b of the Regulations Governing the Internal Organization of Syngenta AG, and the CEO. The Board appoints the Chairperson of the CRC.

The Group General Counsel or his/her delegate shall act as Secretary of the CRC.

## **III. Meetings**

The CRC shall meet no less than twice per year or upon request of any of its members. Meetings can be held physically or by video-/teleconference. In urgent cases, the CRC can take decisions by circular resolution.

At least 2 members of the CRC are required to form a quorum. In the event of equality of votes, the Chairperson has the casting vote.

The CRC may invite other members of management or external advisors to attend CRC meetings or make presentations.

The Chairperson, assisted by the Secretary, shall prepare an agenda in advance of each meeting. Minutes of the meetings and the resolutions of the CRC shall be signed by the Chairperson and the Secretary and made available to all CRC members without delay.

## **IV. Responsibilities**

The CRC has the following responsibilities:

- review and advise the Board on overall CR priorities, policies and issues;
- assess the effectiveness of the implementation of CR related internal policies;
- assess and advise on CR related actions proposed by the SEC or, as the case may be, the Board;
- review and advise on amendments to CR related policies proposed by the CRP, the SEC or the Board;
- review external and internal CR reports and independent assurance reports.

## **V. Reporting**

The Chairperson will report orally to the full Board after each CRC meeting on the work performed by the CRC, its findings and actions undertaken since the preceding Board meeting.

The minutes of all CRC meetings will be distributed to the full Board after approval by the Chairperson.

## **VI. Effective Date**

This Charter has been approved by the Board on 25 April 2017 and becomes effective on the date of the First Settlement as defined in the Transaction Agreement dated 2 February 2016 between China National Chemical Corporation and China National Agrochemical Corporation on the one hand and Syngenta AG on the other hand.

**Syngenta AG**  
Schwarzwaldallee 215  
CH-4058 Basel  
Switzerland

[www.syngenta.com](http://www.syngenta.com)

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The Syngenta logo features the word "syngenta" in a dark blue, lowercase sans-serif font. A small green leaf icon is positioned above the letter 'n'.