



syngenta

Syngenta AG

Independent Director Committee Charter

CLASSIFICATION: PUBLIC

Contents

I.	Composition	2
II.	Meetings	2
III.	Responsibilities	2
IV.	Reporting	3
V.	Effective Date and Duration	3

Abbreviations:

Board	Board of Directors
CEO	Chief Executive Officer
Charter	This charter of the CID (as amended from time to time)
CID	Independent Director Committee
Chairman	Chairman of the Board
Chairperson	Chairperson of the CID
CNAC	China National Agrochemical Corporation
ChemChina	China National Chemical Corporation
Company	Syngenta AG
GNC	Governance & Nomination Committee
Organizational Regulations	Organizational Regulations of Syngenta AG
SCBP	Swiss Code of best practice for corporate governance of 2014 (as amended from time to time)
Transaction Agreement	Transaction agreement between ChemChina, CNAC and the Company dated 2 February 2016
Vice Chairman	Vice Chairman of the Board

I. Composition

- 1 The CID shall consist of the 4 Independent Directors. The Vice Chairman shall act as the lead Independent Director and Chairperson of the CID.
- 2 The Independent Directors shall have no affiliation with ChemChina or its affiliates other than their position as Board members. Furthermore, they shall meet the independence criteria of the SCBP.
- 3 In case of any replacement of an Independent Director, the CID will nominate an individual proposed by the GNC for election to the Board as Independent Director or, acting reasonably, will propose another individual. The shareholder meeting will elect the individual nominated by the CID, subject to Important Reasons as defined in Annex 1 of the Transaction Agreement.
- 4 The Group General Counsel or his/her delegate shall act as Secretary of the CID.

II. Meetings

- 1 The CID shall meet no less than 3 times per year upon invite of the Chairperson or upon request of any of its members. Meetings can be held physically or by video-/teleconference. In urgent cases, the CID can take resolutions by circular resolution.
- 2 At least 2 members are required to form a quorum. In the event of equality of the votes, the Chairperson has the casting vote.
- 3 The Chairperson may invite the Chairman, the CEO and other members of the Board or the management or external advisors to attend the CID meetings or make presentations.
- 4 The Chairperson, assisted by the Secretary, shall prepare an agenda in advance of each meeting. Minutes of the meetings and the resolutions of the CID shall be signed by the Chairperson and the Secretary and made available to all CID members.

III. Responsibilities

The CID shall have the powers and responsibilities bestowed on it in the Organizational Regulations and the Transaction Agreement.

IV. Reporting

- 1 The Chairperson will report orally to the full Board after each CID meeting on the work performed by the CID, its findings and actions undertaken since the preceding Board meeting.
- 2 The minutes of all CID meetings will be distributed to the full Board after approval by the Chairperson. The Chairperson has the right to decide which portions of the minutes are not shared with the Board if the CID plans to pursue steps towards enforcement of its rights and sharing the relevant parts with the Board could jeopardize such enforcement.

V. Effective Date and Duration

- 1 This Charter has been approved by the CID 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.
- 2 Until the earlier of 5 years from the effective date of this Charter and a relisting or partial relisting of the shares of the Company, this Charter can only be amended, modified or suspended by the CID itself.
- 3 This Charter shall automatically lapse as per the earlier of 5 years from the effective date of this Charter and a re-listing of the shares of the Company, unless reinstated by the Board.

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