



syngenta

**Corporate Governance Report
and Compensation Report 2013**

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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 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 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 Chief Executive Officer (CEO) and the Chief Financial Officer (CFO).

The provisions of the Swiss Federal Council’s Ordinance Against Excessive Compensation at Listed Companies implement the key elements of the “Minder Initiative”, a constitutional amendment approved by the Swiss electorate in 2013. The Ordinance affects all listed companies in Switzerland and will enter into force on January 1, 2014. Some of its provisions will apply immediately and directly, others benefit from a certain transition time or provide for a certain flexibility regarding their implementation. All new provisions will be incorporated into the Syngenta Articles of Incorporation after approval by the general meeting of shareholders.

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 Annual Report on Form 20-F is expected to be available by end of February 2014 on www.syngenta.com, section “Investor Relations”

Organizational structure



At December 31, 2013

*Members of the Executive Committee

Under Swiss company law, Syngenta AG is registered as a stock corporation in the Commercial Register of the Canton Basel-City under the registration number CH-170.3.023.349-3. It was first listed on November 13, 2000, and has its headquarters at Schwarzwaldallee 215, 4058 Basel.

For details regarding the structure of the Company’s operations, including significant listed and non-listed affiliates, associates and joint ventures, please refer to the information contained in Note 3 to the Financial Statements of Syngenta AG in the Financial Report 2013, which can be accessed on www.syngenta.com, see section “Investor Relations”.

Corporate Governance Report

Capital structure and shareholders

Share capital and shares

The nominal share capital of Syngenta at December 31, 2013, 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 (ADSs).

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, 2013, 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 Annual General Meetings (AGM).

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 and 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 were repurchased in 2012, will be proposed for cancellation at the next AGM on April 29, 2014.

Furthermore, the 2012 AGM authorized the Board of Directors to repurchase up to 10 percent of the Company's share capital under a new share repurchase program, also for the purpose of capital reduction. The share repurchase program started in July 2013 and will end in July 2016. In 2013, Syngenta repurchased 167,000 shares, which will also be proposed for cancellation at the AGM on April 29, 2014.

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 23, 2013	9,312,614.90	93,126,149	0.10
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 ¹	1,125,645,840.00	112,564,584	10.00

¹ Foundation date Syngenta

A table with detailed information on changes in the Syngenta share capital during the year ended December 31, 2013, can be found in Note 5 to the Financial Statements of Syngenta AG in the Financial Report 2013.

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 in the Financial Report 2013. 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 at December 31, 2013.

Significant shareholders

Pursuant to the information provided to the Company by its major shareholders, Syngenta made the following notifications during the business year 2013:

Name and location of shareholder, nominee or ADS depository	Date of the notification to Syngenta	Date of the act which created the obligation for the shareholder to notify	Notified total holdings in % ¹
The Bank of New York Mellon Corporation, New York	January 31, 2013	December 4, 2012	4.15 ²
The Bank of New York Mellon Corporation, New York	February 27, 2013	February 26, 2013	4.20 ²
The Bank of New York Mellon Corporation, New York	March 14, 2013	February 26, 2013	4.20 ²
BlackRock, Inc., New York	May 10, 2013	May 8, 2013	5.01 ³
BlackRock, Inc., New York	May 15, 2013	May 13, 2013	4.97 ⁴
The Bank of New York Mellon Corporation, New York	August 27, 2013	August 23, 2013	4.57 ²
The Bank of New York Mellon Corporation, New York	December 23, 2013	December 20, 2013	4.61 ²
The Bank of New York Mellon Corporation, New York	December 27, 2013	December 24, 2013	4.61 ²
The Bank of New York Mellon Corporation, New York	December 31, 2013	December 30, 2013	4.61 ²

1 More details on Syngenta's disclosures under the Swiss Stock Exchange Act can be found on: www.six-exchange-regulation.com/obligations/disclosure/major_shareholders_en.html

2 Addition and/or deletion of direct and/or indirect holder(s)

3 Share position below threshold value of 5% (shares 4.98%, CFDs 0.03%)

4 Total position below threshold value of 5% (shares 4.95%, CFDs 0.02%)

At December 31, 2013, to Syngenta's knowledge the following shareholders, acting in their own name or in their capacity as nominees¹ for other investors or beneficial owners, held 3 percent or more of Syngenta's share capital:

Name of direct shareholder or nominee	In % of total share capital
Chase Nominees Ltd., London	14.89
Nortrust Nominees Ltd., London	7.22
The Capital Group Companies, Inc., Los Angeles	4.98 ²
BlackRock, Inc., New York	4.97 ³
The Bank of New York Mellon Corporation, New York	4.61

1 See Section Shareholder participation rights on pages 3 and 4

2 Latest disclosure at November 16, 2012

3 Latest disclosure at May 13, 2013

In the course of 2013, no other shareholder disclosed a notifiable holding in the share capital of Syngenta AG. Earlier notifications have been fully disclosed in previous Corporate Governance Reports.

Syngenta has no cross shareholdings exceeding a reciprocal 3 percent of capital or voting rights with any other company.

At December 31, 2013, Syngenta AG itself held 1,375,688 shares in treasury, corresponding to 1.48 percent of the share capital.

Shareholder information

At December 31, 2013:

Share capital and shares		In % of total share capital
Share capital (CHF)	9,312,614.90	
Number of registered shareholders	59,517	
Total number of shares	93,126,149	100.0
Number of shares registered in the name of shareholders	59,347,202	63.7
Number of unregistered shares (in dispo)	33,778,947	36.3
Registered shareholders and shares by category	In % of registered shareholders	In % of registered shares
Individual shareholders	95.4	10.5
Institutional shareholders	4.6	89.5

Number of registered shares held	Number of registered shareholders	Holdings in % of total share capital
1 – 50	34,345	0.8
51 – 100	11,241	0.9
101 – 1,000	12,419	3.7
1,001 – 5,000	1,066	2.4
5,001 – 10,000	172	1.3
10,001 – 50,000	191	4.4
50,001 – 100,000	32	2.4
> 100,000	51	47.8
Total registered shareholders/shares	59,517	63.7
Number of unregistered shares (in dispo)		36.3
Total share capital		100.0

Registered shareholders and shares by domicile	Number of registered shareholders	Holdings in % of total share capital
Great Britain	217	25.8
Switzerland	49,438	17.4
USA	188	12.5
Belgium	67	2.5
Germany	2,581	1.5
Others	7,026	4.0
Total registered shareholders/shares	59,517	63.7
Number of unregistered shares (in dispo)		36.3
Total share capital		100.0

Shareholder participation rights

Each share registered under a shareholder's name in the Swiss share register of Syngenta entitles its holder to participate and vote at a general meeting. One share represents 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

Corporate Governance Report

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 (ADSs). ADSs are US securities representing Syngenta shares; five ADSs represent one Syngenta share. The Bank of New York Mellon acts as the Syngenta Depositary for ADSs 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 shareholders' meeting by their legal representative, another shareholder with the right to vote, proxies designated in agreements with nominees or the Independent Proxy. Based on the Swiss Federal Council's Ordinance Against Excessive Compensation at Listed Companies, the representation of shareholders by corporate bodies, banks or brokers will no longer be allowed as of January 1, 2014.

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 (AGM) must be held within six months after the end of the Company's business year. Shareholders' meetings may be convened by the Board of Directors (the Board) 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 AGM. The Board 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 external 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 66⅔ 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 pre-emptive 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.

According to the Syngenta Articles of Incorporation, the following powers shall be vested exclusively in the general meeting:

- to adopt and amend the Articles of Incorporation
- to elect the members of the Board and the Auditor
- to approve the Annual Report and the Consolidated Financial Statements
- to approve the Annual Financial Statements and to decide on the allocation of profits shown on the balance sheet, in particular with regard to dividends
- to discharge the members of the Board and the senior management
- to pass resolutions concerning all matters, which by law or the Articles of Incorporation are reserved to the authority of the general meeting.

In addition, the Swiss Federal Council's Ordinance Against Excessive Compensation at Listed Companies requires as of January 1, 2014, the Annual General Meeting of shareholders to elect or re-elect individually every member of the Board, the Chairman of the Board, the members of the Compensation Committee and the Independent Proxy, all of them on a yearly basis. Re-election is possible.

Other shareholder rights

All shareholders are entitled to equal dividends. Holders of American Depositary Shares (ADSs) receive dividends in proportion to the number of Syngenta shares represented by ADSs, one Syngenta share being equivalent to five ADSs.

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

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 33⅓ 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:



At December 31, 2013

Qualification, election and terms of office

Syngenta is led by a strong and experienced Board of Directors (the 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, are not related to the Company.

The members of the Board are elected by the shareholders at the Annual General Meeting (AGM). They shall automatically retire after the lapse of the 12th year of office or, if earlier, on expiry of the 70th year of age. In each case, retirement becomes effective on the date of the next AGM 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.

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 & Governance Committee, the Chief Executive Officer (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.

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In order to meet the requirements of the Swiss Federal Council's Ordinance Against Excessive Compensation at Listed Companies, which will come into force on January 1, 2014, the Board will with immediate effect also be responsible for the preparation of the Company's Compensation Report. The relevant changes to the Articles of Incorporation will be submitted to the 2014 AGM for approval.

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 2013, 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.

Some of the Board's responsibilities are delegated to the Chairman's & Governance Committee, the Audit Committee, the Compensation Committee, the Corporate Responsibility Committee or the Nomination Committee; the latter was constituted in July 2013. 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.

The Chairman 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.

Risk management

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

A Risk Management Policy sets out global standards for Syngenta and guidelines on how risks are to be identified, classified and managed throughout the business.

At least annually, the businesses and functions review their risks and decide on how these have developed and how they need to be classified and treated going forward. Specialized functions such as Group Finance, Health Safety & Environment, Corporate Security, Legal & Compliance and many others support the business in managing risks in their respective areas.

Group Risk Management at Syngenta collects information on all identified risks from businesses and functions on a regular basis and completes the assessment process by making its own assessment and challenging the teams as appropriate. The outcome of this review is an accurate Syngenta Risk Profile, which, in combination with the Risk Management organization, builds the Syngenta Risk Management Framework.

Group Risk Management reports Syngenta's Risk Profile to Syngenta's Global Compliance and Risk Management Committee (CRMC), which in turn reports to the Syngenta Executive Committee and the Board of Directors.

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 reported up 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 its discussions with the external auditor.

Board of Directors

Members	Meetings attended ¹
Michel Demaré, Chairman	5
Jürg Witmer, Vice Chairman	5
Michael Mack, CEO	5
Vinita Bali	5
Stefan Borgas	5
Gunnar Brock	4
Eleni Gabre-Madhin ²	4
David Lawrence	5
Eveline Saupper ²	4
Jacques Vincent	5

¹ Five meetings held in 2013; average duration of the meetings: 6.5 hours

² Appointed to the Board at the 2013 AGM

Chairman's & Governance 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
- 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 & Governance Committee consists of three members: the Chairman, the Vice Chairman and the CEO; the Company Secretary acts as Secretary to the Committee.

Members	Meetings attended ¹
Michel Demaré, Chairman	6
Jürg Witmer	6
Michael Mack	6

¹ Six meetings held in 2013; average duration of the meetings: 2.5 hours

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 Directors¹; a member of the Corporate Legal Department acts as Secretary to the Committee.

Members	Meetings attended ²
Gunnar Brock, Chairman ³	4
Stefan Borgas	5
David Lawrence ⁴	4

¹ The external auditor attended all meetings in 2013

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

² Five meetings held in 2013; average duration of the meetings: 2 hours

³ Chairman of the Audit Committee since the 2013 AGM

⁴ Member of the Audit Committee since the 2013 AGM

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 at least three non-executive Directors¹; the Head Human Resources acts as Secretary to the Committee.

Members	Meetings attended ²
Jürg Witmer, Chairman ³	2
Eveline Saupper ⁴	2
Jacques Vincent	3

¹ The Chairman and the CEO attend the Compensation Committee meetings as permanent guests, except when their own compensation or other subjects with reference to their own situation are discussed

² Three meetings held in 2013; average duration of the meetings: 1.7 hours

³ Chairman of the Compensation Committee since the 2013 AGM

⁴ Member of the Compensation Committee since the 2013 AGM

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
Michel Demaré, Chairman	2
Vinita Bali	2
Eleni Gabre-Madhin	2
Michael Mack	2

¹ Two meetings held in 2013; average duration of the meetings: 2.3 hours

Nomination Committee

Responsibilities

- manages the process of identification and selection of the members of the Board
- manages the process of identification and selection of the CEO
- reviews at least once per year the independence of the Board
- prepares and manages the annual process of self-assessment of the Board regarding its own performance and effectiveness

The Nomination Committee consists of the Chairman, the Vice Chairman and a non-executive Director.

Members	Meetings attended ¹
Michel Demaré, Chairman	1
Jürg Witmer	1
Gunnar Brock	1

¹ The Nomination Committee was constituted in July 2013. One meeting held in 2013; duration of the meeting: 1.5 hours

Corporate Governance Report

Board of Directors

At December 31, 2013

Michel Demaré



Born: August 31, 1956

Nationality: Belgian

Initial appointment: 2012

Functions in Syngenta

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

Professional background

Michel Demaré was Chief Financial Officer and Executive Vice President of ABB from 2005 to February 2013, 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 at the Dow Chemical Company, where he held various treasury and business Chief Financial Officer positions in Europe (including Switzerland) and the USA. He is Vice Chairman of the Board of UBS, Chairman of SwissHoldings and a member of the IMD Business School Supervisory Board in Lausanne.

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

Jürg Witmer



Born: June 22, 1948

Nationality: Swiss

Initial appointment: 2006

Functions in Syngenta

Vice Chairman, non-executive Director
Chairman of the Compensation Committee, member of the Chairman's & Governance Committee and the Nomination Committee

Professional background

Jürg Witmer is currently Chairman of the Givaudan Group and a Director of The Zuellig Group Hong Kong, The Gold Coin Group Singapore and A. Menarini IFR Florence (Italy). In 1978, he joined Hoffmann-La Roche in Basel and subsequently held a number of positions including Legal Counsel, 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. From 1999 to 2005, he acted as Chief Executive Officer of the Givaudan Group in Vernier/Geneva and since then as Chairman of the Board. From 2008 to 2012, he was also Chairman of Clariant AG, Basel.

Jürg Witmer has a doctorate in Law from the University of Zurich, as well as a degree in International Studies from the Graduate Institute of the University of Geneva.

Michael Mack



Born: April 19, 1960

Nationality: American

Initial appointment: 2008

Functions in Syngenta

Chief Executive Officer (CEO), executive Director
Member of the Chairman's & Governance 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, and is currently a member of the Board.

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.

Vinita Bali



Born: November 11, 1955

Nationality: Indian

Initial appointment: 2012

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 non-executive Director on the boards of Titan Industries, Piramal Glass, several companies of The Wadia Group 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 The Jamnalal Bajaj Institute of Management Studies, University of Bombay and a Bachelor degree in Economics from the University of Delhi.

Stefan Borgas



Born: September 11, 1964
Nationality: German
Initial appointment: 2009

Functions in Syngenta

Non-executive Director
Member of the Audit Committee

Professional background

Stefan Borgas has been 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.

Gunnar Brock



Born: April 12, 1950
Nationality: Swedish
Initial appointment: 2012

Functions in Syngenta

Non-executive Director
Chairman of the Audit Committee and member of the Nomination 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.

Eleni Gabre-Madhin



Born: July 12, 1964
Nationality: Swiss
Initial appointment: 2013

Functions in Syngenta

Non-executive Director
Member of the Corporate Responsibility Committee

Professional background

Eleni Gabre-Madhin is the co-founder and CEO of eleni LLC, which supports the formation of commodity exchanges across Africa, helping to promote food security. She also founded and was CEO of the Ethiopia Commodity Exchange. Previously, she was a Senior Program Leader for Strategy issues at the International Food Policy Research Institute in Addis Ababa and worked for several institutions, such as the World Bank in Washington (2003–2004).

Eleni Gabre-Madhin holds a BA in Economics from Cornell University, a Master of Science in Agricultural Economics from Michigan State University and a PhD in Applied Economics (Food Research Institute) from Stanford University. She received the Outstanding Dissertation Award from the American Agricultural Economics Association for her research on grain markets in Ethiopia.

David Lawrence



Born: March 9, 1949
Nationality: British
Initial appointment: 2009

Functions in Syngenta

Non-executive Director
Member of the Audit Committee
He is also 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, the UK Industrial Biotechnology Leadership Team and the UK Agri-tech Strategy Leadership Council. 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.

Corporate Governance Report

Eveline Saupper



Born: October 1, 1958
Nationality: Swiss
Initial appointment: 2013

Functions in Syngenta

Non-executive Director
Member of the Compensation Committee

Professional background

Eveline Saupper is a partner and member of the Board of Directors of the commercial law firm Homburger AG in Zurich. She is also a member of the Board of Directors of Bâloise Holding AG, Hostettler, Kramarsch & Partner Holding AG and Stäubli Holding AG. Before joining Homburger in 1985, she worked as a tax specialist with Peat Marwick Mitchell (today KPMG) in Zurich (1983–1985).

Eveline Saupper holds a degree and PhD in Law from the University of St. Gallen. She is admitted to the Bar of Zurich and is a certified tax expert.

Jacques Vincent



Born: April 9, 1946
Nationality: French
Initial appointment: 2005

Functions in Syngenta

Non-executive Director
Member of the Compensation Committee

Professional background

Jacques Vincent was Vice Chairman and Chief Operating Officer of the Danone Group, Paris, from 1998 until 2008. In 2013, he has been sitting on the Board of Directors of Danone 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.

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, the Head Human Resources and the Head Corporate Affairs.

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 & Governance 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.

Changes announced

Patricia Malarkey was appointed Head Research & Development with effect January 1, 2014.

Robert Berendes, Head Business Development, will be leaving the Company on March 31, 2014.

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 & Governance 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 & Governance 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 Mack, CEO
 John Atkin
 Robert Berendes¹
 Caroline Luscombe
 Christoph Mäder
 Mark Peacock
 Davor Pisk
 John Ramsay
 Jonathan Seabrook

¹ Ad interim Head Research & Development in 2013 apart from his responsibility as Head Business Development

Executive Committee

At December 31, 2013

Michael Mack



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

Functions in Syngenta

Chief Executive Officer (CEO), executive Director
 Member of the Chairman's & Governance 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, and is currently a member of the Board.

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 was ad interim Head Research & Development from October 2012 through December 2013. Patricia Malarkey will succeed him as Head Research & Development as of January 1, 2014. Robert Berendes will be leaving the Company on March 31, 2014.

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.

Corporate Governance Report

Caroline Luscombe



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

Function in Syngenta
 Head Human Resources

Professional background

Caroline Luscombe joined Syngenta as Global Head of Human Resources in January 2010. Prior to this, she held several senior 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 degree in German from University College, London.

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.

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 Master 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 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.

Jonathan Seabrook



Born: December 24, 1969
Nationality: British
Appointment: 2013

Function in Syngenta
Head Corporate Affairs

Professional background

Prior to his current role Jonathan Seabrook was Head Investor Relations Syngenta (2003–2007). Before joining the Company, he held a number of positions in the pharmaceutical and financial services industries, including Glaxo, SmithKline Beecham, N.M. Rothschild & Sons and Bank of America, in both the UK and the USA.

He graduated from Exeter University, UK, with a degree in Ancient History and is a member of the Chartered Financial Analyst Society.

Management contracts

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

External auditor

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

Ernst & Young AG has been Syngenta's external auditor since its initial appointment at the 2002 Annual General Meeting. The appointment of the external auditor is for one year and is renewed annually. Nigel Jones, the lead partner in charge of the audit engagement, assumed this position in 2009.

After 12 uninterrupted years of working with Ernst & Young AG, the Board of Directors will propose to elect KPMG AG as auditor to Syngenta for the business year 2014 at the Annual General Meeting of April 29, 2014.

External auditor fees

(\$ million)	2013	2012
Audit services	9.6	7.0
Audit-related services	0.5	0.4
Tax services	0.5	0.5
Other services/additional fees	0.1	0.2
Total	10.7	8.1

- 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 compliance to tax law, 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 2013 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.

Corporate Governance Report

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 company listed on the New York Stock Exchange (NYSE), Syngenta complies with the disclosure requirements of the US Securities and Exchange Commission (SEC) and the NYSE Standards for Corporate Governance. As a foreign private issuer, Syngenta is permitted to follow home country practice in lieu of the provisions applicable to US domestic companies, provided that any significant ways in which its Corporate Governance practices differ from NYSE Listing Standards are disclosed. Such differences are listed in full on Syngenta's website on www.syngenta.com/global/corporate/en/about-syngenta/governance/Pages/corporate-governance-nyse.aspx.

Disclosure requirements in particular 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 and on the SEC website www.sec.gov/cgi-bin/browse-edgar?action=getcomp&any&CIK=0001123661&owner=include&count=40.

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
Investor Calendar	www.syngenta.com/global/corporate/en/investor-relations/Pages/investor-calendar.aspx

Investor calendar 2014

Events	Date
2013 Full Year Results	February 5, 2014
2013 Annual Report on Form 20-F	February 13, 2014
2013 Annual Report	March 19, 2014
2014 Q1 Trading Statement	April 16, 2014
2014 AGM	April 29, 2014
2014 Half Year Results	July 23, 2014
2014 Q3 Trading Statement	October 16, 2014

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 2013. 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.

The Company seeks to position itself around the relevant market median for base salary and benefits. Variable compensation, both short- and long-term, is designed to ensure high performers may achieve around upper quartile actual total compensation.

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 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 2013, 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: 20 comparable companies (18 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 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 recommendation of the external advisor and the achievement of business and individual objectives, the Compensation Committee determines the appropriate compensation levels of the Executive Committee, in accordance with the rules of the relevant variable compensation plans.

In 2013, the Company commissioned an analysis of internal pay relativities to see how pay progresses through all work levels as job responsibilities increase. The analysis concluded that:

- compensation is appropriately distributed throughout the organization
- the compensation structures are internally consistent across all work levels
- there is a strong linear correlation between job size and both base salary and variable compensation components.

In 2014, the Compensation Committee will undertake a review of the compensation structure of the Executive Committee, in particular the variable pay compensation targets, to ensure alignment with the external benchmarks.

Compensation Report

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. 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.

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 ²	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 ³	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 Restricted stock units

³ 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

The target STI as a percentage of base salary is shown in the table below:

	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. Company 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 Company 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.

STI award for Executive Committee members

For Executive Committee members, a greater emphasis is placed on the achievement of financial results. Financial performance measures account for 70 percent of the STI award while 30 percent is based on individual performance. In addition, the STI payout is contingent upon the annual Group Net Income (GNI) reaching a threshold of 85 percent of the target budget. The financial performance measures are earnings per share (EPS) and return on invested capital (ROIC) of the Group.

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 deferred (mandatory plus any voluntary amount). The calculation is made by applying the following formula:

Number of share awards = (mandatory deferral percentage plus voluntary deferral percentage) times 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 long-term performance objectives supporting the Company's strategy and sustainable 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.

Compensation Report

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, each RSU converts to a share of Syngenta stock.

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 up to CHF 5,000 worth of shares at 50 percent of the share price on the date of purchase. 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 Swiss 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 (%)	Maximum (%)	Target (%)	Maximum (%)
Fixed compensation	100	100	100	100
Variable compensation ¹	150	270	244	438
Total	250	370	344	538

¹ Percent of fixed compensation

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 (%)	Maximum (%)	Target (%)	Maximum (%)
Cash compensation	44	32	34	25
Equity-based compensation	56	68	66	75
Total	100	100	100	100

100 percent in each Table 3 column corresponds to 250/370/344/538 percent in each respective Table 2 column

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 three independent non-executive Directors. The Committee does not include any members with interlinked company mandates. The Chairman of the Board and the Chief Executive Officer (CEO) are invited to meetings of the Committee except when their own compensation is reviewed. The Vice Chairman does not attend any meetings when the Committee reviews and agrees proposals for the Board of Directors covering his 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 significant 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.

The compensation of non-executive Directors and the Executive Committee for 2015 and thereafter will be subject to a binding vote at the general meeting of shareholders.

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 with the grant value per share being the market price at the grant date.

Table 5. Annual fees for non-executive Directors

Function	Annual fee ²
Base fees:	
Chairman of the Board	1,750,000
Vice Chairman of the Board	400,000
Member of the Board	215,000
Additional fees ¹ :	
Member of the Chairman's & Governance Committee	100,000
Head of the Audit Committee	110,000
Member of the Audit Committee	30,000
Member of the Compensation Committee	25,000
Member of the Corporate Responsibility Committee	20,000
Member of the Nomination 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

² All values in Swiss francs and the fees cover the period from AGM to AGM

Compensation of the Chairman

The non-executive Chairman of the Board receives a predefined annual fee and no variable compensation. Two-thirds of the annual fee is paid in cash and one-third in restricted shares, which are blocked from trading for a period of three years. The number of restricted shares is determined by dividing the share portion of the annual fee by the market price at grant date of a Syngenta share. 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 2013 (see Table 6a and Table 9 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 2013 compensation for members of the Executive Committee.

Compensation Report

2013 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 2013. The Board of Directors established a Nominations Committee in 2013 and the annual fees of the relevant committee members were amended accordingly.

Eleni Gabre-Madhin and Eveline Saupper were elected to the Board of Directors at the AGM 2013. 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 2013.

Table 6a. Compensation of non-executive Directors in 2013

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
Michel Demaré	780,872	–	541,588	–	1,537	1,537	–	1,322,460	–	1,322,460
Vinita Bali	235,000	–	–	–	–	–	–	235,000	12,394	247,394
Stefan Borgas	49,000	–	196,037	–	537	537	–	245,037	10,343	255,380
Gunnar Brock	345,000	–	–	–	–	–	–	345,000	74,313	419,313
Peggy Bruzelius ²	99,726	–	–	–	–	–	–	99,726	21,481	121,207
Eleni Gabre-Madhin ³	162,247	–	–	–	–	–	–	162,247	–	162,247
David Lawrence	132,500	132,517	–	363	–	363	–	265,017	35,031	300,048
Eveline Saupper ^{3,4}	6,604	–	159,290	–	436	436	–	165,894	6,656	172,550
Martin Taylor ²	602,772	–	63,895	–	162	162	173,511	840,178	–	840,178
Peter Thompson ²	75,187	–	–	–	–	–	–	75,187	–	75,187
Jacques Vincent	240,000	–	–	–	–	–	–	240,000	–	240,000
Felix A. Weber ²	92,055	–	–	–	–	–	–	92,055	1,540	93,595
Jürg Witmer	400,000	–	–	–	–	–	–	400,000	19,661	419,661
Total	3,220,963	132,517	960,810	363	2,672	3,035	173,511	4,487,801	181,419	4,669,220

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

2 Peggy Bruzelius, Martin Taylor, Peter Thompson and Felix Weber retired from the Board of Directors at the AGM 2013. The figures under Fee in cash are the non-executives' annual total compensation prorated based on the number of days worked in 2013

3 Eleni Gabre-Madhin and Eveline Saupper were elected to the Board of Directors at the AGM 2013. 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 2013

4 Eveline Saupper elected to receive a portion of her 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 2013; the Fee in restricted shares figure presented is the monetary value of the prorated share amount

All values in Swiss francs

Table 6b. 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	127,500	127,777	–	414	–	414	–	255,277	33,694	288,971
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	458,382	4,998,752

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

All values in Swiss francs

2013 Compensation of members of the Executive Committee

In 2013, 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.

In 2013, only two Executive Committee members received an increase in base salary. In 2013, the CEO received the highest total compensation; his compensation is reported in Table 8.

Jonathan Seabrook, Head Corporate Affairs, joined the Executive Committee in October 2013. The figures for 2013 in Table 7 include his compensation for the full year. The figures for 2012 do not include his compensation.

Tables 7 and 8 show in the column "compensation 2012" the number of share awards, stock options and RSUs that were granted on February 22, 2013, for the year 2012 (excluding the shares purchased under the Employee Share Purchase Plan). The numbers of units granted were determined after the preparation of the 2012 report and are disclosed retroactively in this 2013 report. As a consequence, the actual values of the granted share awards, stock options and RSUs differ slightly from the values reported in 2012. 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 2013 performance and pay

The STI plan rewards short-term performance. For Executive Committee members, financial performance measures account for 70 percent of the STI award while 30 percent is based on individual performance. In addition, the STI payout is contingent upon the annual Group Net Income (GNI) reaching a threshold of 85 percent of the target budget.

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. Earnings per share in 2013 were below expectations largely owing to non-recurring costs in the seeds business. ROIC was also below the previous year's level.

Individual STI performance related pay is based on a range of measures relating to progress in driving sustainable long-term growth in the business. In 2013, these included the further development and global implementation of crop-based strategies; the selection of investment opportunities; the progression of Syngenta's R&D pipeline, with increasing emphasis on novel integrated solutions; and the strategic planning and stakeholder engagement necessary to secure the Company's long-term freedom to operate.

As the annual GNI did not meet the threshold of 85 percent of the target budget, no STI award for 2013 will be paid to the Executive Committee members. As a consequence, no DSP share awards will be granted to the Executive Committee members, significantly reducing their total compensation.

Compensation Report

Table 7. Compensation for members of the Executive Committee (a total of 10 people in 2013¹)

Compensation elements	Number of units		Values	
	2013	2012	2013	2012
Fixed compensation in cash			7,628,670	7,478,064
Allowances in cash			168,337	230,696
STI compensation in cash ²			23,014	1,322,220
Total compensation in cash			7,820,021	9,030,980
DSP deferred shares ^{3, 4, 5}	–	7,079	–	2,770,721
DSP matching shares ^{3, 4, 6}	–	7,079	–	2,770,721
LTI options ^{3, 4, 7}	–	55,169	3,368,250	3,274,832
LTI RSUs ^{3, 4, 8}	–	8,370	3,368,250	3,276,018
ESPP shares	104	104	18,600	18,684
Insurance, pension costs			1,829,162	1,819,111
Benefits in kind ⁹			293,944	251,345
Total compensation			16,698,227	23,212,412
Company social security cost¹⁰			593,209	1,133,216

Notes refer to 2013 unless other years are indicated

1 Jonathan Seabrook, Head Corporate Affairs, joined the Executive Committee in October 2013. The figures for 2013 in this table include his compensation for the full year and the figures for 2012 exclude his compensation. Alejandro Aruffo, Head Research & Development, died in January 2013. The figures for 2013 in this table include his final salary as well as a payment of a prorated STI award and vacation allowance

2 Short-term incentive in cash, payable in 2014 for 2013

3 The numbers of deferred shares, matching shares, options and RSUs for 2012 were granted on February 22, 2013, after the preparation of the 2012 report

4 The numbers of shares, options and RSUs at grant for 2012 were rounded to the next whole number; consequently the values actually granted differ slightly from the values disclosed in the 2012 report

5 Short-term incentive in deferred shares or share awards, which will be granted in 2014 for 2013 (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 2017 (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 2014 for 2013 (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 2014 for 2013 (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 In addition to the social security cost for the compensation in 2013 and 2012, respectively, this item also includes the social security cost for 5,183 DSP matching shares allocated in 2013 for the year 2009, and 19,803 DSP matching shares allocated in 2012 for 2008. The value of these shares at grant was disclosed in the 2009 and 2008 Compensation Reports. Due to this and the rounding of allocated units (see Footnote 4), the value differs from the values disclosed in the 2012 report

All values in Swiss francs

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

Compensation elements	Number of units		Values	
	2013	2012	2013	2012
Fixed compensation in cash			1,535,004	1,535,004
Allowances in cash			123,557	96,180
STI compensation in cash ¹			–	258,480
Total compensation in cash			1,658,561	1,889,664
DSP deferred shares ^{2, 3, 4}	–	2,642	–	1,034,079
DSP matching shares ^{2, 3, 5}	–	2,642	–	1,034,079
LTI options ^{2, 3, 6}	–	18,953	1,125,000	1,125,050
LTI RSUs ^{2, 3, 7}	–	2,875	1,125,000	1,125,275
ESPP shares	13	13	2,325	2,335
Insurance, pension costs			412,292	413,349
Benefits in kind ⁸			56,119	40,603
Total compensation			4,379,297	6,664,434
Company social security cost ⁹			146,451	367,801

Notes refer to 2013 unless other years are indicated

- 1 Short-term incentive in cash, payable in 2014 for 2013
- 2 The numbers of deferred shares, matching shares, options and RSUs for 2012 were granted on February 22, 2013, after the preparation of the 2012 report
- 3 The numbers of shares, options and RSUs at grant for 2012 were rounded to the next whole number; consequently the values actually granted differ slightly from the values disclosed in the 2012 report
- 4 Short-term incentive in deferred shares or share awards, which will be granted in 2014 for 2013 (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 2017 (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 2014 for 2013 (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 2014 for 2013 (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 In addition to the social security cost for the compensation in 2013 and 2012, respectively, this item also includes the social security cost for 1,684 DSP matching shares allocated in 2013 for the year 2009, and 6,650 DSP matching shares allocated in 2012 for 2008. The value of these shares at grant was disclosed in the 2009 and 2008 Compensation Reports. Due to this and the rounding of allocated units (see Footnote 3), the value differs from the values disclosed in the 2012 report

All values in Swiss francs

Compensation Report

2013 Holding of shares and options

Table 9. Holding of shares of non-executive Directors* as of December 31, 2013 and 2012

Non-executive Directors	Number of unrestricted shares		Number of restricted shares		% voting rights	
	2013	2012	2013	2012	2013	2012
Michel Demaré	75	75	2,265	1,059	< 0.1%	< 0.1%
Vinita Bali	–	–	–	–	< 0.1%	< 0.1%
Stefan Borgas	–	–	2,589	2,052	< 0.1%	< 0.1%
Gunnar Brock	200	–	–	–	< 0.1%	< 0.1%
Eleni Gabre-Madhin ¹	–	–	–	–	< 0.1%	< 0.1%
David Lawrence	12,482	12,119	–	–	< 0.1%	< 0.1%
Eveline Saupper ¹	–	–	632	–	< 0.1%	< 0.1%
Jacques Vincent	3,682	3,682	–	–	< 0.1%	< 0.1%
Jürg Witmer	5,000	4,756	–	–	< 0.1%	< 0.1%
Total unrestricted/restricted shares	21,439	20,632	5,486	3,111	< 0.1%	< 0.1%
Peggy Bruzelius ² (January 1 – April 23, 2013)		2,464		–		< 0.1%
Martin Taylor ² (January 1 – April 23, 2013)		8,068		3,383		< 0.1%
Peter Thompson ² (January 1 – April 23, 2013)		1,695		–		< 0.1%
Felix A. Weber ² (January 1 – April 23, 2013)		2,242		845		< 0.1%
Total shares	26,925	42,440				

¹ Eleni Gabre-Madhin and Eveline Saupper were elected to the Board of Directors at the AGM 2013

² Peggy Bruzelius, Martin Taylor, Peter Thompson and Felix Weber retired from the Board of Directors at the AGM 2013

*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, 2013

Members of the Executive Committee	Vested shares			Voting rights	Unvested shares			Total Vested/unvested
	Unrestricted	Restricted			Unconverted share awards	Unmatched shares	Unconverted RSU	
Michael Mack	27,798	11,698	< 0.1%	–	11,654	9,731	60,881	
John Atkin	415	4,638	< 0.1%	–	4,594	3,768	13,415	
Robert Berendes	1,500	–	< 0.1%	1,682	1,682	2,739	7,603	
Caroline Luscombe	17	44	< 0.1%	1,185	1,185	1,440	3,871	
Christoph Mäder	7,068	2,305	< 0.1%	–	2,261	2,315	13,949	
Mark Peacock	17	44	< 0.1%	2,930	2,930	2,205	8,126	
Davor Pisk	5,784	3,788	< 0.1%	–	3,744	3,057	16,373	
John Ramsay	137	3,582	< 0.1%	–	3,538	2,877	10,134	
Jonathan Seabrook	82	31	< 0.1%	852	852	1,086	2,903	
Total Executive Committee shares	42,818	26,130	< 0.1%	6,649	32,440	29,218	137,255	

*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, 2012

Members of the Executive Committee	Vested shares			Voting rights	Unvested shares			Total Vested/unvested
	Unrestricted	Restricted			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

Holding of options by non-executive Directors as of December 31, 2013 and 2012

As of December 31, 2013, no non-executive Directors held any options.

As of December 31, 2012, non-executive Directors held the following options of which all were vested as disclosed in Table 11a in the Compensation Report 2012:

Peter Thompson held 1,363 options to purchase shares granted in 2005 with an exercise price of CHF127.38 per share; 6,560 options to purchase ADS granted in 2004 with an exercise price of USD 14.53 per ADS; and 2,652 options to purchase shares granted in 2003 with an exercise price of CHF 59.70 per share.

Felix A. Weber held 1,615 options to purchase shares granted in 2005 with an exercise price of CHF 127.38 per share and 2,050 options to purchase shares granted in 2004 with an exercise price of CHF 89.30 per share.

Table 11a. Holding of options by members of the Executive Committee* as of December 31, 2013

Year of allocation	2013	2012	2011	2010	2009	2008	2007	2006
Underlying equity	Share	Share	Share	Share	Share	Share	Share	Share
Term (years)	10	10	10	10	10	10	10	10
Exercise period (years)	7	7	7	7	7	7	7	7
Option: share/ADS ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1
Exercise price CHF	391.40	300.40	308.71	283.70	233.43	301.50	226.70	185.00
Vesting status	unvested			vested				
Options held as of December 31, 2013								
Members of the Executive Committee								
Michael Mack	18,953	20,388	15,207	12,398	16,426	4,669	6,075	-
John Atkin	7,202	7,748	6,114	-	-	-	-	-
Robert Berendes	5,155	5,546	4,586	3,589	4,790	3,362	2,369	2,959
Caroline Luscombe	3,639	2,637	1,968	-	-	-	-	-
Christoph Mäder	4,387	5,057	3,518	3,304	-	-	-	-
Mark Peacock	4,271	4,418	3,639	-	-	-	-	-
Davor Pisk	6,065	6,525	4,586	-	-	-	-	-
John Ramsay	5,497	6,117	4,491	-	4,506	-	2,453	3,059
Jonathan Seabrook	1,972	2,287	1,791	-	-	-	-	-
Totals by grant year	57,141	60,723	45,900	19,291	25,722	8,031	10,897	6,018
Total unvested options	163,764							
Total vested options	69,959							
Total options on shares	233,723							

*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

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Table 11b. 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

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 Director's term of office. The employment agreements of members of the Executive Committee, including the CEO, and the agreements of 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 general meeting of shareholders 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 accumulated substantial shareholdings over a number of years, which are disclosed in Tables 10a and 11a.

In 2013, 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, 2013, there are no such loans or credits outstanding.

In the event of fraud or serious misconduct by a member of management or of the Executive Committee, the Company reserves the right to dismiss the individual involved 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 for the individual involved will lapse with immediate effect.

In 2013, 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, 2013, there are no such liabilities outstanding.

In 2013, 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, 2013, no such items are outstanding.

In 2013, no compensation was paid to any active Director or member of the Executive Committee for other services provided and, at December 31, 2013, no such payment is outstanding.

Alejandro Aruffo, Head Research & Development, died in January 2013. The figures for 2013 in Table 7 include his final salary as well as the payment of his prorated STI award for the performance year 2013 and his vacation allowance.

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 2013 report relate to performance and results in 2013, and will be paid in 2014 or later. This is in line with the accrual principle as required by relevant guidelines. The number of equity units to be granted for 2013 will be determined after the editorial deadline of this report. As a result, while the compensation amounts are known and included, the numbers of share awards, stock options and RSUs to be issued for these amounts are not determined and not included in this report.

The number of equity units that were granted for 2012 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 2012 are included in this 2013 report (see Tables 7 and 8).

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 former 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 2013 cannot be determined at this time.

All reported amounts set out in this Compensation Report 2013 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 that require a fair market valuation or a theoretical value.

In Notes 23 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.

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Bringing plant potential to life

For the business year 2013, Syngenta has published three books: the Annual Review 2013 (incorporating our Corporate Responsibility performance), the Financial Report 2013, and the Corporate Governance Report and Compensation Report 2013.

All documents were originally published in English. The Annual Review 2013 and the Corporate Governance Report and Compensation Report 2013 are also available in German.

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

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