



syngenta

Syngenta AG

Governance & Nomination Committee Charter

CLASSIFICATION: PUBLIC

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Abbreviations:

Board	Board of Directors
CEO	Chief Executive Officer
GNC	Governance & Nomination Committee
Chairman	Chairman of the Board
Chairperson	Chairperson of the GNC
Company	Syngenta
SEC	Syngenta Executive Committee
Secretary	Secretary of the GNC

I. Mission Statement

The GNC oversees corporate governance issues at Company level, and supports the Board in the identification and selection of candidates for the Board and the CEO position. Further it manages the Board's self-assessment process.

II. Composition

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

The GNC shall consist of the Chairman, who shall act as Chairperson of the GNC, and up to 3 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.

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

III. Meetings

The GNC shall meet no less than 3 times per year, upon invitation of the Chairperson, or upon request of any of its members. Resolutions by means of a written circular or by video-/teleconference are permissible.

A majority of the GNC members is required to form a quorum. In the event of equality of votes, the Chairperson has the casting vote.

The GNC may invite the CEO and other members of management or external advisers to attend GNC 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 GNC shall be signed by the Chairperson and the Secretary and made available to all GNC members without delay.

IV. Responsibilities

The GNC has the following responsibilities:

a) Corporate Governance

- Review issues of corporate governance affecting the Company;
- Review at least once per year the appropriateness and effectiveness of the Board committee structure and composition;
- Periodic review of the charters of all Board committees;
- At appropriate intervals, prepare and manage the process of self-assessment of the Board regarding its own performance and effectiveness, retaining external support as appropriate.

b) Nominations

- Determine the key requirements for Board membership and the CEO in position profiles;
- Establish a process regarding the identification and selection of Board members and the CEO, which may include:
 - collecting information on potentially suitable candidates and interviewing such candidates by GNC members and, as appropriate, by non-GNC members of the Board;
 - proposing a short list of candidates to the full Board;
 - finalizing the proposal for (i) new members of the Board for election by the General Meeting of Shareholders, and (ii) a new CEO by the Board;
- Make proposals to the Board and the Committee of Independent Directors as to the election or removal of the Independent Directors in the sense of article 2 para. 1b of the Regulations Governing the Internal Organization of Syngenta AG. The shareholders can, however, only decide upon a proposal from the Committee of Independent Directors;
- Review at least once per year the succession plans for SEC members.

V. Reporting

The Chairperson will report to the full Board on the work performed by the GNC since the preceding Board meeting.

The minutes of all GNC 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

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The Syngenta logo consists of the word "syngenta" in a lowercase, sans-serif font. The letter "y" is blue, and the letter "n" is green. A small green leaf icon is positioned above the letter "n".