



# Notice of the Annual General Meeting of Syngenta AG

Tuesday, April 28, 2015  
Basel, Switzerland

Basel, March 18, 2015

To the holders of American Depositary Shares (ADSs) of Syngenta AG

## Notice of the Annual General Meeting 2015

The Bank of New York Mellon, the ADS Depositary for Syngenta AG (the “Depositary”), has been notified that the Annual General Meeting of Syngenta AG will be held in Basel, Switzerland, on Tuesday, April 28, 2015, at 9:30 a.m. CET.

If you wish to have the Depositary to lodge your vote for the Syngenta shares underlying your ADSs as per your instructions, please direct the Depositary by executing the proxy voting according to the instructions and timing mentioned on the proxy voting card.

### Agenda\*

#### **1 Annual Report 2014**

Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2014

#### **2 Consultative vote on the Compensation Report for the year 2014**

#### **3 Discharge of the members of the Board of Directors and the Executive Committee**

#### **4 Appropriation of the available earnings as per Balance Sheet 2014 and dividend decision**

#### **5 Elections to the Board of Directors**

- 5.1 Re-election of Vinita Bali
- 5.2 Re-election of Stefan Borgas
- 5.3 Re-election of Gunnar Brock
- 5.4 Re-election of Michel Demaré
- 5.5 Re-election of Eleni Gabre-Madhin
- 5.6 Re-election of David Lawrence
- 5.7 Re-election of Michael Mack
- 5.8 Re-election of Eveline Saupper
- 5.9 Re-election of Jacques Vincent
- 5.10 Re-election of Jürg Witmer

#### **6 Re-election of Michel Demaré as Chairman of the Board of Directors**

**7 Elections to the Compensation Committee**

- 7.1 Re-election of Eveline Saupper
- 7.2 Re-election of Jacques Vincent
- 7.3 Re-election of Jürg Witmer

**8 Maximum total compensation of the members of the Board of Directors for the period from the 2015 AGM to the 2016 AGM****9 Maximum total compensation of the members of the Executive Committee for the period from January 1, 2015, through December 31, 2015****10 Election of the Independent Proxy****11 Election of the external auditor**

On behalf of the Board of Directors of Syngenta AG:



Chairman

\* Translation: The German text of the invitation is legally binding.

## Motions and Explanations

### **1 Annual Report 2014**

Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2014

The Board of Directors proposes approval.

### **2 Consultative vote on the Compensation Report for the year 2014**

The Board of Directors proposes to the Annual General Meeting (AGM) to endorse the Compensation Report 2014. This vote is consultative.

#### **Explanation**

In line with the recommendations of the Swiss Code of Best Practice for Corporate Governance, the Board of Directors has decided to submit the Compensation Report 2014 to shareholders for a consultative vote. The Compensation Report includes the content required by law and furthermore describes the compensation system and its application in the business year.

### **3 Discharge of the members of the Board of Directors and the Executive Committee**

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Executive Committee.

#### 4 Appropriation of the available earnings as per Balance Sheet 2014 and dividend decision

The Board of Directors proposes to appropriate the available earnings 2014 as follows:

Balance brought forward	CHF	3,022,345,916
Net profit of the year 2014	CHF	1,174,285,947
Available earnings	CHF	4,196,631,863
Proposed dividend	CHF	-1,022,402,139
Balance to be carried forward	CHF	3,174,229,724

#### Explanation

The Board of Directors proposes to the AGM a gross dividend of CHF 11.00 per share for the business year 2014. No dividend will be paid on all Treasury Shares held by Syngenta AG and its subsidiaries. The dividend will be paid as a net amount after deduction of any taxes and fees that may be due.

The final amount to be appropriated for dividend payment will be determined on April 29, 2015, by the number of shares with dividend rights and will be adjusted accordingly. Subject to the approval of the dividend by the AGM, the dividend will be paid on May 5, 2015, to those shareholders holding Syngenta shares on April 29, 2015, at close of trading. To the holders of American Depositary Shares (ADSs) of Syngenta AG the dividend will be paid as of June 22, 2015.

#### 5 Elections to the Board of Directors

The Board of Directors proposes the re-election of all its members for a term of one year each.

#### Explanation

Under article 20 paragraph 1 of the Articles of Incorporation, the members of the Board of Directors must be elected annually; re-election is possible.

The CVs and other information on the members of the Board of Directors proposed for re-election can be found on Syngenta's website:  
<http://www.syngenta.com/global/corporate/en/about-syngenta/governance/management-and-board/Pages/board-of-directors.aspx>.

## Motions and Explanations

### **5.1 Re-election of Vinita Bali**

The Board of Directors proposes the re-election of Vinita Bali, born 1955, as a member of the Board of Directors for a one-year term of office; she has initially been appointed in 2012.

### **5.2 Re-election of Stefan Borgas**

The Board of Directors proposes the re-election of Stefan Borgas, born 1964, as a member of the Board of Directors for a one-year term of office; he has initially been appointed in 2009.

### **5.3 Re-election of Gunnar Brock**

The Board of Directors proposes the re-election of Gunnar Brock, born 1950, as a member of the Board of Directors for a one-year term of office; he has initially been appointed in 2012.

### **5.4 Re-election of Michel Demaré**

The Board of Directors proposes the re-election of Michel Demaré, born 1956, as a member of the Board of Directors for a one-year term of office; he has initially been appointed in 2012.

### **5.5 Re-election of Eleni Gabre-Madhin**

The Board of Directors proposes the re-election of Eleni Gabre-Madhin, born 1964, as a member of the Board of Directors for a one-year term of office; she has initially been appointed in 2013.

### **5.6 Re-election of David Lawrence**

The Board of Directors proposes the re-election of David Lawrence, born 1949, as a member of the Board of Directors for a one-year term of office; he has initially been appointed in 2009.

### **5.7 Re-election of Michael Mack**

The Board of Directors proposes the re-election of Michael Mack, born 1960, as a member of the Board of Directors for a one-year term of office; he has initially been appointed in 2008.

### **5.8 Re-election of Eveline Saupper**

The Board of Directors proposes the re-election of Eveline Saupper, born 1958, as a member of the Board of Directors for a one-year term of office; she has initially been appointed in 2013.

### **5.9 Re-election of Jacques Vincent**

The Board of Directors proposes the re-election of Jacques Vincent, born 1946, as a member of the Board of Directors for a one-year term of office; he has initially been appointed in 2005.

### **5.10 Re-election of Jürg Witmer**

The Board of Directors proposes the re-election of Jürg Witmer, born 1948, as a member of the Board of Directors for a one-year term of office; he has initially been appointed in 2006.

## **6 Re-election of Michel Demaré as Chairman of the Board of Directors**

The Board of Directors proposes the re-election of Michel Demaré as Chairman of the Board of Directors for a one-year term of office.

### **Explanation**

Pursuant to article 17 al. b) of the Articles of Incorporation, the Chairman of the Board of Directors has to be elected by the AGM. The term of office is one year; re-election is possible. Michel Demaré was elected to the Board of Directors of Syngenta in 2012 and acts as its Chairman since the 2013 AGM.

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### **7 Elections to the Compensation Committee**

The Board of Directors proposes the re-election of Eveline Saupper, Jacques Vincent and Jürg Witmer as members of the Compensation Committee for a one-year term of office.

#### **Explanation**

Pursuant to article 17 al. b) of the Articles of Incorporation, the members of the Compensation Committee have to be elected by the AGM. The term of office is one year; re-election is possible. Subject to his election by the AGM Jürg Witmer will remain Chairman of the Compensation Committee.

#### **7.1 Re-election of Eveline Saupper**

The Board of Directors proposes the re-election of Eveline Saupper as a member of the Compensation Committee.

#### **7.2 Re-election of Jacques Vincent**

The Board of Directors proposes the re-election of Jacques Vincent as a member of the Compensation Committee.

#### **7.3 Re-election of Jürg Witmer**

The Board of Directors proposes the re-election of Jürg Witmer as a member of the Compensation Committee.

### **8 Maximum total compensation of the members of the Board of Directors for the period from the 2015 AGM to the 2016 AGM**

The Board of Directors proposes the approval of a maximum total compensation amount of no more than CHF 4.5 million for the members of the Board of Directors for the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting.



### Explanation

The proposed figure covers the unchanged base fee and applicable committee fees for Board members as well as estimated company-paid social security contributions. Board members may elect to receive up to 100 percent of their fees in shares. Actual statutory social security contributions may differ and will be paid in accordance with applicable legislation.

For the period from the 2014 Annual General Meeting to the 2015 Annual General Meeting, the total compensation for the Board was CHF 4.2 million. Further details are available in the Compensation Report 2014.

## **9 Maximum total compensation of the members of the Executive Committee for the period from January 1, 2015, through December 31, 2015**

The Board of Directors proposes the approval of a maximum total compensation amount of no more than CHF 41.0 million for the members of the Executive Committee for the period from January 1, 2015, through December 31, 2015.

### Explanation

The proposed figure covers base salary, maximum variable compensation and other compensation including benefits in kind, pension and company-paid social security contributions. Payouts and grants under the variable compensation plans will be made after the end of the financial year.

Approval of the maximum value of the variable compensation provides incentive for Executive Committee members to deliver outstanding Company performance by allowing them to be compensated for exceeding performance targets. Short-term incentive payout between 0 and 200 percent of target and long-term incentive award value between 0 and 150 percent of target are possible.

For equity awards, the value included in the table on the next page is the maximum value at grant. The value of equity awards at grant will be determined with reference to the market price of a Syngenta share on the date of grant in accordance with accepted valuation methods. The eventual value of the awards will depend firstly on the number of awards that vest subject to the applicable performance conditions, and secondly on the

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development of the Syngenta share price, and may therefore be higher or lower than the value at grant.

The table shows an indication of what the total compensation for the members of the Executive Committee would be under two scenarios: (1) the maximum total compensation possible, which is the amount submitted for approval, and (2) the target compensation amount. The table also shows the target and actual total compensation figures for the years 2014, 2013 and 2012. The actual distribution of total compensation for 2015 may differ from these amounts, but will not exceed the maximum total compensation amount. "Other compensation 2015" includes the estimated social security contributions. Actual statutory social security contributions will be paid in accordance with applicable legislation and may differ depending on final variable compensation payouts.

Compensation element (million CHF)	2015 (9 members)		2014 (9 members)		2013 (9 members)		2012 (9 members)	
	Max	Target	Actual*	Target	Actual**	Target	Actual	Target
Fixed compensation in cash	7.3	7.3	7.6	7.4	7.6	7.4	7.5	7.5
Variable compensation (cash and equity)	29.4	16.6	16.9	17.0	6.8	12.2	13.4	12.3
Other compensation	4.3	3.6	3.6	3.6	2.9	3.2	3.4	3.3
<b>Total</b>	41.0	<b>27.5</b>	<b>28.1</b>	28.0	<b>17.3</b>	22.8	<b>24.3</b>	23.1

Notes:

\*Robert Berendes, Head Business Development, left Syngenta in March 2014. The actual figures for 2014 include his compensation for the period worked in 2014.

\*\*Alejandro Aruffo, Head Research & Development, died in January 2013. The actual figures for 2013 include his final salary as well as a payment of a prorated STI award and vacation allowance.

Further details are available in the Compensation Report 2014, including information on the new Executive Committee compensation structure for 2015.

## 10 Election of the Independent Proxy

The Board of Directors proposes to elect Prof. Dr. Lukas Handschin as Independent Proxy for the 2016 AGM.

### Explanation

Article 17 al. b) of the Articles of Incorporation states that the Independent Proxy has to be elected by the AGM. The term of office is one year; re-election is possible. Natural persons, legal entities and partnerships are eligible provided they meet the independence criteria. For these purposes, the same criteria apply as for the independence of the external auditor under article 728 of the Swiss Code of Obligations (CO).

Prof. Handschin is attorney at law in Zurich and Professor of Law at Basel University. Prof. Handschin is independent of Syngenta. He holds office as Independent Proxy of Syngenta since the Company's first AGM.

## 11 Election of the external auditor

The Board of Directors proposes the election of KPMG AG as external auditor of Syngenta AG for the business year 2015.

## Annual Report 2014

For environmental protection reasons, we do not dispatch the Annual Report without request. You may access or download the Report on our website **[www.syngenta.com/financial-information](http://www.syngenta.com/financial-information)**. ADS holders who may want to receive a hard copy of the Annual Report 2014 are kindly requested to call:

**1-800-555-2470** (toll free) or write to:

**Proxy Service Corporation  
200 A Executive Drive  
Edgewood, NY 11717**

Alternatively you may place your request by e-mail to:  
**[shareholder.services@syngenta.com](mailto:shareholder.services@syngenta.com)**

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