



GROWING  
OPENLY

## Introduction

Syngenta supports growers around the world to increase their productivity. Our innovative products in Crop Protection and Seeds make an essential contribution to providing high quality food for the world's growing population. Syngenta helps improve health and the quality of life.

### Introduction and principles

Syngenta's Corporate Governance is aligned with international standards and practice. The Company complies with the "Swiss Code of Best Practice for Corporate Governance" and meets the Corporate Governance rules of the New York Stock Exchange (NYSE), as applicable for foreign companies<sup>1</sup>. Syngenta is in compliance with the applicable requirements of the US Sarbanes Oxley Act of 2002, including the certification of Syngenta's Annual Report on Form 20-F<sup>3</sup> by the CEO and the CFO.

The information published in this report follows the SWX Swiss Exchange Directive on Information relating to Corporate Governance (SWX Corporate Governance Directive).

### 1. Group structure and shareholders

#### 1.1 Group structure

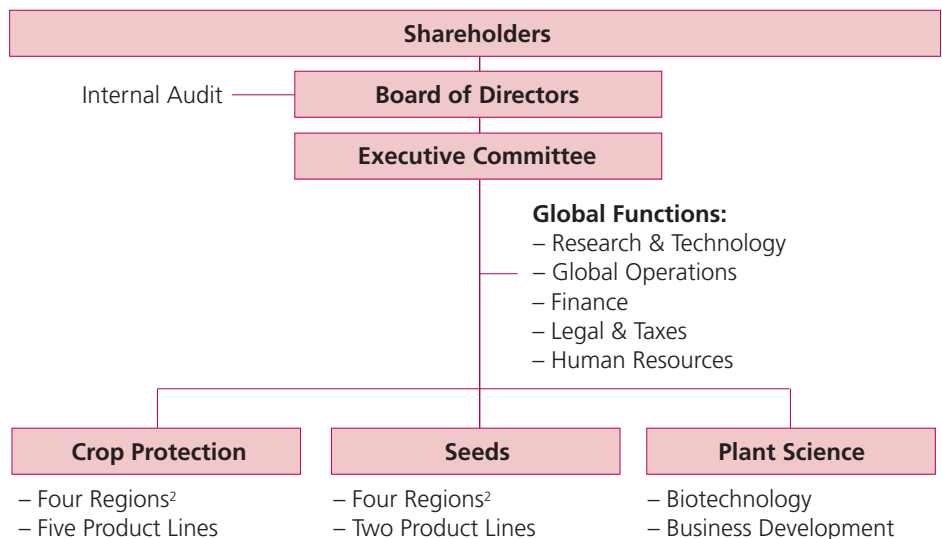
For details regarding the structure of the Company's operations, associates and joint ventures, please refer to the information contained in **Note 32** to the Group Consolidated Financial Statements in the Financial Report. The Financial Report 2005 can be accessed on Syngenta's website [www.syngenta.com](http://www.syngenta.com) (please refer to the section Investor Relations).

#### 1.2 Significant shareholders

As of December 31, 2005, Syngenta AG itself held 7 112 695 shares in treasury corresponding to 6.69 per cent of the share capital. To our knowledge no other party held five per cent or more of the share capital.

#### 1.3 Cross shareholdings

Syngenta has no cross shareholdings in excess of a reciprocal five per cent of capital or voting rights with any other company.



## Contents

01 Group structure and shareholders	05 Compensation, shareholdings and loans	08 Auditors
02 Capital structure	06 Shareholder participation rights	09 Information policy
03 Board of Directors	07 Change of control and defence measures	
04 Executive Committee		

The following reports for 2005 are also available on request or at [www.syngenta.com](http://www.syngenta.com).  
Annual Review, Financial Report, Corporate Social Responsibility Report

<sup>1</sup> See section 9

<sup>2</sup> Regions: Europe, Africa and Middle East (EAME), NAFTA, Latin America, Asia/Pacific

<sup>3</sup> The Form 20-F Annual Report is expected to be available from the end of March 2006 on the Internet ([www.syngenta.com](http://www.syngenta.com), please refer to the section Investor Relations)

## 2. Capital structure

### 2.1 Capital

The nominal share capital of Syngenta as of December 31, 2005, is CHF 595 662 183.20, fully paid-in and divided into 106 368 247 registered shares.

### 2.2 Authorized and conditional share capital

Syngenta does not have any conditional and authorized capital outstanding.

### 2.3 Changes in capital

See table below. For further details regarding changes of share capital, reserves and available earnings, please refer to the information contained in the Notes to the Financial Statements of Syngenta AG in the Financial Report.

### 2.4 Shares and participation certificates

Each share has a par value of CHF 5.60 and each share recorded and registered under a shareholder's name in the Swiss share register of Syngenta AG entitles its holder to one vote. There

are no preferential rights for individual shareholders. All shareholders are entitled to equal dividends. ADS holders<sup>1</sup> will receive dividends in proportion to the number of Syngenta shares represented by ADSs. Syngenta has not issued any participation certificates (Partizipationsschein).

### 2.5 Bonus Certificates

Syngenta has not issued any bonus certificates (Genussscheine).

### 2.6 Limitations on transferability and nominee registrations

#### (i) Limitations on transferability

Syngenta does not apply any restrictions or limitations on the transferability of its shares. Shares may be voted without any limit in scope if the holder expressly declares having acquired these shares in his own name and for his own account.

#### (ii) Nominee registrations

Syngenta has issued special provisions concerning nominee registration: A nominee holding more than three per

cent 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 one per cent or more of the Company's share capital.

### 2.7 Convertible bonds and warrants/options

Syngenta has not issued any convertible bonds. The Company has issued options for its employee compensation plans. Details relating to all options granted under the Syngenta Long-Term Incentive Plan and the Employee Share Option Savings Plan are contained in **Note 27** to the Group Consolidated Financial Statements. Each of the granted options gives the holder the right to purchase one registered share or ADS respectively. The total of all options outstanding corresponds to 3.1 percent of the total share capital as of December 31, 2005.

## 2.3 Changes in capital

	Share capital CHF millions	General reserve CHF millions	Reserve for treasury shares CHF millions	Free reserves CHF millions	Available earnings CHF millions	Total CHF millions
<b>Balance at December 31, 2001</b>	<b>1 126</b>	<b>263</b>	<b>875</b>	<b>1 973</b>	<b>148</b>	<b>4 385</b>
Balance at January 1, 2002	1 126	263	875	1 973	148	4 385
Adjustment of reserve for treasury shares			(9)	9		
Dividend payment					(81)	(81)
Profit of the year					100	100
<b>Balance at December 31, 2002</b>	<b>1 126</b>	<b>263</b>	<b>866</b>	<b>1 982</b>	<b>167</b>	<b>4 404</b>
Balance at January 1, 2003	1 126	263	866	1 982	167	4 404
Adjustment of reserve for treasury shares			(11)	11		
Dividend payment					(86)	(86)
Profit of the year					158	158
<b>Balance at December 31, 2003</b>	<b>1 126</b>	<b>263</b>	<b>855</b>	<b>1 993</b>	<b>239</b>	<b>4 476</b>
Balance at January 1, 2004	1 126	263	855	1 993	239	4 476
Adjustment of reserve for treasury shares			161	(161)		
Repayment of nominal value of shares	(192)					(192)
Profit of the year					129	129
<b>Balance at December 31, 2004</b>	<b>934</b>	<b>263</b>	<b>1 016</b>	<b>1 832</b>	<b>368</b>	<b>4 413</b>
Balance at January 1, 2005	934	263	1 016	1 832	368	4 413
Adjustment of reserve for treasury shares			205	(205)		
Cancellation of shares	(51)		(572)	51		(572)
Repayment of nominal value of shares	(287)					(287)
Profit of the year					801	801
<b>Balance at December 31, 2005</b>	<b>596</b>	<b>263</b>	<b>649</b>	<b>1 678</b>	<b>1 169</b>	<b>4 355</b>

<sup>1</sup> See section 6.1(ii)

## Board of Directors

### 3. Board of Directors

Name	Age	Nationality	Function	Director since	Term of office
Martin Taylor	53	British	Chairman, Non-Executive Director	2000	2008
Michael Pragnell	59	British	Chief Executive Officer, Executive Director	2000	2007
Rupert Gasser	67	Swiss	Vice Chairman, Non-Executive Director	2002	2007
Peggy Bruzelius	56	Swedish	Non-Executive Director	2000	2006
Peter Doyle	67	British	Non-Executive Director	2000	2006
Pierre Landolt	58	Swiss	Non-Executive Director	2000	2006
Pedro Reiser	70	Swiss	Non-Executive Director	2002	2006
Peter Thompson	59	American	Non-Executive Director	2000	2008
Jacques Vincent	59	French	Non-Executive Director	2005	2007
Rolf Watter	47	Swiss	Non-Executive Director	2000	2008
Felix Weber	55	Swiss	Non-Executive Director	2000	2008

#### 3.1 Members of the Board of Directors

##### (i) Membership and qualification

Syngenta is led by a strong and experienced Board. The Board includes representatives from five 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.

##### (ii) Changes since December 31, 2004

**April 26, 2005:** At the Annual General Meeting the shareholders elected Jacques Vincent as a new member of the Board.

**May 20, 2005:** Syngenta announced that its Chairman, Heinz Imhof, was receiving medical treatment and had taken temporary leave of absence from the Company. The Board decided that during his absence, the Vice Chairman, Martin Taylor, should assume the role of acting Chairman. At the same time the Board appointed Rupert Gasser to lead the process for a possible succession to the Chairmanship.

**September 2, 2005:** Heinz Imhof resigned as Chairman and member of the Board. The Board appointed Martin Taylor (formerly Vice Chairman) as Chairman and Rupert Gasser as Vice Chairman and member of the Chairman's Committee.

**October 19, 2005:** The Board appointed Rupert Gasser as member of the Compensation Committee. The Board also appointed Felix Weber as Chairman and Jacques Vincent as member of the Compensation Committee, both with effect from January 1, 2006.

##### Martin Taylor

Chairman of the Board of Directors and of the Chairman's Committee and member of the Compensation Committee. He is also Chairman of the Syngenta Foundation for Sustainable Agriculture. Martin Taylor is currently Vice Chairman of RTL Group SA. Previously he was an Advisor to Goldman Sachs International (1999-2005), Chairman of WHSmith plc (1999-2003) and Chief Executive Officer of Barclays plc (1993-1998) and Courtaulds Textiles (1990-1993). Martin Taylor has a degree in oriental languages from Oxford University.

##### Michael Pragnell

Chief Executive Officer, Director and member of the Chairman's Committee. Michael Pragnell was a Director of AstraZeneca (1999-2000) and of Zeneca Group plc (1997-1999). He joined Zeneca Agrochemicals as Chief Executive Officer in 1995. Prior to 1995 he worked for Courtaulds plc in a number of senior positions (1975-1995), where he was appointed to the Board in 1990; he was Chief Financial Officer (1992-1994) and Chief Executive Officer of Courtaulds Coatings (1986-1992). Michael Pragnell has a degree in modern languages from Oxford University and an MBA from INSEAD.

##### Rupert Gasser

Vice Chairman and member of the Chairman's and the Compensation Committee. Rupert Gasser is currently President of Nestec SA and a member of the Scientific Advisory Board of Alcon Laboratories Inc. Formerly he was a non-executive Director of Lonza Group AG (1999-2004), Executive Vice President of Nestlé SA (1997-2002), Head of Strategic Business Group I (Coffee and Beverages, Milk and Food Services) and Head of Corporate Technical/Manufacturing and R&D worldwide (1991-1996) and Senior Vice President at Nestec SA (1990-1991). Rupert Gasser graduated from the Technical Academy for Chemical Industry in Vienna with a degree in chemistry. In addition he participated in the Program for Senior Executive Development at the IMD, Lausanne.

##### Peggy Bruzelius

Director and Chairman of the Audit Committee. Peggy Bruzelius is currently Chairman of Grand Hotel Holdings and Lancelot Asset Management AB. In addition she serves as Vice Chairman of Electrolux AB and as a Director of Scania AB, Ratos AB, Axfood AB and The Body Shop International plc and as a Senior Advisor to Lehman Brothers Ltd. Peggy Bruzelius is a member of the Royal Swedish Academy of Engineering Sciences, where she formerly served as Vice Chairman (2003-2005). In addition she is a member of the Board of Trustees of the Stockholm School of Economics. Previously she was a Director of AB Drott (1999-2004), Executive Vice President of SEB-bank (1997-1998), Chief Executive Officer of ABB Financial Services (1991-1997) and a member of the Swedish Board of Government Bank Support Authority (1991-1993). Peggy Bruzelius holds an MBA from the Stockholm School of Economics.

##### Peter Doyle

Director and Chairman of the Science and Technology Advisory Board. Peter Doyle is currently a non-executive Director of Avidex Ltd and serves as a Trustee of the Nuffield Foundation; he is a Past Master of the Salters' Livery Company. Previously he served as a member of the Advisory Board of Vida Capital Partners (2003-2005), non-executive Director of Oxagen (1999-2002), non-executive Director of Oxford Molecular plc (1997-2000), Director of Zeneca Group plc (1993-1999), Director of ICI (1989-1993) and as Chairman of the Biotechnology and Bioscience Research Council (1989-2003). Peter Doyle holds a BSc (Hons) degree in pure science and a PhD in chemistry from Glasgow University.

##### Pierre Landolt

Director and member of the Audit Committee. In addition, Pierre Landolt has been delegated by the Board to oversee policies and activities in the area of Corporate Social Responsibility. Pierre Landolt is currently a Director of Novartis AG and Chairman of the Sandoz Family Foundation. He serves as Chairman of AxialPar Ltd, Moco Agropecuaria Ltda, Ecocarbon LLC, Vaucher Manufacture Fleurier SA and as Vice Chairman of Parmigiani SA. Pierre Landolt is also a Partner with unlimited liabilities of the Private Bank Landolt & Cie. He serves as Vice Chairman of the Montreux Jazz Festival Foundation, President of the Instituto Jurema de Pesquisa in Brazil and member of the Foundation Board of the Syngenta Foundation for Sustainable Agriculture. Formerly he served as Chairman of the CITCO Group (1995-2005). Pierre Landolt graduated with a Bachelor of Laws from the University of Paris Assas.



L to R: Peter Thompson, Pierre Landolt, Peter Doyle, Rolf Watter, Rupert Gasser, Michael Pragnell, Martin Taylor, Peggy Bruzelius, Jacques Vincent, Pedro Reiser, Felix Weber

#### **Pedro Reiser**

Director. Pedro Reiser is currently a Director of the HCB Happy Child Birth AG. In addition he is a member of the Foreign Policy Committee of the Swiss Popular Party (SVP). Previously he served as Chairman of ESBA Tech AG (2002-2004), as Director and Advisor (1999-2001) and President and Chief Executive Officer of Novartis Pharma K.K. Japan (1995-1999) and as President and Chief Executive Officer of Holvis AG (1990-1995). Pedro Reiser studied law at the University of Zurich and graduated from the University of Geneva with a PhD in political science.

#### **Peter Thompson**

Director and member of the Audit Committee. Peter Thompson is currently a Director of Sodexo Alliance SA. He serves as Chairman of the Board of Trustees of the Stanwich School in Greenwich, Connecticut. Previously he was President and Chief Executive Officer of PepsiCo Beverages International (1996-2004), President of PepsiCo Foods International's Europe, Middle East and Africa Division (1995-1996) and of Walkers Snack Foods in the UK (1994-1995). Before joining PepsiCo he held various senior management roles with Grand Metropolitan plc, including President and Chief Executive Officer of GrandMet Foods Europe (1992-1994), Vice-Chairman of The Pillsbury Company (1990-1992) and President and Chief Executive Officer of The Paddington Corporation (1984-1990). Peter Thompson has a degree in modern languages from Oxford University and an MBA from Columbia University.

#### **Jacques Vincent**

Director and member of the Compensation Committee. Jacques Vincent is currently Vice Chairman and Chief Operating Officer of the Danone Group, Paris, since 1998. 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, holds a Bachelor in Economics of Paris University and a Master of Science from Stanford University.

#### **Rolf Watter**

Director and member of the Audit Committee. Rolf Watter has been a partner in the law firm Bär & Karrer in Zurich since 1994 and is a member of its executive board since 2000. He is a non-executive Chairman of Cablecom AG (and its former parent entities Glacier Holdings GP SA and Glacier Holdings S.C.A.), a non-executive Director of Zurich Financial Services (and its subsidiary Zurich Insurance Company), UBS Alternative Portfolio AG and A.W. Faber-Castell (Holding) AG. He is also non-executive Chairman of Almea Stiftung, the foundation presently holding a majority in Swiss International Airlines. In addition Rolf Watter is a part-time professor at the Law School of the University of Zurich, a Board member of the Swiss Lawyers' Association and a member of the Swiss Stock Exchange Admission Board and of its Disclosure Commission of Experts. Rolf Watter graduated from the University of Zurich with a doctorate in law and holds an LL.M degree from Georgetown University; he is admitted to the Bar of Zurich.

#### **Felix Weber**

Director, Chairman of the Compensation Committee and member of the Chairman's Committee. Felix Weber is currently Vice Chairman of Publigroupe AG and a Director of Glacier Holdings GP SA and Glacier Holdings S.C.A (which are the former parent entities of Cablecom GmbH). Previously he was a Director of Cablecom GmbH (2004-2005) and Executive Vice President and Chief Financial Officer of Adecco SA (1998-2004), engagement manager and partner of McKinsey & Company in Zurich (1984-1997) and Chief Executive Officer of Alusuisse South Africa (1982-1984). Felix Weber graduated from the University of St. Gallen, with an MBA in operations research and finance and a PhD in marketing.

## Board of Directors

### 3.2 Other activities and vested interests

The respective information can be found for each member of the Board of Directors in section 3.1. The activities performed by the non-executive Directors, apart from their duties as members of the Board, are not directly related to the Company. All non-executive Directors are independent.

### 3.3 Cross involvements

There are no cross involvements among the members of the Board of Directors and Boards of other listed companies.

### 3.4 Elections and terms of office

The members of the Board of Directors are elected by the shareholders at the Annual General Meeting. The terms of office shall be coordinated so that approximately one third of all members of the Board are subject to election. A term of office shall not exceed three years and the elections are held individually. The members of the Board shall automatically retire after the lapse of the twelfth year of office or, if earlier, after the expiry of the seventieth year of age, provided the retirement becomes effective on the date of the next Ordinary General Meeting following such event.

### 3.5 Internal organization

#### (i) Duties and functioning of the Board

The Board exercises full and effective control of the Company as set out in the Swiss Code of Obligations (<<Obligationenrecht>>) and in the Articles of Incorporation<sup>1</sup> of Syngenta AG. It holds the ultimate responsibility for the strategy and for the supervision of executive management. During the financial year 2005, the full Board held five formal one-day meetings. Furthermore, Board members conducted discussions with Officers of the Company to review relevant matters at hand, visited operating locations of the Company and provided information to management as needed. The Chairman, after consultation with the Chief Executive Officer, determines the agenda for the Board meetings. Any member of the Board of Directors may request the convocation of a meeting or the inclusion of items of business in the agenda.

#### (ii) Chairman of the Board

The Chairman is nominated by the Board members and shares responsibility for the strategic

direction of Syngenta with the Chief Executive Officer (CEO). He ensures close liaison between the Board and its committees and the CEO. In consultation with the CEO, the Chairman supervises 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.

#### (iii) Board Committees

Some of the Board's responsibilities are delegated to the Chairman's Committee, the Audit Committee and the Compensation Committee. The Company's "Regulations Governing the Internal Organization" and the committee charters set out in detail the powers and responsibilities of the Board and its committees. The Board committees meet on a regular basis. They are provided with the materials necessary to fulfill their duties and responsibilities, and to provide full reports to the Board.

#### Chairman's Committee

The Chairman's Committee consists of four members appointed by the Board: the Chairman and Vice Chairman, the Chief Executive Officer and one other Director. It prepares the meetings of the Board of Directors and comments on matters falling within the Board's authority before decisions are taken. It is also empowered to make decisions on behalf of the Board where the latter has delegated such authority. Furthermore the Chairman's Committee assumes the role of a Nomination Committee. It advises on the composition and succession planning of the Board and its committees. It ensures the development of guidelines for selecting candidates and assumes responsibility for reviewing and proposing to the full Board candidates for election to the Board. Final decisions are taken by the full Board, which then submits the election proposals to the Shareholders' Meeting. Members of the Chairman's Committee are Martin Taylor (Committee Chairman), Michael Pragnell, Rupert Gasser and Felix Weber.

#### Audit Committee

The Audit Committee consists of four members appointed by the Board. All members are independent, non-executive Directors. Its duties are to examine

reports from external and internal auditors and to submit findings to the Board. The Audit Committee assesses the quality of the financial reporting and prepares Board decisions in this area. Furthermore, it reviews critical accounting policies, financial control mechanisms and compliance with corresponding laws and regulations. The Audit Committee also monitors and reports on the performance and independence of the auditors. Members of the Audit Committee are Peggy Bruzelius (Committee Chairman), Pierre Landolt, Peter Thompson and Rolf Watter.

#### Compensation Committee

The Compensation Committee consists of four members appointed by the Board: the Chairman and three other Directors. It regulates the compensation of the Directors and the remuneration and terms of employment of the members of the Executive Committee. Members of the Compensation Committee are Felix Weber (Committee Chairman), Martin Taylor, Rupert Gasser and Jacques Vincent. Michael Pragnell attends the meetings of the Compensation Committee as a permanent guest.

### 3.6 Responsibilities

#### (i) Board of Directors

Pursuant to Swiss Code of Obligations (<<Obligationenrecht>>) and the Articles of Incorporation of Syngenta AG the Board of Directors has in particular the following non-transferable and inalienable duties:

- Ultimate direction of the business of the Company and the giving of the necessary directives;
- Determination of the organization of the Company;
- Administration of accounting, financial control and financial planning;
- Appointment and removal of the persons entrusted with the management and representation of the Company;
- 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;

<sup>1</sup> The Articles of Incorporation of Syngenta AG can be accessed on the Internet ([www.syngenta.com](http://www.syngenta.com), please refer to the section Investor Relations)

## Committee members and attendance 2005

	Full Board	Chairman's Committee	Audit Committee	Compensation Committee
Number of meetings in 2005	5	8	4	4
Martin Taylor <sup>1</sup>	°5	°7		4
Heinz Imhof <sup>2</sup>	°1	°3		1
Michael Pragnell	5	8		
Rupert Gasser <sup>3</sup>	5	3		2
Peggy Bruzelius	5		°4	
Peter Doyle <sup>4</sup>	5			
Pierre Landolt	4		3	
Pedro Reiser	5			°4
Peter Thompson	5		4	
Jacques Vincent	5			
Rolf Watter	5		4	
Felix Weber	5	8		4

° Chairman

1 Martin Taylor became non-executive Chairman in September 2005

2 Heinz Imhof took leave of absence in May 2005. He resigned as executive Chairman and member of the Board in September 2005

3 Rupert Gasser became Vice Chairman and member of the Chairman's Committee in September 2005 and a member of the Compensation Committee in October 2005

4 Peter Doyle is Chairman of Syngenta's Science and Technology Advisory Board, which held three meetings in 2005

- Preparation of business reports and the Annual General Meeting of shareholders and the carrying out of the resolutions adopted by the Annual General Meetings of shareholders;
- Adoption of resolutions concerning the increase of share capital to the extent that such power is vested in the Board of Directors, as well as resolutions concerning confirmation of capital increases and respective amendments to the Articles of Incorporation;
- Examination of the professional qualifications of qualified auditors;
- Notification of the court if liabilities exceed assets.

The Board of Directors takes an active role in reviewing and enhancing of Corporate Governance within Syngenta. In addition the Board of Directors regularly reviews its own and top management's performance and takes responsibility for succession planning.

### (ii) Executive Committee

Syngenta's Board of Directors has delegated the conduct of business operations to the Executive Committee.

### 3.7 Information and control instruments vis-à-vis the Executive Committee

#### (i) Information

The importance of being fully informed on material matters that impact Syngenta is recognized by the Board. The Board supervises management and

monitors its performance through reporting and controlling processes and through the Board committees. The Board 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 for inspection by the members of the Board of Directors;
- All Board committees regularly meet with members of management and external advisors, including the Group's external auditors;
- Regular distribution of important information to the Board.

#### (ii) Internal Audit

Internal Audit, as an inspecting and monitoring body, carries out operational audits and system audits. All organizational units, associated companies and foundations are subject

to audit. Duties are assigned by the Audit Committee and any suspected irregularities are reported without delay. Internal Audit maintains a regular dialogue with the external auditor to share reports and risk issues arising from their respective audits and to coordinate their activities. In connection with the financial consolidation at year end, a letter of assurance process is in place. The letters of assurance are cascaded down in the organization. The returned letters are analyzed, evaluated and any arising issues and deficiencies are reported to the Head of Internal Audit. Internal Audit thereafter makes a report of the combined issues arising from internal audits and the letter of assurance process to the Audit Committee. The Audit Committee reports to the full Board of Directors.

#### (iii) External Auditor (see also section 8)

The auditor is accountable to the Audit Committee, the Board of Directors and ultimately to the shareholders. At the completion of the audit, the auditor presents and discusses the audit report on the financial statements with the Audit Committee, highlighting any significant internal control issues that were identified during the course of the audit. The 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 of Directors.

## Executive Committee

### 4. Executive Committee

Name	Age	Nationality	Function	Appointment
Michael Pragnell	59	British	Chief Executive Officer	2000
John Atkin	52	British	Chief Operating Officer – Crop Protection	2000
Bruce Bissell	59	British	Head of Global Operations and Human Resources	2000
David Jones	56	British	Head of Business Development	2000
David Lawrence	56	British	Head of Research & Technology	2002
Michael Mack	45	American	Chief Operating Officer – Seeds	2005
Christoph Mäder	46	Swiss	Head of Legal & Taxes	2000
Domenico Scala	40	Swiss	Chief Financial Officer	2003

#### 4.1 Members of the Executive Committee

Under the direction of the Chief Executive Officer, the Executive Committee is responsible for the operational management of the Company.

It consists of the Chief Executive Officer (CEO), the Chief Operational Officers (COO) of Crop Protection and Seeds, the Chief Financial Officer (CFO), the Head of Research & Technology, the Head of Global Operations and Human Resources, the Head of Business Development and the Head of Legal & Taxes.

#### (i) Changes since December 31, 2004

**January 1, 2005:** Michael Mack was appointed Chief Operating Officer of Syngenta Seeds and a member of the Syngenta Executive Committee.

#### (ii) Chief Executive Officer

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 inside and outside the Company. Members of the Executive Committee are directly responsible to the CEO. The Chief Executive Officer in turn ensures the Executive Committee's efficiency and effectiveness to the Chairman, the Chairman's Committee and the Board. The CEO represents, jointly with the Chairman, the interests of the Company as a whole to authorities and business associations, both in Switzerland and internationally.

#### 4.2 Other activities and vested interests

The respective information can be found for each member of the Executive Committee on the page opposite.

#### 4.3 Management contracts

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



L to R: Bruce Bissell, John Atkin, Christoph Mäder, Domenico Scala, Michael Pragnell, David Jones, Michael Mack, David Lawrence

#### **Michael Pragnell**

Chief Executive Officer, Director and member of the Chairman's Committee. Michael Pragnell was a Director of AstraZeneca (1999-2000) and of Zeneca Group plc (1997-1999). He joined Zeneca Agrochemicals as Chief Executive Officer in 1995. Prior to 1995 he worked for Courtaulds plc in a number of senior positions (1975-1995), where he was appointed to the Board in 1990; he was Chief Financial Officer (1992-1994) and Chief Executive Officer of Courtaulds Coating (1986-1992). He has a degree in modern languages from Oxford University and an MBA from INSEAD.

#### **John Atkin**

Chief Operating Officer of Syngenta Crop Protection. John Atkin 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). He graduated from the University of Newcastle-upon-Tyne with a PhD and a BSc degree in agricultural zoology.

#### **Bruce Bissell**

Head of Global Operations and Human Resources. Bruce Bissell was Director of Supply Chain for Zeneca Agrochemicals (1997-2000) and Head of International Manufacturing for the pharmaceutical business of Zeneca Group plc (1992-1997). He graduated from Strathclyde University with a degree in applied chemistry.

#### **David Jones**

Head of Business Development, also responsible for Plant Science. David Jones was Business Director for Zeneca Agrochemicals (1997-2000), having been Regional Executive for Asia, Africa and Australia, based in Hong Kong, since 1992. He has a BSc and PhD in science and economics from Stirling University in Scotland.

#### **David Lawrence**

Head of Research & Technology. David Lawrence was Head of R&T Projects for Syngenta (2000-2002). Prior to this he had been Head of International R&D Projects in Zeneca Agrochemicals, having previously held several senior scientific roles. He graduated in chemistry from Oxford University with an MA and DPhil in chemical pharmacology.

#### **Michael Mack**

Chief Operating Officer of Syngenta Seeds. Michael Mack was Head of Crop Protection, NAFTA Region (2002-2004). Prior to this, he was President of the Global Paper Division of Imerys SA, a Paris-based mining and pigments concern, from the time of its merger in 1999 with English China Clays Ltd. He had previously served there as 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. He has a degree in economics from Kalamazoo College in Michigan, studied at the University of Strasbourg, and has an MBA from Harvard University.

#### **Christoph Mäder**

Head of Legal & Taxes. Christoph Mäder was Head of Legal & Public Affairs of Novartis Crop Protection (1999-2000) and Senior Corporate Counsel of Novartis International AG (1992-1998). Christoph Mäder is a member of the Supervisory Committees of the Federation of Swiss Industrial Holding Companies and of the Swiss Employer Association. He graduated from Basel University Law School, and is admitted to the Bar in Switzerland.

#### **Domenico Scala**

Chief Financial Officer. Domenico Scala held various leading positions in Finance with Roche AG (1995-2003), most recently as Group Treasurer (2001-2003) and Head of Company Controlling (1999-2001). Prior to 1995, he was Finance Director of Panalpina Italy SpA (1993-1995) and Senior International Auditor with Nestlé SA (1990-1993). He graduated from the University of Basel with a degree in economics.

## Compensation, shareholdings and loans

### 5. Compensation, shareholdings and loans

#### 5.1 Content and method of compensation and shareholding programs

##### (i) Compensation policies

Syngenta's executive compensation programs are designed to attract, retain and motivate internationally oriented, successful executives; its policies are guided by the principle to reward and encourage performance.

The compensation of the members of the Executive Committee consists of a base salary and performance related awards. These awards are based on financial measures and on individual performance. Performance related awards include short and long term incentives and consist of cash, deferred shares, restricted share units and stock options. The long term incentive programs are equity-based and encourage the members of the Executive Committee to focus on the performance and the growth of the Company and to align with the interests of shareholders.

The compensation of the non-executive Directors consists of an annual fee paid in cash. The choice to receive part of the fee in the form of stock options has been replaced by the choice to receive shares from 2006 onwards. The Chairman receives part of his compensation in the form of blocked shares.

##### (ii) Compensation programs:

##### (a) Short Term Incentive (STI)

The STI is divided into a cash portion and a portion allocated in deferred shares under the terms of the Deferred Share Plan.

Syngenta Deferred Share Plan (DSP): A fixed portion of the STI is invested in the DSP on a mandatory basis; each Executive may allocate a further portion on a voluntary basis. Shares allocated under the DSP have a blocking period of three years. At the end of the blocking period the shares become freely tradable and the Company doubles the number of shares. The value of a deferred share

equals the weighted average market price of the Syngenta share on five business days prior to the date of grant.

##### (b) Long Term Incentive (LTI)

Fifty percent (50%) of the LTI award is granted in stock options and fifty percent (50%) in Restricted Share Units (RSU).

Stock Options: The option value is determined by using the Black Scholes model, which is a commonly accepted stock option valuation method. The options have a term of ten or eleven years and can not be exercised during a vesting period of three years following the date of grant.

Restricted Share Unit: The RSU value equals the weighted average market price of the Syngenta share on five business days prior to the date of grant. After a three-year vesting period, each RSU converts into one tradable Syngenta share.

##### (c) Syngenta Employee Share Purchase Plan

All Syngenta employees in Switzerland, including the Chief Executive Officer and members of the Executive Committee are eligible to participate in the Syngenta Employee Share Purchase Plan. This plan entitles employees to subscribe once a year to shares at a discount rate of fifty percent (50%) on the value of subscription. The maximum subscription per executive per year is limited to CHF 5 000. The shares are subject to a blocking period of three years.

##### (iii) Accrual principle

The SWX Corporate Governance Directive assumes that compensation is disclosed in accordance with the "accrual principle". Pursuant to this principle, expenditures are to be accrued in a period-compliant manner. The "accrual principle" for the STI and LTI awards cannot be applied since equity-based awards are calculated following the announcement of the annual results. The awards disclosed in this report and paid in 2005 are based on results in 2004.

### 5.2 Compensation for members of the Board of Directors and the Executive Committee

#### (i) Executive Directors and members of the Executive Committee

The aggregate amount of cash compensation (salaries and STI awards) in 2005 to the former Chairman<sup>1</sup>, the Chief Executive Officer and the members of the Executive Committee (a total of nine people) amounted to CHF 14 889 234. Portions of the STI awards contained in this figure have been deferred into the Deferred Share Plan on a mandatory and voluntary basis. The amount of CHF 5 207 221 was set aside to meet pension obligations, including provisions to cover merger-related pension promises.

#### (ii) Non-Executive Directors

	Cash compensation CHF	Shares CHF	Total CHF
Martin Taylor <sup>2</sup>	626 597	98 403	725 000
Rupert Gasser	212 500		212 500
Peggy Bruzelius	210 000		210 000
Peter Doyle	170 000		170 000
Pierre Landolt	180 000		180 000
Pedro Reiser	190 000		190 000
Peter Thompson	180 000		180 000
Jacques Vincent	75 000		75 000
Rolf Watter	180 000		180 000
Felix Weber	270 000		270 000
<b>Total</b>	<b>2 294 097</b>	<b>98 403</b>	<b>2 392 500</b>

### 5.3 Compensation for former members of the Board of Directors and the Executive Committee

#### (i) Executive Directors and members of the Executive Committee

The aggregate amount of cash compensation in 2005 to one former member of the Executive Committee amounted to CHF 964 250. The amount of CHF 148 759 was set aside to meet pension obligations.

#### (ii) Non-Executive Directors

A former non-executive Director received 2 019 stock options under the Syngenta Long-Term Incentive Plan.

<sup>1</sup> Heinz Imhof resigned as executive Chairman and Board member in September 2005

<sup>2</sup> In 2005 Martin Taylor assumed the roles of Vice Chairman (January – May), acting Chairman (May – September) and non-executive Chairman (September – December)

#### 5.4 Shares and Restricted Share Units allocated

##### (i) Executive Directors and members of the Executive Committee

As part of total compensation in 2005 the following number of shares / RSUs have been allocated to the former Chairman<sup>1</sup>, the Chief Executive Officer and the members of the Executive Committee (a total of nine people):

	Number of shares	Number of ADSs <sup>2</sup>	Total value at grant
Shares/ADSs allocated under the Deferred Share Plan	39 039	10 189	CHF 5 241 900
Shares/ADSs allocated based on Restricted Share Units <sup>3</sup>	24 556	14 085	CHF 3 499 956
<b>Total</b>	<b>63 595</b>	<b>24 274</b>	<b>CHF 8 741 856</b>

In addition a total of 280 shares were purchased by these Executives within the scope of the Syngenta Employee Share Purchase Plan.

##### (ii) Non-Executive Directors

As part of total compensation in 2005 the following number of shares have been allocated to the Chairman<sup>4</sup>. These shares are blocked and become freely tradable after a period of three years.

	Number of shares	Total value at grant
<b>Total</b>	<b>680</b>	<b>CHF 98 403</b>

#### 5.5 Share ownership

##### (i) Executive Directors and members of the Executive Committee

As of December 31, 2005, the aggregate number of shares of Syngenta AG held by the former Chairman<sup>1</sup>, the Chief Executive Officer and the members of the Executive Committee (a total of nine people) including parties closely linked, was 113 098. Parties closely linked are (i) their spouses, (ii) their children below age 18, (iii) any legal entities that they own or otherwise control, and (iv) any legal or natural person who is acting as their fiduciary.

##### (ii) Non-Executive Directors

As of December 31, 2005, the aggregate number of shares of Syngenta AG held by the Chairman<sup>4</sup> and to the other nine non-executive Directors including parties closely linked, was 10 061. Parties closely linked are (i) their spouses, (ii) their children below age 18, (iii) any legal entities that they own or otherwise control, and (iv) any legal or natural person who is acting as their fiduciary.

#### 5.6 Options held

##### (i) Executive Directors and members of the Executive Committee:

As part of total compensation 2005 the following options have been allocated to the former Chairman<sup>1</sup>, the Chief Executive Officer and the members of the Executive Committee (a total of nine people):

Year of allocation	Instrument	Number of options	Term	Exercise period	Option:Share Ratio	Exercise price
2005	Stock option (Share)	105 200	11	8	1:1	CHF 127.38
2005	Stock option (ADS) <sup>2</sup>	47 319	10	7	1:1	USD 21.30

In addition, these executives held the following options as of December 31, 2005:

Year of allocation	Instrument	Number of options	Term	Exercise period	Option:Share Ratio	Exercise price
2002	Stock option (Share)	27 796	10	7	1:1	CHF 98.00
2002	Stock option (Share)	52 672	11	8	1:1	CHF 98.00
2003	Stock option (Share)	235 186	11	8	1:1	CHF 59.70
2003	Stock option (ADS) <sup>2</sup>	36 121	10	7	1:1	USD 8.95
2004	Stock option (Share)	206 859	11	8	1:1	CHF 89.30
2004	Stock option (ADS) <sup>2</sup>	120 690	10	7	1:1	USD 14.53

1 Heinz Imhof resigned as executive Chairman and Board member in September 2005

2 Five ADSs represent one Syngenta share

3 Each RSU converts into a freely tradable Share/ADS after a three-year vesting period

4 Martin Taylor became non-executive Chairman in September 2005

## Compensation, shareholdings and loans

### (ii) Non-Executive Directors

As of December 31, 2005, the Chairman<sup>1</sup> and the other nine non-executive Directors held the following options:

Year of allocation	Instrument	Number of options	Term	Exercise period	Option:Share Ratio	Exercise price
2000	Stock option (Share)	7 500	10	7	1:1	CHF 76.50
2002	Stock option (Share)	9 112	11	8	1:1	CHF 98.00
2003	Stock option (Share)	13 367	11	8	1:1	CHF 59.70
2004	Stock option (Share)	14 679	11	8	1:1	CHF 89.30
2005 <sup>2</sup>	Stock option (Share)	12 331	11	8	1:1	CHF 127.38

### 5.7 Additional fees and remuneration

No material additional fees or remuneration were paid to any member of the Board of Directors or the Executive Committee. During the year under review, no severance payments were made to acting or former members of the Board of Directors or the Executive Committee.

### 5.8 Loans

There were no loans granted to the members of the Board of Directors or Executive Committee during the year under review, and as of December 31, 2005, there were no loans outstanding.

### 5.9 Highest total compensation

The highest total compensation paid to a member of the Board of Directors was to the Chief Executive Officer:

	Amount CHF
<b>Cash compensation</b>	<b>2 055 810</b>
Deferred shares	1 332 140
Options	900 016
Restricted Share Units	900 067
Employee Share Purchase Plan	2 489
<b>Total value equity-based awards</b>	<b>3 134 712</b>
<b>Total</b>	<b>5 190 522</b>

The amount of CHF 3 352 329 was set aside to meet pension obligations, including provisions to cover merger-related pension promises.

<sup>1</sup> Martin Taylor became non-executive Chairman in September 2005

<sup>2</sup> The 2005 options were allocated as a portion of the 2004 annual fee

## Shareholders' participation rights

### 6. Shareholders participation rights

The information below comprises excerpts from the Articles of Incorporation of Syngenta AG. The full version can be reviewed at [www.syngenta.com](http://www.syngenta.com) (refer to section Investor Relations).

#### 6.1 Voting rights and representation restrictions

##### (i) Voting rights

Each registered share recorded under a shareholder's name in the Swiss share register of Syngenta AG entitles its holder to one vote at the Annual General Meeting (AGM). Voting rights may, however, only be exercised if the holder expressly declares having acquired the shares in his own name and on his own account. In accordance with Article 659a of the Swiss Code of Obligations, the Company cannot exercise the voting rights relating to the 6.69 per cent of the shares held in treasury, as of December 31, 2005. A shareholder may at any time request that Syngenta confirms the number of registered shares owned by the shareholder recorded in the Company's Swiss share register. Shareholders are not entitled, however, to demand the printing and delivery of certificates representing shares.

##### (ii) Representation rights

Shareholders may only be represented at a shareholder's meeting by their legal representative, another shareholder with the right to vote, proxies designated in agreements or in regulations relating to nominees, corporate bodies, independent proxies or by a bank or broker. On the New York Stock Exchange the shares are traded in the form of American Depositary Shares (ADS). ADSs are US securities representing Syngenta shares; five ADSs represent one Syngenta share. A specialized nominee administers the ADS program in the USA. This nominee is registered in the Swiss share register of Syngenta. Syngenta ADS holders are entitled to give written instructions to such nominees on how to vote on their behalf. All shareholders are entitled to equal dividend. Holders of ADSs will receive dividends in proportion to the number of Syngenta shares represented.

#### 6.2 Statutory quorums

The shareholders' meeting passes resolutions and makes elections, if not otherwise required by law, with a simple majority of the votes represented (i.e., abstentions from voting shares represented at the meeting having the effect of votes against the proposal). Under Swiss law and per the Company's Articles of Incorporation, a resolution passed at a shareholders' meeting with a supermajority of  $66\frac{2}{3}$  per cent of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented is required for:

- Changes in the Company's business purpose
- The creation of shares with privileged voting rights
- Restrictions on the transferability of registered shares and the removal of such restrictions
- An increase in the share capital by way of capitalization of reserves (Kapitalerhöhung aus Eigenkapital), against contributions in kind (Sacheinlage) or for the purpose of the acquisition of assets (Sachübernahme), or the granting of special privileges
- The restriction or withdrawal of pre-emptive rights of shareholders
- A relocation of the registered office
- The dissolution of Syngenta other than by liquidation

In addition, any provision in the Articles of Incorporation providing 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 setting forth stricter voting requirements for shareholders' meetings than the voting requirements prescribed by law and described above.

#### 6.3 Convocation of General Meetings of shareholders

Under Swiss law, an ordinary annual shareholders' meeting must be held within six months after the end of the Company's financial year. Shareholders' meetings may be convened by the Board of Directors or, in exceptional circumstances, by the statutory auditors. An invitation including the detailed agenda and explanation of proposals by the Board is sent to every registered shareholder at least 20 days before the date of the AGM. The Board of Directors is further required to convene an extraordinary shareholders' meeting if resolved by an ordinary shareholders' meeting or if requested by shareholders holding in the aggregate at least 10 per cent of the share capital of Syngenta.

#### 6.4 Placing of Items on the Agenda

One or more shareholders whose combined shareholdings represent an aggregate nominal value of at least CHF 500 000 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 sixty days before the meeting and shall specify the items and the proposals of these shareholders.

#### 6.5 Registration in the share register and exercise of voting rights

Shareholders may request a registration in the share register at any time. There is, in particular, no deadline for registering shares before a shareholders' meeting. However, registrations including the transfer of corresponding voting rights on the same day as the shareholders' meeting might not be possible, due to technical reasons.

## Changes of control / Auditors / Information policy

### 7. Change of control and defense measures

#### 7.1 Duty to make an Offer

Under the Swiss Stock Exchange Act, shareholders and groups of shareholders acting in concert who acquire more than 33 $\frac{1}{3}$  per cent 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. The Articles of Incorporation of Syngenta do not include any amendment to that rule.

#### 7.2 Clauses on changes of control

Neither the Chief Executive Officer nor any other member of the Executive Committee has a service contract that provides for benefits upon termination of employment due to change of control. The Chairman has a contract which provides for 12 months compensation upon termination of his mandate due to change of control; no other Board member has a contract with a change of control clause.

### 8. Auditors

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

Ernst & Young was appointed as Group auditor at the Annual General Meeting in April 2002. The appointment of the auditor is for one year, renewable annually. The partner in charge of the audit engagement assumed this position in 2004.

#### 8.2 Auditing fees

(USD million)	2005	2004	2003
Audit services	8	5	4
Audit-related services	1	1	1
Tax services	1	1	1
Other services	0	0	0
Total	10	7	6

- **Audit services** are defined as the audit work required to allow the independent accountant to issue an opinion on the statutory and regulatory filings of the Group and its subsidiaries and to issue an opinion relating to management's assessment of internal controls over financial reporting and the effectiveness of Syngenta's internal controls over financial reporting. This category also includes services that normally are provided by the Group

auditor, such as comfort letters, statutory audits, attest services, consents and assistance with and review of documents filed with the US Securities and Exchange Commission.

- **Audit-related services** include assurance and related services provided by auditors but which are not necessarily provided by the Group auditor. These services include audit of pension funds and employee benefit plans, internal control reviews and consultation concerning financial accounting and reporting standards.
- **Tax services** include all services performed by the Group auditor's tax division except those services related to the audit. It includes tax compliance, tax planning and tax advice.
- **Other services** includes all services received from the Group auditor except those separately defined above.

#### 8.3 Additional fees

See figures in the table in section 8.2.

#### 8.4 Supervisory and control instruments vis-à-vis the external auditors

The Audit Committee, on behalf of the Board of Directors, is responsible for monitoring performance of the external auditors, checking their independence and coordinating their work with the internal audit. In addition the Audit Committee monitors implementation of findings of external and internal auditors by management. The Audit Committee therefore meets regularly with the lead partners of the external auditors as well as with internal audit. Furthermore the Audit Committee prepares proposals for the appointment or removal of the external auditors for submission to the full Board, which then nominates the external auditor for election by the shareholders' 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 independent auditor. The Audit Committee reports to the full Board of Directors about the discussions with the external auditors. At least once a year, the lead partners take part in a meeting of the Board of Directors.

### 9. Information policy

#### (i) Main information

Syngenta is committed to an open and fair information policy vis-à-vis its shareholders as well as other stakeholders. Publications are made available to all shareholders at the

#### Reporting dates 2006

AGM and first quarter trading statement	April 19, 2006
Half-year results	July 26, 2006
Third quarter trading statement	October 20, 2006
Announcement of 2006 full-year results	February 8, 2007

same time. All shareholders registered in the Syngenta share register automatically receive an invitation to the Annual General Meeting including an order form to receive the full annual report of Syngenta. Quarterly trading statements are available on the Syngenta website [www.syngenta.com](http://www.syngenta.com).

Additional information and contact details for shareholders as well other interested parties are included on pages 36 to 37 of the Annual Review 2005.

#### (ii) US regulatory disclosures requirements

As a Swiss 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 requirements applicable for private foreign issuers. These include certain filings with the SEC, which can be found on Syngenta's website [www.syngenta.com](http://www.syngenta.com). Syngenta meets the vast majority of NYSE's Corporate Governance Standards. The few exceptions are mainly due to the different legal system in Switzerland. In accordance with NYSE's listing standards, such differences are explained in detail on Syngenta's website [www.syngenta.com](http://www.syngenta.com) (please refer to the section Corporate Governance).



To the Board of Directors of  
Syngenta AG, Basel

Basel, February 8, 2006

**Review Report on the Corporate Governance Disclosures**

You engaged us to review the corporate governance disclosures of Syngenta AG made pursuant to the Corporate Governance Directive of the SWX Swiss Exchange for the period ended December 31, 2005. These disclosures are made in a separate corporate governance report. The board of directors is responsible for the content of these disclosures. Our responsibility is to issue a report based on our review.

Our review was conducted in accordance with Swiss Auditing Standard 910, applicable to review engagements. A review, which provides less assurance than an audit, seeks to obtain moderate assurance about whether the corporate governance disclosures are complete and free from material misstatement. A review is limited primarily to inquiries of company personnel that participated in the preparation of the disclosures, to reviews

of pertinent documents, and analytical procedures related to the corporate governance disclosures. We have not performed an audit, and, accordingly, we do not express an audit opinion.

Regarding the data for Chapter 5 (compensations, shareholdings and loans) of the Corporate Governance Directive, we have also examined the information gathering processes. In addition, we have requested a representation letter from the persons concerned.

During our review, nothing has come to our attention that causes us to believe that the Corporate Governance Disclosures are not complete or contain material misstatements or would not be in compliance with the formal requirements of the Corporate Governance Directive of the SWX Exchange.

Ernst & Young Ltd.

A handwritten signature in red ink, appearing to read "Eric Ohlund".

**Eric Ohlund**  
Certified Public Accountant

A handwritten signature in red ink, appearing to read "Jürg Zürcher".

**Jürg Zürcher**  
Swiss Certified Accountant

**Switzerland**  
**Investor Relations**  
T +41 61 323 5883  
F +41 61 323 5880

**Media Relations**  
T +41 61 323 2323  
F +41 61 323 2424

**Share Register**  
T +41 62 311 6125  
F +41 62 311 6193

**Shareholder Services**  
T +41 61 323 2095  
F +41 61 323 5461

**To order publications**  
T +41 61 323 7579  
F +41 61 323 3966

**Syngenta switchboard**  
T +41 61 323 1111  
F +41 61 323 1212

**USA**  
**Investor Relations**  
T +1 917 322 2569  
F +1 917 322 2570

**Media Relations**  
T +1 202 347 8348  
F +1 202 347 8758

Syngenta AG  
Communication  
and Public Affairs  
P.O. Box  
CH-4002 Basel  
Switzerland

For the business year 2005, Syngenta has published four reports: the Annual Review, the Financial Report, the Corporate Governance Report and the Corporate Social Responsibility Report.

These publications are also available on the Internet: [www.syngenta.com](http://www.syngenta.com)

All documents were originally published in English. The Annual Review 2005 and the Corporate Governance Report 2005 are also available in German. The Corporate Social Responsibility Report 2005 is also available in German and French.

Syngenta International AG, Basel, Switzerland  
All rights reserved.  
Editorial completion: February 2006

Main photography:  
Christopher Pillitz

Board photography:  
Marcus Lyon

Design:  
Addison Corporate Marketing Ltd, London, UK

Print:  
Druckerei Fritz Kriechbaumer, Munich, Germany

Project management:  
Com.factory AG, Basel, Switzerland

Printed on Hello Matt, which is made with wood fibre from managed forests in Austria, Scandinavia, Portugal and North America and is manufactured at a mill that has achieved the ISO14001 and EMAS environmental management standards.