

Corporate Governance Report
and Compensation Report 2012

Bringing plant potential to life



syngenta

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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” refers to Syngenta’s structure and operational practices. Since the creation of the Company, its Board of Directors has given 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 articles 663b and 663c of the Swiss Code of Obligations
- the SIX Exchange Regulation Directive on Information relating to Corporate Governance
- the standards established in the “Swiss Code of Best Practice for Corporate Governance”
- the Corporate Governance Listing Standards of the New York Stock Exchange (NYSE), as applicable for foreign private issuers¹, and
- the applicable requirements of the US Sarbanes-Oxley Act of 2002, including the certification of its Annual Report on Form 20-F² by the CEO and the CFO.

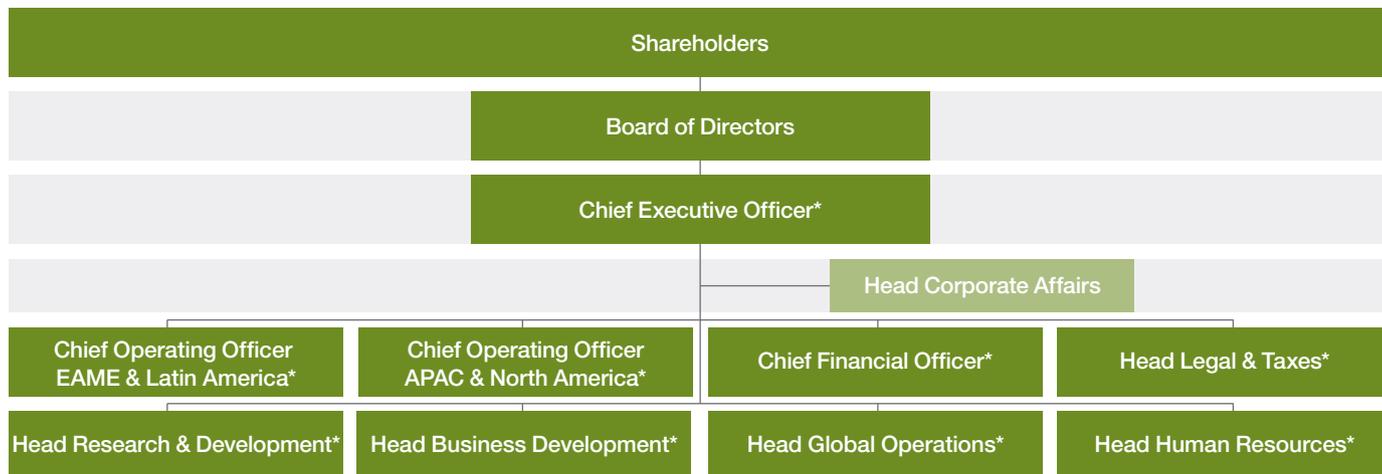
Appropriate measures are in place to ensure full compliance with all Corporate Governance related legal requirements, regulations and internal documents.

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

¹ See section “Information policy”

² The Form 20-F Annual Report is expected to be available by end of February 2013 on www.syngenta.com, section “Investor Relations”

Organizational structure



At December 31, 2012

*Members of the Executive Committee

Under Swiss company law, Syngenta AG is registered as a stock corporation that has issued registered shares to investors. It was first listed on November 13, 2000, and has its main offices at Schwarzwaldallee 215, P.O. Box, 4002 Basel. Syngenta AG is the parent company of the Syngenta Group.

For details regarding the structure of the Company’s operations, associates and joint ventures, please refer to the information contained in Note 3 to the Financial Statements of Syngenta AG in the Financial Report 2012, which can be accessed on www.syngenta.com (see section “Investor Relations”).

Capital structure and shareholders

Share capital and shares

The nominal share capital of Syngenta as of December 31, 2012, is CHF 9,312,614.90, fully paid-in and divided into 93,126,149 registered shares with a par value of CHF 0.10 each.

Syngenta shares are listed and traded 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 (ADS).

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 ADS
ISIN	US87160A1007
Symbol	SYT
CUSIP	87160A100

Conditional and authorized share capital, bonus certificates, participation certificates

At December 31, 2012, Syngenta does not have any conditional or authorized capital and has not issued any bonus certificates (Genussscheine) or participation certificates (Partizipationsscheine).

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 AGMs.

The 2008 AGM authorized the Board of Directors 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, 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 have been repurchased in 2012 will be proposed for cancellation at a future AGM.

Since its foundation in 2000, the share capital of Syngenta has developed as follows:

AGM date	Share capital (CHF)	Number of fully paid-in registered shares	Nominal value (CHF)
April 24, 2012	9,312,614.90	93,126,149	0.10
April 19, 2011	9,376,289.90	93,762,899	0.10
April 20, 2010	9,459,984.90	94,599,849	0.10
April 21, 2009	9,459,984.90	94,599,849	0.10
April 22, 2008	9,691,485.70	96,914,857	0.10
May 02, 2007	10,076,326.70	100,763,267	0.10
April 19, 2006	239,300,188.00	104,043,560	2.30
April 26, 2005	595,662,183.20	106,368,247	5.60
April 27, 2004	934,286,047.20	112,564,584	8.30
April 29, 2003	1,125,645,840.00	112,564,584	10.00
April 23, 2002	1,125,645,840.00	112,564,584	10.00
November 13, 2000 (Foundation)	1,125,645,840.00	112,564,584	10.00

A table with detailed information on changes in the Syngenta share capital during the year ended December 31, 2012, can be found in Note 5 to the Financial Statements of Syngenta AG in the Financial Report 2012.

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. 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 1.2 percent of the total share capital as of December 31, 2012.

Significant shareholders

During the fiscal year 2012, Syngenta made the following notifications:

Name and location of shareholder, nominee or ADS depository	Date reaching, exceeding or falling below a threshold value	Notified holding in %
The Bank of New York Mellon Corporation, New York	April 27, 2012	3.05 ¹
The Bank of New York Mellon Corporation, New York	May 4, 2012	3.19 ²
The Bank of New York Mellon Corporation, New York	June 1, 2012	3.88 ³
BlackRock, Inc., New York	August 22, 2012	5.02 ⁴
The Bank of New York Mellon Corporation, New York	November 9, 2012	4.12 ⁵
The Capital Group Companies, Inc., Los Angeles	November 16, 2012	4.98 ⁶

1 Holding in percent of Syngenta's share capital (thereof shares 3.00% and ADS 0.05%)

2 Holding in percent of Syngenta's share capital (thereof shares 3.12% and ADS 0.07%)

3 Holding in percent of Syngenta's share capital (thereof shares 3.81% and ADS 0.07%)

4 Holding in percent of Syngenta's share capital (thereof shares 5.00% and ADS 0.02%)

5 Holding in percent of Syngenta's share capital (thereof shares 4.04%, ADS 0.08% and put options for 0.0005%)

6 Voting rights in percent of Syngenta's share capital for shares owned by accounts under the discretionary investment management of Capital Group companies (thereof shares 4.98% and ADS 0.002%)

No other party disclosed a notifiable holding in the share capital of Syngenta AG in the course of 2012. Earlier notifications have been fully disclosed in previous Corporate Governance Reports. Also, Syngenta has no cross shareholdings exceeding a reciprocal 3 percent of capital or voting rights with any other company.

At December 31, 2012, Syngenta AG itself held 1,387,266 shares in treasury, corresponding to 1.49 percent of the share capital.

At December 31, 2012:

Share capital and shares		%
Share capital (CHF)	9,312,614.90	
Number of registered shareholders	56,599	
Total number of shares	93,126,149	100.0
Number of shares registered in the name of shareholders	57,750,167	62.0
Number of shares in dispo (not registered)	35,375,982	38.0

Registered shareholders and shares by category	In % of registered shareholders	In % of registered shares
Individual shareholders	95.5	9.9
Institutional shareholders	4.5	90.1

Number of registered shares held	Number of registered shareholders	Holdings in % of total share capital
1 – 50	33,755	0.7
51 – 100	10,124	0.8
101 – 1,000	11,261	3.3
1,001 – 5,000	1,023	2.3
5,001 – 10,000	168	1.3
10,001 – 50,000	181	4.1
50,001 – 100,000	32	2.4
> 100,000	55	47.1
Total registered shareholders/shares	56,599	62.0
Unregistered shares		38.0
Total share capital		100.0

Registered shareholders and shares by domicile	Number of registered shareholders	Holdings in % of total share capital
Great Britain	262	23.8
Switzerland	46,870	17.0
USA	249	12.8
Belgium	79	3.1
Germany	2,709	1.5
Others	6,430	3.8
Total registered shareholders/shares	56,599	62.0
Unregistered shares		38.0
Total share capital		100.0

Shareholder participation rights

Each share recorded and registered under a shareholder's name in the Swiss share register of Syngenta entitles its holder to 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 (ADS). ADS are US securities representing Syngenta shares; five ADS represent one Syngenta share. The Bank of New York Mellon acts as the Syngenta Depositary for ADS 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 shareholder's meeting by their legal representative, another shareholder with the right to vote, proxies designated in agreements or in regulations relating to nominees, corporate bodies, independent proxies, or by a bank or broker.

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 must be held within six months after the end of the Company's financial year. Shareholders' meetings may be convened by the Board of Directors or, if necessary, by the statutory auditor. An invitation including the detailed agenda and explanation of proposals by the Board is sent to every registered shareholder at the latest 20 days before the date of the Annual General Meeting. The Board of Directors 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 auditor.

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 66²/₃ percent of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented is required for:

- the alteration of the purpose of the Company
- the creation of shares with increased voting powers
- an implementation of restrictions on the transfer of registered shares and the removal of such restrictions
- an authorized or conditional increase of the share capital
- an increase of the share capital made through a transformation of reserves, by contribution in kind, for the purpose of an acquisition of property and the grant of special rights
- a restriction or suspension of preemptive rights
- a change of location of the registered office of the Company
- the dissolution of the Company.

In addition, 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 lay down stricter voting requirements for shareholders' meetings than the voting requirements prescribed by law and described above.

Other shareholder rights

All shareholders are entitled to equal dividends. Holders of American Depositary Shares (ADS) receive dividends in proportion to the number of Syngenta shares represented by ADS.

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

Moreover, 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 33¹/₃ percent of the voting rights of a company incorporated in Switzerland of which at least one class of equity securities is listed on the Swiss Stock 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.

Board of Directors

The following chart provides an overview on the Syngenta Board of Directors and its Committees:

Board of Directors			
Martin Taylor, Chairman Jürg Witmer, Vice Chairman Michael Mack, CEO		Vinita Bali Stefan Borgas Gunnar Brock Peggy Bruzelius	Michel Demaré David Lawrence Peter Thompson Jacques Vincent Felix A. Weber
Chairman's Committee	Audit Committee	Compensation Committee	Corporate Responsibility Committee
Martin Taylor, Chairman Jürg Witmer Michael Mack Michel Demaré	Peggy Bruzelius, Chairman Stefan Borgas Gunnar Brock Peter Thompson	Felix A. Weber, Chairman Michel Demaré Jacques Vincent Jürg Witmer	Martin Taylor, Chairman Michael Mack Vinita Bali David Lawrence

At December 31, 2012

Qualification, election and terms of office

Syngenta is led by a strong and experienced Board of Directors (Board). The Board includes representatives from 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 activities performed by the non-executive Directors, apart from their duties as non-executive Directors of the Board of Syngenta, are not related to the Company.

The members of the Board are elected by the shareholders at the Annual General Meeting. The elections are held individually. According to the Articles of Incorporation, the terms of office are co-ordinated so that every year approximately one-third of all members of the Board are subject to election; a term of office may not exceed three years. The members of the Board automatically retire after the lapse of the twelfth year of office or, if earlier, on expiry of the seventieth year of age. In each case, retirement becomes effective on the date of the next Annual General Meeting following such event.

Role of the Board of Directors and the Board Committees

The Board exercises full and effective control of the Company. It holds ultimate responsibility for the strategy and for the supervision of executive management. In addition, the Board takes an active role in reviewing and enhancing Corporate Governance within Syngenta.

Changes announced

Martin Taylor will retire from his functions at Syngenta at the 2013 AGM for having reached the statutory limit of twelve years of office (Articles of Incorporation, article 20). As announced in October 2012, the Board has appointed Michel Demaré, member of the Board and of the Chairman's Committee, to succeed Martin Taylor as Chairman of Syngenta as of the 2013 AGM.

Board of Directors

Responsibilities

- ultimate direction of the business of the Company and the giving of the necessary directives
- approval of the strategic direction and the strategic plans of the Company and of its Divisions; approval of budgets and other financial targets and decisions on the financial means necessary to attain those targets
- determination of the essential features of the organization of the Company
- determination of the duties and responsibilities of the Chairman of the Board, the Chairman's Committee, the CEO and the Executive Committee
- approval of the organization of accounting, financial control, and financial planning
- approval of the quarterly Reports and of the Annual Report for the Company as a whole and for the Divisions
- appointment and removal of the persons entrusted with the management and representation of the Company
- approval of the principles of leadership and communication
- 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 General Meetings of shareholders and the carrying out of the resolutions adopted by such General Meetings of shareholders
- approval of corporate policy, including financial, investment, personnel, and safety and environmental protection policies
- approval of acquisitions/divestments of companies, businesses, fixed assets, land, IT projects, product lines and licenses
- approval of the Company's entry into new spheres of activity and withdrawal from existing ones
- approval of the choice of new or the closing of existing sites of fundamental significance
- adoption of resolutions concerning the increase of share capital to the extent that such power is vested in the Board, 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
- approval of the institution or defense of legal proceedings in cases of fundamental significance for the Company
- notification of the court if liabilities exceed assets.

The Company Secretary acts as Secretary to the Board.

The Board meets on a regular basis. The Chairman, after consultation with the Chief Executive Officer (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 2012, 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.

The Board regularly reviews its own and senior management's performance, and takes responsibility for succession planning.

Some of the Board's responsibilities are delegated to the Chairman's Committee, the Audit Committee, the Compensation 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.

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

The Board members nominate the Chairman of the Board. He shares responsibility for the strategic direction of Syngenta with the CEO. He ensures close liaison between the Board, its Committees and the CEO. In consultation with the CEO, the Chairman supervises the implementation of resolutions of the Board and of its Committees. The Chairman represents, jointly with the CEO, the interests of the Company as a whole towards authorities and business associations, both in Switzerland and internationally.

The Board has delegated the operational management of business operations to the Executive Committee.

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.

Internal Audit

Internal Audit, as an inspecting and monitoring body, carries out control, operational and system audits. All organizational subsidiaries are within the scope of internal audit. Audit plans are reviewed and approved by the Audit Committee, and any suspected irregularities are reported without delay. Internal Audit shares reports with the external auditor.

In connection with the operation of controls, including controls over financial reporting, a self-certification "Letter of Assurance" process is in place. The letters of assurance are cascaded down through the organization. The returned letters are analyzed, evaluated and any arising issues and deficiencies are reported to the Head of Internal Audit and the Audit Committee. Internal Audit reports on issues arising from internal audits to the Audit Committee. The Audit Committee reports to the Board.

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 lead partners take part in a meeting with the Board.

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 meets regularly with the external auditor. In addition, it prepares proposals for the appointment or removal of the external auditor for submission to the Board, which then nominates the external auditor for election by the Annual General Meeting. As an additional duty, according to the US Sarbanes-Oxley Act of 2002, the Audit Committee pre-approves all audit and non-audit services rendered by the external auditor. It reports to the Board about the discussions with the external auditor.

Board of Directors

Members	Meetings attended ¹
Martin Taylor ²	7
Jürg Witmer	7
Michael Mack	7
Vinita Bali ³	6
Stefan Borgas	7
Gunnar Brock ³	6
Peggy Bruzelius	6
Michel Demaré ³	6
David Lawrence	7
Peter Thompson	7
Jacques Vincent	7
Felix A. Weber	7

1 Seven meetings held in 2012, thereof one phone conference

2 Chairman

3 Appointed to the Board at the AGM on April 24, 2012

Chairman's Committee

Responsibilities

- prepares the meetings of the Board of Directors
- makes decisions on behalf of the Board in urgent cases
- deals with all business for the attention of the Board, and comments on matters falling within the Board's authority before the latter makes any decisions on them
- acts as Nomination Committee for Board successions
- upon request of the CEO, approves on its own authority appointments to selected senior positions
- approves acquisitions/divestments of companies, businesses, fixed assets, land, IT projects, product lines and licenses within the financial limits established by the Board

The Chairman's Committee consists of four members: the Chairman, the Vice Chairman, the CEO and one other member of the Board; the Company Secretary acts as Secretary to the Committee.

Members	Meetings attended ¹
Martin Taylor ²	5
Jürg Witmer	5
Michael Mack	5
Michel Demaré ³	3

1 Five meetings held in 2012

2 Chairman

3 Appointed to the Board at the AGM on April 24, 2012

Audit Committee

Responsibilities

- monitors the performance of external and internal auditors as well as the independence of the external auditor
- 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
- reviews critical accounting policies, financial control mechanisms and compliance with corresponding laws and regulations

The Audit Committee consists of at least three independent, non-executive Directors; a member of the Corporate Legal Department acts as Secretary to the Committee¹.

Members	Meetings attended ²
Peggy Bruzelius ³	5
Stefan Borgas	5
Gunnar Brock ⁴	4
Peter Thompson	5

1 The external auditor attended all meetings in 2012

The CFO is generally invited to the meetings of the Audit Committee

2 Five meetings held in 2012

3 Chairman

4 Appointed to the Board at the AGM on April 24, 2012

Compensation Committee

Responsibilities

- reviews and sets the compensation of the members of the Executive Committee
- makes recommendations to the Board on the compensation of the Chairman, the CEO and the members of the Board
- approves the structure of the compensation plans for senior management based on the CEO's recommendations
- defines the rules of the Long-Term Incentive Plan (LTI) and the Deferred Share Plan (DSP)

The Compensation Committee consists of four non-executive Directors; the Head Human Resources acts as Secretary to the Committee¹.

Members	Meetings attended ²
Felix A. Weber ³	3
Michel Demaré ⁴	1
Jacques Vincent	3
Jürg Witmer	3

1 The CEO attends the Compensation Committee meetings as a permanent guest, except when his own compensation or other subjects with reference to his own situation are discussed

2 Three meetings held in 2012

3 Chairman

4 Appointed to the Board at the AGM on April 24, 2012

Corporate Responsibility Committee

Responsibilities

- acts as custodian of the Board in all Corporate Responsibility matters
- reviews Corporate Responsibility related actions proposed by the Executive Committee
- monitors the effectiveness of the implementation of Corporate Responsibility related internal policies

The Corporate Responsibility Committee consists of at least three non-executive Directors and the CEO; the Company Secretary acts as Secretary to the Committee.

Members	Meetings attended ¹
Martin Taylor ²	2
Michael Mack	2
Vinita Bali ³	2
David Lawrence	2

1 Two meetings held in 2012

2 Chairman

3 Appointed to the Board at the AGM on April 24, 2012

Board of Directors

(at December 31, 2012)



Born: June 8, 1952 **Nationality:** British
Initial appointment: 2000 **Term of office:** 2013

Functions in Syngenta

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

Martin Taylor will retire from his functions at Syngenta at the 2013 AGM for having reached the statutory limit of 12 years of office. He will be succeeded as Chairman of the Board of Syngenta by Michel Demaré, currently non-executive Director of the Board.

Professional background

Martin Taylor is currently Vice Chairman of RTL Group SA. Previously he was an Advisor to Goldman Sachs International (1999–2005), Chairman of WHSmith plc (1999–2003), and Chief Executive Officer of Barclays plc (1993–1998) and Courtaulds Textiles (1990–1993). He recently served as a member of the British Government's Independent Banking Commission.

Martin Taylor has a degree in oriental languages from Oxford University.



Born: April 19, 1960 **Nationality:** American
Initial appointment: 2008 **Term of office:** 2013

Functions in Syngenta

Chief Executive Officer (CEO), executive Director
Member of the Chairman's 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.

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.



Born: June 22, 1948 **Nationality:** Swiss
Initial appointment: 2006 **Term of office:** 2015

Functions in Syngenta

Vice Chairman, non-executive Director
Member of the Chairman's Committee and of the Compensation Committee

Professional background

Jürg Witmer is currently Chairman of Givaudan SA and a Director of Zuelig Group Hong Kong. Until March 2012, he was also Chairman of Clariant AG. He joined Roche (1978) in the legal department and subsequently held a number of positions including 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. Thereafter he became Chief Executive Officer of Givaudan Roure (1999) and then Chairman of the Board of Directors of Givaudan (2005).

Jürg Witmer has a doctorate in law from the University of Zurich, as well as a degree in international studies from the University of Geneva.



Born: November 11, 1955 **Nationality:** Indian
Initial appointment: 2012 **Term of office:** 2014

Functions in Syngenta

Non-executive Director
Member of the Corporate Responsibility Committee

Professional background

Vinita Bali has been Managing Director and Chief Executive Officer of Britannia Industries, India's public listed premier food company, since 2005. She also serves as a Director on the boards of Titan Industries, Piramal Glass, the Wadia Group Companies and GAIN (Global Alliance for Improved Nutrition).

She 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.

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

Stefan
Borgas



Born: September 11, 1964 **Nationality:** German
Initial appointment: 2009 **Term of office:** 2015

Functions in Syngenta

Non-executive Director
Member of the Audit Committee

Professional background

Stefan Borgas is 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 also a member of the Board of the Swiss Management Gesellschaft (SMG).

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

Peggy
Bruzelius



Born: November 13, 1949 **Nationality:** Swedish
Initial appointment: 2000 **Term of office:** 2013

Functions in Syngenta

Non-executive Director
Chairman of the Audit Committee

Professional background

Peggy Bruzelius is currently Chairman of Lancelot Holding AB. In addition she serves as a Director of Akzo Nobel NV, Axfood AB, Diageo plc and Skandia Mutual Life Insurance AB. Peggy Bruzelius is a member of the Royal Swedish Academy of Engineering Sciences. Previously she was Vice Chairman of Electrolux AB (1996–2012), a Director of Husqvarna AB (2006–2012), Executive Vice President of SEB-bank (1997–1998) and Chief Executive Officer of ABB Financial Services (1991–1997).

Peggy Bruzelius holds a Master of Science from the Stockholm School of Economics and an Honorary Doctorate from the same university.

Gunnar
Brock



Born: April 12, 1950 **Nationality:** Swedish
Initial appointment: 2012 **Term of office:** 2014

Functions in Syngenta

Non-executive Director
Member of the Audit Committee

Professional background

Gunnar Brock is Chairman of Stora Enso, Mölnlycke Health Care and Rolling Optics and a member of the Board of Investor AB, Total SA and Stena AB. He 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.

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

Michel
Demaré



Born: August 31, 1956 **Nationality:** Belgian
Initial appointment: 2012 **Term of office:** 2014

Functions in Syngenta

Non-executive Director
Member of the Chairman's Committee and of the Compensation Committee

Michel Demaré has handed in his resignation as CFO and Executive Vice President of ABB effective February 1, 2013, in order to focus on his Board responsibilities. He will succeed Martin Taylor as Chairman of the Board of Syngenta as of the 2013 Annual General Meeting.

Professional background

Michel Demaré has been Chief Financial Officer of ABB since 2005, 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 in the Dow Chemical Company, where he held various treasury and business Chief Financial Officer positions in Europe (including Switzerland) and the US. He is Vice Chairman of the Board of UBS, a member of the Board Committee of SwissHoldings and a member of the IMD Foundation Board in Lausanne.

Michel Demaré has an MBA from the Katholieke Universiteit at Leuven.

David
Lawrence



Born: March 9, 1949 **Nationality:** British
Initial appointment: 2009 **Term of office:** 2015

Functions in Syngenta

Non-executive Director
Member of the Corporate Responsibility Committee and
Chairman of the Science and Technology Advisory Board

Professional background

David Lawrence was Head Research & Development at Syngenta from September 1, 2002 until the end of September, 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. He was a member of the UK Foresight Lead Expert Group on Food and Farming. Currently he is a member of the BBSRC Council and of the UK Industrial Biotechnology Leadership Team. He is also a Board member for Rothamsted Research, Chairman of the UK Biosciences Knowledge Transfer Network Board, and a member of the World Economic Forum Biotechnology Council.

David Lawrence graduated in chemistry from Oxford University with an MA and DPhil in chemical pharmacology.

Peter
Thompson



Born: September 15, 1946 **Nationality:** American
Initial appointment: 2000 **Term of office:** 2013

Functions in Syngenta

Non-executive Director
Member of the Audit Committee

Professional background

Peter Thompson is currently a Director of Sodexo SA. Previously he was President and Chief Executive Officer of PepsiCo Beverages International (1996–2004), President of PepsiCo Foods International's Europe, Middle East and Africa Division (1995–1996) and of Walkers Snack Foods in the UK (1994–1995). Before joining PepsiCo he held various senior management roles with Grand Metropolitan plc, including President and Chief Executive Officer of GrandMet Foods Europe (1992–1994), Vice Chairman of The Pillsbury Company (1990–1992), and President and Chief Executive Officer of The Paddington Corporation (1984–1990). He is also Chairman of the Vero Beach Museum of Art.

Peter Thompson has a degree in modern languages from Oxford University and an MBA from Columbia University.

Jacques
Vincent



Born: April 9, 1946 **Nationality:** French
Initial appointment: 2005 **Term of office:** 2013

Functions in Syngenta

Non-executive Director
Member of the Compensation Committee

Professional background

Jacques Vincent has been Vice Chairman and Chief Operating Officer of the Danone Group, Paris, from 1998 until 2008. Since 2010 he has been sitting on the board of various companies, among them Danone, Cereplast and Mediaperformance. He began his career with Danone in 1970 and has since held various financial and overall management positions within this group.

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.

Felix A.
Weber



Born: November 2, 1950 **Nationality:** Swiss
Initial appointment: 2000 **Term of office:** 2013

Functions in Syngenta

Non-executive Director
Chairman of the Compensation Committee

Professional background

Felix A. Weber is currently Executive Committee Co-Chairman of Nomura Switzerland, a Managing Director of Nomura International Ltd. and Chairman of Nomura Insurance Holdings AG. Previously, he was a Director of Publigroupe (2005–2009), a Director of Valora (2006–2008), a Director of Glacier Holdings GP SA and Glacier Holdings S.C.A (former parent entities of Cablecom GmbH) (2003–2005), a Director of Cablecom GmbH (2004–2005), Managing Director of Lehman Brothers Ltd. (2006–2008), Executive Vice President and Chief Financial Officer of Adecco SA (1998–2004), Associate Project Manager and Principal of McKinsey & Company in Zurich (1989–1997), and Chief Executive Officer of Alusuisse South Africa (1982–1984).

Felix A. Weber graduated from the University of St. Gallen with an MBA in operations research and finance and a PhD in marketing.

Executive Committee

Under the direction of the Chief Executive Officer (CEO), the Executive Committee is responsible for the operational 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 Business Development, the Head Legal & Taxes and the Head Human Resources.

The CEO is nominated by the Board and shares responsibility for the strategic direction of Syngenta with the Chairman. The CEO is ultimately responsible for the active leadership and operational management of Syngenta and chairs the Executive Committee, representing the latter both inside and outside the Company. Members of the Executive Committee are directly responsible to the CEO. The CEO in turn ensures the Executive Committee's efficiency and effectiveness for the Chairman, the Chairman's Committee, and the Board. The CEO represents, jointly with the Chairman, the interests of the Company as a whole to authorities and business associations, both in Switzerland and internationally.

Executive Committee

Responsibilities

- formulates the fundamentals of corporate policy
- draws up and approves the Group strategy and strategic plans for the submission to the Board of Directors or the Chairman's Committee
- implements the strategies and the periodic assessment of the attainment of goals
- draws up, approves, and implements one-year plans for the Company and the Divisions for the attention of the Chairman's Committee
- submits quarterly and yearly reports for the attention of the Board or its Committees
- makes personnel appointments and modifications to the organization within its own area of authority
- promotes a modern and active leadership style
- ensures provision and optimal utilization of resources (finances, management capacity)
- promotes an active communications policy both within and outside the Company
- examines and approves significant agreements with third parties and business activities involving extraordinary high risks
- establishes guidelines for planning, organization, finance, reporting, information technology, etc.

Members

Michael Mack¹

Alejandro Aruffo²

John Atkin

Robert Berendes

Caroline Luscombe

Christoph Mäder

Mark Peacock

Davor Pisk

John Ramsay

¹ CEO

² See additional information on page 13

Executive Committee

(at December 31, 2012)

Michael Mack



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

Functions in Syngenta

Chief Executive Officer (CEO), executive Director
Member of the Chairman's 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.

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

Professional background

Prior to his current role as Chief Operating Officer Syngenta, 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). In 2008 he was appointed Visiting Professor at the Institute for Research on Environment and Sustainability (IRES) at the University of Newcastle upon Tyne. He was appointed as a non-executive Director of Driscoll's in 2011.

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

Robert Berendes



Born: February 14, 1965 **Nationality:** German **Appointment:** 2007

Function in Syngenta

Head Business Development

In addition to his responsibilities, Robert Berendes assumed ad interim leadership for Syngenta's Research & Development on October 22, 2012 until a successor is appointed.

Professional background

Robert Berendes was Head of Diverse Field Crops (2005–2006) and Head of Strategy, Planning and M&A (2002–2005) for Syngenta. Prior to this, he was a partner and co-leader of the European chemical practice at McKinsey & Company.

He graduated from the University of Cologne with a diploma in chemistry and has a PhD in biophysics from the Max-Planck-Institute for Biochemistry/Technical University of Munich.

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 Chairman of scienceindustries, the association of Swiss chemical, pharmaceutical and biotech industries. He is also a Vice Chairman of economiesuisse, the main umbrella organization representing Swiss economy, 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).

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

Caroline Luscombe



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

Function in Syngenta

Head Human Resources

Professional background

Caroline Luscombe joined Syngenta as Head Human Resources in January 2010. Prior to this, she held several senior human resources (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).

She holds a bachelor's degree in German from University College, London.

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.

He has a degree in chemical engineering from Imperial College, London, and a Masters 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).

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

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.

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

Management contracts

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

**In memory of Alejandro Aruffo
1959–2013**



We were deeply saddened by the loss of Dr. Alejandro Aruffo, Head Research & Development and member of the Syngenta Executive Committee.

Having completed his studies at the University of Washington and Harvard, Dr. Aruffo pursued a highly successful career in pharmaceutical research at Bristol-Myers Squibb and Abbott.

On joining Syngenta in 2008, Dr. Aruffo assumed global responsibility for the company's combined chemical and biological research and development. With his broad leadership experience and advanced analytical and strategic capabilities, he made an enduring contribution to strengthening innovation at Syngenta.

The Board, the Executive Committee and employees owe a lasting debt of gratitude to Dr. Aruffo. We have lost a remarkable personality and a good friend.

We honor the memory of Dr. Aruffo, and our heartfelt sympathy goes to his wife Linda and his two children.

External auditor

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

Ernst & Young was initially appointed as external auditor at the Annual General Meeting in April 2002. The appointment of the external auditor is for one year and is renewed annually. The lead partner in charge of the audit engagement assumed this position in 2009.

External auditor fees

(\$ million)	2012	2011
Audit services	7.0	7.7
Audit-related services	0.4	0.5
Tax services	0.5	0.2
Other services/additional fees	0.2	0.6
Total	8.1	9.0

– 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 Group 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 tax compliance, tax planning, and tax advice.

– Other services/additional fees include advice relating to process improvements, training and subscription fees for accounting, and reporting updates.

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 2012 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. 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
- key crop 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 Swiss company listed on the New York Stock Exchange (NYSE), Syngenta complies with the disclosure requirements of the SEC and the NYSE requirements applicable for foreign private issuers.

These 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.

Website information (selection)

Topic	Website
Syngenta homepage	www.syngenta.com
Board of Directors and Executive Committee	www.syngenta.com/global/corporate/en/about-syngenta/governance/management-and-board/Pages/management-and-board.aspx
Articles of Incorporation	www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/articles-of-incorporation.aspx
Code of Conduct	www.syngenta.com/global/corporate/en/about-syngenta/governance/code-of-conduct/Pages/code-of-conduct.aspx
Corporate Governance NYSE	www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/corporate-governance-nyse.aspx
Corporate Responsibility	www.syngenta.com/global/corporate/en/about-syngenta/corporate-responsibility/Pages/corporate-responsibility.aspx
Investor Relations	www.syngenta.com/global/corporate/en/investor-relations/Pages/investor-relations.aspx
Shareholder Information	www.syngenta.com/global/corporate/en/investor-relations/general-shareholder-information/Pages/general-shareholder-information.aspx
News Center	www.syngenta.com/global/corporate/en/news-center/Pages/home.aspx
Publications	www.syngenta.com/global/corporate/en/about-syngenta/Pages/publications.aspx

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 2012. The Compensation Report is identical in all material aspects to the information contained in Note 11 to the audited financial statements of Syngenta AG included in the Financial Report. The compensation system will be submitted to an advisory vote of the shareholders at the Annual General Meeting.

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 and variable compensation. 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.

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 the 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 2012, 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 the number of employees.
- North America Group: 21 comparable companies (19 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 on compensation policy matters, benchmarking of the Executive Committee and Board of the Directors and other relevant compensation-related market information. When necessary, other independent compensation advisors are consulted. In addition, support and expertise are provided by internal compensation experts, including the Head Human Resources and Global Head of Compensation and Benefits.

Taking into account the market data, the performance of the business and individuals, and the recommendation of the external advisor, the Compensation Committee exercises judgment to determine the appropriate compensation levels of the Executive Committee.

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
- 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 and, for selected leaders, long-term incentives. Both are linked to financial and individual performance. Variable compensation is determined by the 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.

Short- and long-term incentive awards are based on pre-defined performance measures. They are only awarded if the employee or executive fully meets the performance objectives. Details of the various short- and long-term incentive plans are provided in the following sections.

Table 1. Fixed and variable compensation

	Chairman of the Board	Members of the Board	Executive Committee	Senior Management	All employees	Description	Linkage to compensation principles
Fixed compensation							
Fixed pay	•	•	•	•	•	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
Variable compensation							
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 ¹	Equity-based compensation focusing on sustainable business performance and alignment to shareholders
Long-Term Incentive Plan (LTI)			•	•		For senior management and Executive Committee, stock options and RSUs	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)			•	•	•	Plan for all Switzerland-based Syngenta employees: share purchase up to CHF 5,000.– p.a. at 50 percent discount rate ²	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 Employee Share Purchase Plans are also established in many other countries

Short-Term Incentive (STI)

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

STI targets for managers and Executive Committee members

Individuals are granted an STI award as a percentage of their base salary.

	STI targets (as a percentage of base salary)
Management ¹	25%
Senior Management ¹	30%–40%
Executive Committee	50%
Chief Executive Officer	80%

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

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. Personal objectives are set as part of the annual performance management program. Financial targets are also set on an annual basis and may include measures such as Group Net Income, business value added, EBITDA, etc.

At the end of the incentive year both individual and 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.

Both the individual and financial percentage awards can range from zero to 200 percent of the STI target. The STI payout is limited to two times the target award. In addition, the STI payout at all levels is contingent upon the annual Group Net Income (GNI) reaching a threshold of 85 percent of the target budget.

STI award for Executive Committee members

For Executive Committee members, a greater emphasis is placed on the achievement of financial results. Group financial performance measures account for 70 percent of the STI award while 30 percent is based on individual performance. The Group financial performance measures are earnings per share (EPS) and return on invested capital (ROIC) of the Group.

The methodology and conditions of STI awards for members of the Executive Committee are identical to all other employees.

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 interest with shareholders by converting part of their STI into Syngenta share awards with a blocking period of three years and thus be fully exposed 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 the Syngenta share. The number of share awards is calculated based on the closing share price at grant date and the amount of STI eligible for deferral (mandatory and any voluntary amount). The calculation is made by applying the following formula:

Number of share awards = (mandatory deferral percent + voluntary deferral percent) x 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. 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)

LTI is 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 performance objectives as well as the Company's annual financial performance.

	LTI targets (as a percentage of base salary)
Management ¹	20%
Senior Management ¹	25%–40%
Executive Committee	60%
Chief Executive Officer	100%

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

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 LTI 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, RSUs convert to shares based on the Syngenta closing share price on the vesting date.

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

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 shares at 50 percent of the share price at the date of purchase, up to a maximum value of CHF 5,000. These shares are subject to a blocking period of three years. Regulations of the Swiss ESPP allow all employees in Switzerland, including members of the Executive Committee, to 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 to 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.

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.

Correlation between fixed and variable compensation, and between cash and equity-based compensation for members of Executive Committee (including Chief Executive Officer)

The correlation between fixed and variable compensation is as follows:

Table 2. Fixed and variable compensation

	Members of the Executive Committee		Chief Executive Officer	
	Target incentive [%]	Maximum incentive [%]	Target incentive [%]	Maximum incentive [%]
Fixed compensation	100	100	100	100
Variable compensation	150	270	244	438
Total	250	370	344	538

Table 2 shows that variable compensation at both target and maximum level forms a higher proportion of total compensation than fixed compensation.

Total compensation is split between cash and equity-based components as follows:

Table 3. Cash and equity-based compensation

	Members of the Executive Committee		Chief Executive Officer	
	Target incentive [%]	Maximum incentive [%]	Target incentive [%]	Maximum incentive [%]
Cash compensation	44	32	34	25
Equity-based compensation	56	68	66	75
Total	100	100	100	100

100 percent in Table 3 are equal to 250/370/344/538 percent in Table 2, respectively

Table 3 shows that equity-based compensation at both target and maximum level 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 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 four independent non-executive Directors. The Committee does not include any members with interlinked company mandates. The Chief Executive Officer (CEO) is invited to meetings of the Committee except when his own compensation is reviewed. The Chairman and the Vice Chairman do not attend the meeting when the Committee reviews and agrees proposals for the Board of Directors covering their own compensation.

Compensation-related decisions are governed as follows:

Table 4. 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

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 material 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, he informs the Board of Directors of any material business or resolutions adopted by the Compensation Committee.

Compensation of the Board of Directors and 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. The grant value of a Syngenta share is the market price at the grant date.

Table 5. Annual fees for non-executive Directors

Function	Annual fee (CHF)
Base fees:	
Chairman of the Board	1,600,000
Vice Chairman of the Board	375,000
Member of the Board	215,000
Additional fees¹:	
Member of the Chairman's Committee	100,000
Head of the Audit Committee	110,000
Member of the Audit Committee	30,000
Head of the Compensation Committee	85,000
Member of the Compensation Committee	25,000
Member of the Corporate Responsibility Committee	20,000
Chairman of the Science and Technology Advisory Board	20,000

¹ No additional fees are payable to the Chairman and the Vice Chairman

Compensation of the Chairman

The non-executive Chairman of the Board receives a predefined annual fee, but no variable compensation. The annual fee is paid partly in cash and partly in a mandatory portion of restricted shares. The value of the fixed share portion is equal to one-third of the net fee (after tax and social security charges). The grant value of a Syngenta share is the market price at the grant date. The shares are blocked from trading for a period of three years. In addition, the Chairman receives certain benefits such as assistance with headquarters' housing, commuting and tax services (see Table 6a for details).

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 2012 compensation for members of the Executive Committee.

2012 Compensation of the Board of Directors

The Board of Directors, at the recommendation of the Compensation Committee, took the decision not to increase the annual fees of the non-executive Directors in 2012.

Vinita Bali, Gunnar Brock and Michel Demaré were elected to the Board of Directors at the AGM 2012. The fees in cash and restricted shares and the Company paid social security cost figures presented are the annual amounts paid prorated based on the number of days worked in 2012.

Table 6a. Compensation of non-executive Directors in 2012

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	Benefits in kind/cash ¹	Total annual fee/benefits earned	Company paid social security cost	Total annual cost
Martin Taylor	1,344,944	–	255,056	–	791	791	218,730	1,818,730	204,762	2,023,492
Vinita Bali ²	161,603	–	–	–	–	–	–	161,603	10,311	171,914
Stefan Borgas	122,500	–	122,530	–	397	397	–	245,030	11,307	256,337
Gunnar Brock ²	168,479	–	–	–	–	–	–	168,479	37,419	205,898
Peggy Bruzelius	325,000	–	–	–	–	–	–	325,000	72,183	397,183
Michel Demaré ^{2,3}	9,260	–	224,765	–	728	728	–	234,025	9,333	243,358
Pierre Landolt ^{4,5}	73,425	–	–	–	–	–	–	73,425	4,790	78,215
David Lawrence ⁶	127,500	127,777	–	414	–	414	–	255,277	–	255,277
Peter Thompson	122,500	122,530	–	397	–	397	–	245,030	–	245,030
Jacques Vincent	60,082	180,246	–	584	–	584	–	240,328	–	240,328
Rolf Watter ⁴	98,443	–	–	–	–	–	–	98,443	5,600	104,043
Felix A. Weber	300,000	–	–	–	–	–	–	300,000	49,322	349,322
Jürg Witmer	375,000	–	–	–	–	–	–	375,000	19,661	394,661
Total	3,288,736	430,553	602,351	1,395	1,916	3,311	218,730	4,540,370	424,688	4,965,058

1 Housing, commuting and tax services, including refund of relevant tax (cash)

2 Vinita Bali, Gunnar Brock and Michel Demaré were elected to the Board of Directors at the AGM 2012. 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 2012

3 Michel Demaré elected to receive a portion of his 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 2012; the Fee in restricted shares figure presented is the monetary value of the prorated share amount

4 Pierre Landolt and Rolf Watter retired from the Board of Directors at the AGM 2012. The figures under Fee in cash are the non-executives' annual total compensation prorated based on the number of days worked in 2012

5 According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee

6 The social security cost is not determined at the time of preparing this report

All values in Swiss francs

Table 6b. Compensation of non-executive Directors in 2011

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	Benefits in kind/cash ¹	Total annual fee/benefits earned	Company paid social security cost	Total annual cost
Martin Taylor	1,541,929	–	308,071	–	1,103	1,103	153,708	2,003,708	–	2,003,708
Stefan Borgas	73,500	–	171,721	–	612	612	–	245,221	13,194	258,415
Peggy Bruzelius	325,000	–	–	–	–	–	–	325,000	72,117	397,117
Pierre Landolt ²	12,301	222,788	–	794	–	794	–	235,089	15,337	250,426
David Lawrence	127,500	127,668	–	455	–	455	–	255,168	–	255,168
Peter Thompson	245,000	–	–	–	–	–	–	245,000	–	245,000
Jacques Vincent	60,046	180,139	–	642	–	642	–	240,185	–	240,185
Rolf Watter	157,500	–	157,692	–	562	562	–	315,192	17,929	333,121
Felix A. Weber	300,000	–	–	–	–	–	–	300,000	19,518	319,518
Jürg Witmer	375,000	–	–	–	–	–	–	375,000	24,349	399,349
Total	3,217,776	530,595	637,484	1,891	2,277	4,168	153,708	4,539,563	162,444	4,702,007

1 Housing, commuting and tax services, including refund of relevant tax (cash)

2 According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee

All values in Swiss francs

2012 Compensation of members of the Executive Committee

In 2012, 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 7 on page 22.

The Compensation Committee determined that none of the Executive Committee members, including the CEO, would receive an increase in salary in 2012. In 2012, the CEO received the highest total compensation; his compensation is reported in Table 8.

Caroline Luscombe, Head Human Resources, joined the Executive Committee in October 2012. The figures for 2012 in Table 7 include her compensation for the full year. The figures for 2011 do not include her compensation.

Tables 7 and 8 show in the column “compensation 2011” the number of share awards, RSUs and stock options that were granted on February 23, 2012, for the year 2011 (excluding the shares purchased under the Employee Share Purchase Plan). The numbers of units granted were determined after the preparation of the 2011 report and are disclosed retroactively in this 2012 report. As a consequence, the actual values of the granted share awards, stock options and RSUs differ slightly from the values reported in 2011. 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 performance and pay in 2012

For Executive Committee members, a greater emphasis is placed on the achievement of financial results. Group financial performance measures account for 70 percent of the STI award while 30 percent is based on individual performance. The Group financial performance measures are earnings per share (EPS) and return on invested capital (ROIC). EPS performance is assessed in relation to internal targets based on expectations for each of the Group’s operating segments. Following an exceptional performance in 2011, EPS in 2012 was again very strong. It was influenced by two items for which the timing was difficult to predict: these were trait royalty income of around \$200 million and a net \$80 million charge for the settlement of US litigation relating to the herbicide atrazine. ROIC was maintained at a high level.

Individual performance related pay is based on a range of measures relating to progress in driving sustainable long-term growth in the business. In 2012, these included the development and global implementation of crop-based strategies; the selection of investment opportunities; the successful execution of acquisitions including strategic partnerships; and the progression of Syngenta’s R&D pipeline, with increasing emphasis on novel integrated solutions.

In addition, the ability to attract and retain talent is assessed as another key factor for the longer term success of the company. The underlying employee attrition rate of less than 6 percent in 2012 illustrates Syngenta’s attractiveness as an employer. The company aims to promote diversity and in 2012 the percentage of women in senior management increased, as did the number of nationalities represented. Safety for the entire workforce is of paramount importance and has been set as a key performance indicator for all leaders and employees. In 2012 the recordable injury and illness rate was improved from 0.44 to 0.39 per 200,000 hours, beating the target of 0.50 for the third successive year.

Table 7. Compensation for members of the Executive Committee (a total of 9 people in 2012¹)

Compensation elements	Number of units		Values	
	2012	2011	2012	2011
Fixed compensation in cash			7,478,064	6,775,971
Allowances in cash			230,696	222,021
STI compensation in cash ²			1,322,220	1,795,315
Total compensation in cash			9,030,980	8,793,307
DSP deferred shares ^{3, 4, 5}	–	17,681	2,768,352	5,311,372
DSP matching shares ^{3, 4, 6}	–	17,681	2,768,352	5,311,372
LTI options ^{3, 4, 7}	–	61,508	3,274,650	3,394,011
LTI RSUs ^{3, 4, 8}	–	11,302	3,274,650	3,395,121
ESPP shares	104	126	18,684	17,140
Insurance, pension costs			1,819,111	1,671,254
Benefits in kind ⁹			251,345	142,022
Total compensation			23,206,124	28,035,599
Company social security cost ¹⁰			587,920	845,517
Compensation related to earlier years				
DSP matching shares ¹¹	19,803	7,979	5,917,136	2,509,396
Company social security cost			545,296	299,129

Notes refer to 2012 unless other years are indicated

1 Caroline Luscombe, Head Human Resources, joined the Executive Committee in October 2012. The figures for 2012 in this table include her compensation for the full year. The figures for 2011 do not include her compensation

2 Short-term incentive in cash, payable in 2013 for 2012

3 The numbers of deferred shares, matching shares, options and RSUs for 2011 were granted on February 23, 2012, after the preparation of the 2011 report

4 The numbers of shares, options and RSUs at grant for 2011 were rounded to the next whole number, consequently the values actually granted differ slightly from the values disclosed in the 2011 report

5 Short-term incentive in deferred shares or share awards, which will be granted in 2013 for 2012 (the number of shares is not determined at the time of preparing this report)

6 Actual value of DSP matching shares, which will be granted in 2016 (the number of shares is not determined at the time of preparing this report)

7 Long-term incentive in options, which will be granted in 2013 for 2012 (the number of options is not determined at the time of preparing this report)

8 Long-term incentive in RSUs, which will be granted in 2013 for 2012 (the number of RSUs is not determined at the time of preparing this report)

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

10 Due to the rounding of allocated units (see Footnote 4), the cost differs slightly from the value disclosed in the 2011 report

11 Matching shares, which were granted in 2012 for 2008

All values in Swiss francs

Table 8. Highest compensation for a member of the Executive Committee

Compensation elements	Number of units		Values	
	2012	2011	2012	2011
Fixed compensation in cash			1,535,004	1,480,005
Allowances in cash			96,180	94,591
STI compensation in cash ¹			258,480	465,600
Total compensation in cash			1,889,664	2,040,196
DSP deferred shares ^{2, 3, 4}	–	6,200	1,033,920	1,862,480
DSP matching shares ^{2, 3, 5}	–	6,200	1,033,920	1,862,480
LTI options ^{2, 3, 6}	–	20,388	1,125,000	1,125,010
LTI RSUs ^{2, 3, 7}	–	3,746	1,125,000	1,125,298
ESPP shares	13	18	2,335	2,449
Insurance, pension costs			413,349	412,673
Benefits in kind ⁸			40,603	45,135
Total compensation			6,663,791	8,475,721
Company social security cost ⁹			157,012	235,546
Compensation related to earlier years				
DSP matching shares ¹⁰	6,650	1,652	1,987,020	519,554
Company social security cost			210,788	44,897

Notes refer to 2012 unless other years are indicated

1 Short-term incentive in cash, payable in 2013 for 2012

2 The numbers of deferred shares, matching shares, options and RSUs for 2011 were granted on February 23, 2012, after the preparation of the 2011 report

3 The numbers of shares, options and RSUs at grant for 2011 were rounded to the next whole number, consequently the values actually granted differ slightly from the values disclosed in the 2011 report

4 Short-term incentive in deferred shares or share awards, which will be granted in 2013 for 2012 (the number of shares is not determined at the time of preparing this report)

5 Actual value of DSP matching shares, which will be granted in 2016 (the number of shares is not determined at the time of preparing this report)

6 Long-term incentive in options, which will be granted in 2013 for 2012 (the number of options is not determined at the time of preparing this report)

7 Long-term incentive in RSUs, which will be granted in 2013 for 2012 (the number of RSUs is not determined at the time of preparing this report)

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

9 Due to the rounding of allocated units (see footnote 3), the cost differs slightly from the value disclosed in the 2011 report

10 Matching shares, which were granted in 2012 for 2008

All values in Swiss francs

2012 Holding of shares and options

Table 9. Holding of shares of non-executive Directors* as of December 31, 2012 and 2011

Non-executive Directors	Number of unrestricted shares		Number of restricted shares		% voting rights	
	2012	2011	2012	2011	2012	2011
Martin Taylor	8,068	8,298	3,383	4,425	< 0.1%	< 0.1%
Vinita Bali ¹	–	–	–	–	< 0.1%	< 0.1%
Stefan Borgas	–	–	2,052	1,655	< 0.1%	< 0.1%
Gunnar Brock ¹	–	–	–	–	< 0.1%	< 0.1%
Peggy Bruzelius	2,464	2,464	–	–	< 0.1%	< 0.1%
Michel Demaré ¹	75	–	1,059	–	< 0.1%	< 0.1%
David Lawrence	12,119	11,705	–	–	< 0.1%	< 0.1%
Peter Thompson	1,695	1,298	–	–	< 0.1%	< 0.1%
Jacques Vincent	3,682	4,098	–	–	< 0.1%	< 0.1%
Felix Weber	2,242	440	845	990	< 0.1%	< 0.1%
Jürg Witmer	4,756	4,500	–	256	< 0.1%	< 0.1%
Total unrestricted/restricted shares	35,101	32,803	7,339	7,326	< 0.1%	< 0.1%
Pierre Landolt ^{2,3} (January 1–April 24, 2012)		8,319		509	< 0.1%	< 0.1%
Rolf Watter ³ (January 1–April 24, 2012)		2,053		2,443	< 0.1%	< 0.1%
Total shares	42,440	53,453				
	Number of unrestricted ADS		Number of restricted ADS		% voting rights	
	2012	2011	2012	2011	2012	2011
Peter Thompson	–	5,000	–	–	< 0.1%	< 0.1%
Total American Depositary Shares (ADS)	–	5,000	–	–	< 0.1%	< 0.1%

¹ Vinita Bali, Gunnar Brock and Michel Demaré were elected to the Board of Directors at the AGM 2012

² According to Pierre Landolt and the Sandoz Family Foundation, of the total amounts, 7,469 shares were held by the Foundation as of December 31, 2011

³ Pierre Landolt and Rolf Watter retired from the Board of Directors at the AGM 2012

*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 10a. Holding of shares by members of the Executive Committee* as of December 31, 2012

Members of the Executive Committee	Vested shares			Unvested shares			Total Vested/unvested
	Unrestricted	Restricted	Voting rights	Unconverted share awards	Unmatched shares	Unconverted RSU	
Michael Mack	25,811	10,744	< 0.1%	–	10,696	9,676	56,927
Alejandro Aruffo	4,043	510	< 0.1%	2,572	3,034	2,676	12,835
John Atkin	1,887	4,372	< 0.1%	–	4,324	3,842	14,425
Robert Berendes	73	305	< 0.1%	1,307	1,612	2,774	6,071
Caroline Luscombe	–	48	< 0.1%	897	897	1,633	3,475
Christoph Mäder	5,641	2,090	< 0.1%	–	2,042	2,401	12,174
Mark Peacock	19	48	< 0.1%	2,734	2,734	2,302	7,837
Davor Pisk	3,884	3,476	< 0.1%	–	3,428	2,988	13,776
John Ramsay	276	3,340	< 0.1%	–	3,292	2,907	9,815
Total Executive Committee shares	41,634	24,933	< 0.1%	7,510	32,059	31,199	137,335

*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 10b. Holding of shares by members of the Executive Committee* as of December 31, 2011

Members of the Executive Committee	Vested shares			Unvested shares			Total
	Unrestricted	Restricted	Voting rights	Unconverted share awards	Unmatched shares	Unconverted RSU	Vested/unvested
Michael Mack	14,896	11,200	< 0.1%	–	11,146	9,679	46,921
Alejandro Aruffo	4,024	516	< 0.1%	2,764	3,226	2,171	12,701
John Atkin	12,976	4,944	< 0.1%	–	4,890	3,980	26,790
Robert Berendes	3,856	324	< 0.1%	1,473	1,778	2,849	10,280
Christoph Mäder	3,661	2,308	< 0.1%	–	2,254	2,367	10,590
Mark Peacock	24	54	< 0.1%	3,094	3,094	2,416	8,682
Davor Pisk	2,865	3,476	< 0.1%	–	3,422	2,802	12,565
John Ramsay	768	3,528	< 0.1%	–	3,474	2,812	10,582
Total Executive Committee shares	43,070	26,350	< 0.1%	7,331	33,284	29,076	139,111

*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 11a. Holding of options by non-executive Directors* as of December 31, 2012

Year of allocation	2005	2004	2004	2003
Underlying equity	Share	ADS	Share	Share
Term (years)	10	11	11	11
Exercise period (years)	7	8	8	8
Option: share/ADS ratio	1:1	1:1	1:1	1:1
Exercise price CHF	127.38		89.30	59.70
Exercise price USD		14.53		
Vesting status	All vested			
Options held as of December 31, 2012				
Peter Thompson ¹	1,363	6,560	–	2,652
Felix A. Weber	1,615	–	2,050	–
Totals by grant year	2,978	6,560	2,050	2,652
Total options on ADS	6,560			
Total options on shares	7,680			

After 2005 no options were granted to non-executive Directors. Non-executive Directors not listed in this table do not hold any options.

¹ Peter Thompson holds options over shares and ADS

*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 11b. Holding of options by non-executive Directors* as of December 31, 2011

Year of allocation	2005	2004	2004	2003	2002
Underlying equity	Share	ADS	Share	Share	Share
Term (years)	10	11	11	11	11
Exercise period (years)	7	8	8	8	8
Option: share/ADS ratio	1:1	1:1	1:1	1:1	1:1
Exercise price CHF	127.38		89.30	59.70	98.00
Exercise price USD		14.53			
Vesting status	All vested				
Options held as of December 31, 2011					
Pierre Landolt ¹	3,532	–	4,484	2,652	1,713
Peter Thompson ²	1,363	6,560	–	2,652	1,713
Rolf Watter	1,682	–	–	–	–
Felix A. Weber	1,615	–	2,050	2,121	3,425
Totals by grant year	8,192	6,560	6,534	7,425	6,851
Total options on ADS	6,560				
Total options on shares	29,002				

After 2005 no options were granted to non-executive Directors. Non-executive Directors not listed in this table do not hold any options.

¹ According to Pierre Landolt and the Sandoz Family Foundation, all options are held by the Foundation

² Peter Thompson holds options over shares and ADS

*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 12a. Holding of options by members of the Executive Committee* as of December 31, 2012

Year of allocation	2012	2011	2010	2009	2008	2007	2006	2005	2004
Underlying equity	Share	Share	Share	Share	Share	Share	Share	Share	Share
Term (years)	10	10	10	10	10	10	10	10	11
Exercise period (years)	7	7	7	7	7	7	7	7	8
Option: share/ADS ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1
Exercise price CHF	300.40	308.71	283.70	233.43	301.50	226.70	185.00	127.38	89.30
Vesting status	Unvested			Vested					
Options held as of December 31, 2012									
Members of the Executive Committee									
Michael Mack	20,388	15,207	12,398	16,426	4,669	6,075	-	-	-
Alejandro Aruffo	5,709	4,128	3,440	-	-	-	-	-	-
John Atkin	7,748	6,114	5,127	-	5,292	-	-	-	-
Robert Berendes	5,546	4,586	3,589	4,790	3,362	2,369	2,959	4,138	4,048
Caroline Luscombe	2,637	1,968	1,426	-	-	-	-	-	-
Christoph Mäder	5,057	3,518	3,304	3,920	2,739	-	-	-	-
Mark Peacock	4,418	3,639	3,276	-	-	-	-	-	-
Davor Pisk	6,525	4,586	3,739	-	1,666	-	-	-	-
John Ramsay	6,117	4,491	3,798	4,506	2,431	2,453	3,059	-	-
Totals by grant year	64,145	48,237	40,097	29,642	20,159	10,897	6,018	4,138	4,048
Total unvested options	152,479								
Total vested options	74,902								
Total options on shares	227,381								

*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 12b. Holding of options by members of the Executive Committee* as of December 31, 2011

Year of allocation	2011	2010	2009	2008	2007	2006	2005	2004
Underlying equity	Share	Share	Share	Share	Share	Share	Share	Share
Term (years)	10	10	10	10	10	10	10	11
Exercise period (years)	7	7	7	7	7	7	7	8
Option: share/ADS ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1
Exercise price CHF	308.71	283.70	233.43	301.50	226.70	185.00	127.38	89.30
Vesting status	Unvested			Vested				
Options held as of December 31, 2011								
Members of the Executive Committee								
Michael Mack	15,207	12,398	16,426	4,669	6,075	7,077	–	–
Alejandro Aruffo	4,128	3,440	2,381	–	–	–	–	–
John Atkin	6,114	5,127	6,843	5,292	–	–	–	–
Robert Berendes	4,586	3,589	4,790	3,362	2,369	2,959	4,138	4,048
Christoph Mäder	3,518	3,304	3,920	2,739	3,993	4,915	–	–
Mark Peacock	3,639	3,276	4,055	2,988	–	–	–	–
Davor Pisk	4,586	3,739	4,435	1,666	–	–	–	–
John Ramsay	4,491	3,798	4,506	2,431	2,453	3,059	986	–
Totals by grant year	46,269	38,671	47,356	23,147	14,890	18,010	5,124	4,048
Total unvested options	132,296							
Total vested options	65,219							
Total options on shares	197,515							

*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

Contractual provisions, loans, additional benefits

The notice periods for members of the Executive Committee and the CEO are in accordance with market practice. 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 Directors' term of office. The employment agreements with members of the Executive Committee, including the CEO, and the agreements with 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. In case the Chairman is removed from office by the Board of Directors prior to expiry of his term of office, he is entitled to a payment of one-fourth of the annual fee.

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, a minimum of 67 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 substantial shareholdings accumulated over a number of years. These are disclosed in Tables 10a and 12a.

In 2012, no severance payments were made to former Directors or members of the Executive Committee, and no loans or credits were granted to active or former Directors or members of the Executive Committee, or parties related to them. In addition, at December 31, 2012, there are no such loans or credits outstanding.

In the event of fraud or serious misconduct, the Company reserves the right to dismiss with immediate effect. Furthermore the claw-back of equity-based compensation will be considered by the Compensation Committee on a case-by-case basis and will be enforced as permitted under Swiss law (or any other applicable law). If warranted, all outstanding LTI awards and DSP share awards will lapse with immediate effect.

In 2012, 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, 2012, there are no such liabilities outstanding.

In 2012, 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, 2012, no such items are outstanding.

In 2012, no compensation was paid to any active Director or member of the Executive Committee for other services provided and, at December 31, 2012, 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 2012 report relate to performance and results in 2012, and will be paid in 2013 or later. This is in line with the accrual principle as requested by relevant guidelines. The number of equity units to be granted for 2012 will be determined after the editorial deadline of this report. As a result, while the compensation amount is known and included, the numbers of share awards, RSUs, and stock options to be issued for this amount are not determined and not included in this report.

The number of equity units that were granted for 2011 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 2011 are included in this 2012 report (see Tables 7 and 8).

The share awards for the incentive year 2012 granted under the DSP in 2013 will be matched in 2016 if the vesting condition is met. In this report, the same value as determined for the deferral of share awards in 2012 is used to state the value of the expected matching of share awards in 2016.

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 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 2012 cannot be determined at this time.

All reported amounts set out in this Compensation Report 2012 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 which require a fair market evaluation or a theoretical value.

In Notes 2 and 24 to the Syngenta Group consolidated financial statements included in the Financial Report, the amount disclosed for equity-settled awards is 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.

Switzerland

Investor Relations
T +41 61 323 5883
F +41 61 323 5880
E global.investor_relations@syngenta.com

Media Relations
T +41 61 323 2323
F +41 61 323 2424
E media.relations@syngenta.com

Share Register
T +41 58 399 6133
F +41 58 499 6193
E syngenta.aktienregister@sag.ch

Shareholder Services
T +41 61 323 9492
F +41 61 323 5461
E shareholder.services@syngenta.com

Ordering of publications
T +41 58 399 6133
E syngenta.aktienregister@sag.ch

Syngenta switchboard
T +41 61 323 1111
F +41 61 323 1212
E global.webmaster@syngenta.com

USA

Investor Relations
T +1 202 737 6520
T +1 202 737 6521
E global.investor_relations@syngenta.com

Media Relations
T +1 202 628 2372
F +1 202 347 8758
E media.relations_us@syngenta.com

Contacts for ADS holders
T +1 888 253 7068 – from within the USA
T +1 201 680 6825 – from outside the USA

Syngenta AG
Corporate Affairs
Schwarzwaldallee 215
P.O. Box
CH-4002 Basel
Switzerland

www.syngenta.com

For the business year 2012, Syngenta has published three reports: Annual Review (incorporating the Corporate Responsibility Report), Financial Report and Corporate Governance Report and Compensation Report.

All documents were originally published in English. The Annual Review 2012 and the Corporate Governance Report and Compensation Report 2012 are also available in German.

These publications are also available on the Internet: www.syngenta.com

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