



syngenta

Syngenta AG

Audit Committee Charter

CLASSIFICATION: PUBLIC

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Abbreviations:

AC	Audit Committee
Board	Board of Directors
CFO	Chief Financial Officer
Chairman	Chairman of the Board
Chairperson	Chairperson of the AC
Company	Syngenta
Secretary	Secretary of the AC

I. Mission Statement

The AC assists the Board in fulfilling its supervisory responsibilities with respect to accounting and financial reporting practices of the Company. It also recommends decisions on selected financial measures to the Board. The AC maintains effective working relationships with the Board, Syngenta's management and the internal and external auditors.

The AC's main tasks consist of:

- monitoring performance of the external auditor, checking its independence and coordinating its work with the internal audit;
- monitoring implementation of findings of external and internal auditors by management;
- reviewing and recommending decisions on selected financial measures for approval by the Board;
- assessing the quality of the financial reporting and preparation of decisions of the Board in this area;
- monitoring the effectiveness of the financial compliance framework and of the internal controls environment.

II. Composition

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

The AC shall consist of at least 3 independent, 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 Board elects the Chairperson of the AC.

The AC as a team must have financial or auditing expertise to carry out its responsibilities enumerated herein.

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

III. Meetings

The AC shall meet no less than 3 times per year, 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 AC members is required to form a quorum. In the event of equality of votes, the Chairperson has the casting vote.

The CFO and the Group Financial Controller shall generally be invited to meetings of the AC. The AC may further invite one or several representatives of the external auditor, the Head Internal Audit and other members of management to meetings as appropriate.

The AC shall at least once per year meet only with the external and internal auditors without any member of management being present.

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

IV. Access to Company Information

The AC has unrestricted access to Syngenta's management, books and records and may obtain any information it requires to perform its duties.

V. Responsibilities

The AC has the following responsibilities:

- 1 Internal and external audit
 - assess quality of internal and external auditors and their audit work;
 - review of audit plan of external and internal auditors;
 - assure coordination between internal and external auditors;

- review the independence of the external auditor (and absence of any conflicts of interest); authorize non-audit services of the external auditor permitted under any of the listing or other rules Syngenta is subject to;
- consider and make recommendations to the full Board on the appointment, reappointment or removal of the external auditor;
- act as point of contact and sounding board to the external auditor;
- review of internal and external audit results and supervision of actions taken by management based on auditor’s findings;
- review of significant issues raised in the audit management letter before consideration by the Board, with a particular focus on non-standard issues, including but not limited to financial fraud cases;
- assess the effectiveness of the audit process for the internal and external audit;
- assess whether fee level of the external auditor and costs for internal audit are consistent with industry standards and results obtained;
- review with external and internal auditors and with the Company’s financial and accounting personnel whether the accounting policies, the financial controls, the financial compliance processes and the controls’ system of the Company are appropriate, adequate and effective.

2 Financial measures

Reviews and recommends defined financial measures for decision by the Board as set out in *Appendix 1* of the Regulations Governing the Internal Organization of Syngenta:

- Implementation of share capital transactions (increase/decrease of share capital) regarding the Company, subject to authorization by the General Meeting of Shareholders;
- Issuance and cancellation of negotiable securities by the Company;
- Entering into or early termination of any long-term (over 12 months) financing by third parties;
- Provision of any guarantee, surety or other security interest to any third party for existing or future debt and obligations of the Company.

- 3 Risk management, accounting standards and others
- review the Company’s financial risk management framework and monitor whether the Company complies with such framework;
 - propose accounting standards or the use of options within an accounting standard (the choice of which is generally a matter of the full Board) and review of accounting issues, review of the full financial reporting;
 - propose or review financial policies for approval by the Board;
 - review the financial statements and recommend them for the approval by the full Board.

VI. Reporting

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

The Chairperson informs the full Board immediately of major findings as they are discovered.

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

VII. 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.

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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".