

**SYNGENTA EUROPEAN EMPLOYEE
CONSULTATION COUNCIL
(SEECC)**

**Agreement, Constitution
& Associated Arrangements**

Date: 12th April 2001

Introduction

This document sets out the terms of the Syngenta European Employee Consultation Council Agreement, its constitution and associated arrangements. Information and Consultation structures and systems are in place in line with national legal frameworks in all the countries in which Syngenta operates. Syngenta respects local norms and practices and successfully maintains employee consultation with the support and commitment of its employees, their representatives and relevant trade unions. It also respects European level legal frameworks.

Syngenta was formed in November 2000 by the spinning off and merging of the Agribusiness businesses of AstraZeneca and Novartis. At formation it was the premier Agribusiness in the world with a significant presence in Crop Protection and Seeds in Europe. Both former Companies were committed to effective European employee information and consultation arrangements (the AstraZeneca European Consultation Committee and the Novartis Euroforum). These arrangements were formed in 1995 and 1997 and were based on Article 13 of the EU Council Directive 94/45 EC.

The component companies of Syngenta are individually committed to keeping all employees informed about the operations of the business in which they work and the performance of the wider business. It remains the Company's policy to consult with employees about the implications of major business changes affecting their business unit and/or working arrangements.

The revised agreement was developed with a Founding Group of Employee Representatives from the former companies European Consultative Bodies and remains an agreement in force under Article 13 of the EU Council Directive 94/45 EC. It will be (was) ratified by the final meeting of the Founding Group end March 2001. The first full meeting of the Syngenta European Employee Consultation Council will take place in the July of 2001.

The Syngenta European Employee Consultation Council will meet annually and discuss the performance, investment plans, strategy and other matters of major importance relating to its operations across Europe. The Forum will consist of employee representatives from the main territories in Europe and senior members of Company management. In exceptional circumstances additional meetings may be called.

1. Represented Countries

This agreement covers all Syngenta managed operations in European Union and Switzerland with at least 51 Employees with Accession countries having one representative as an observer on a rotation basis until full membership of European Union is gained.

The number of Employee Representatives per country is set out in the attached Appendix 1 that shall form an integral part of this Agreement. The Co-ordination Committee (defined in paragraph 4 below and Appendix 2), chaired by a senior representative of Human Resources, will revise the Appendix 1 on a yearly basis and the number of representatives will be based on the number of employees as of December 31 the previous year.

Taking the business units separately the basis is agreed as follows:

No of employees in a given country (for countries where two or more representatives recommend one seeds, one CP)	No of representatives from that country
0 - 50	0
51 -500	1
501 - 1000	2
1001 - 2000	3
> 2000	4

2. Employee Representatives and Election Procedures

Election of representatives by employees will be in line with entitlement based on the business structure of Syngenta as described in section 1.

- (a) In countries where trade unions, works councils or similar consultative arrangements exist, those national bodies shall elect the Employee Representatives and their deputies in accordance with locally agreed practice.
- (b) At Sites in which there does not exist any employee representative system, the local management will propose a direct election procedure where the Employees can select the Employee Representative and authorised deputies among themselves. The Coordination Committee, before its implementation, shall review such a selection method. Each single country's procedure will be added as appendices to the formal agreement.

Employee representative membership of the Syngenta European Employee Consultation Council (including authorised deputies) will be limited to

employees of Syngenta and its subsidiaries in Europe with at least 2 years' service.

To ensure continuity and the building up of experience, representatives (including authorised deputies) normally shall be elected for a minimum of two years, after which time they may stand for re-election.

In situations where a Representative is unable to attend a particular meeting the relevant deputy will attend.

In the host country deputies will be invited as observers.

Employee representatives on the Syngenta European Employee Consultation Council will enjoy the same employment protection rights and guarantees as other employee representatives in their country of employment.

3. Management Representatives

Meetings of the Syngenta European Employee Consultation Council will be chaired by the Regional Heads Crop Protection and Seeds. Support will be provided by other senior managers from the business units reporting to them and from Finance and Human Resources functions. The Company will also provide full administrative support.

Other members of senior management will attend as required to brief the meeting on specific items on the agenda.

4. Meeting Arrangements

The Syngenta European Employee Consultation Council will meet annually following publication of the Company's annual results and shareholders' Annual General Meeting and will be held in different countries in Europe. It is agreed that having the Forum in different countries contributes to the understanding and the knowledge of the Company amongst employees. In exceptional circumstances, when an issue arises which has significant transnational (i.e. impacts on two or more European countries) business or social implications, an extra meeting may be convened. This shall be at the discretion of the Co-ordination Committee with management representative agreement (see Appendix 2 for the role and composition of the Co-ordination Committee).

Meetings of the Syngenta European Employee Consultation Council will be preceded by an employee representatives' pre-meeting which will provide an opportunity for preparation of questions. This will normally be held the day before the main meeting. Simultaneous translation facilities in the main European languages will be available for the pre-meeting and main meeting. A summary of the main points discussed will be issued one day following the main meeting (produced by the Co-ordination Committee) and full agreed minutes (produced by HR, and agreed by Co-ordination Committee) will be

issued at the latest one month afterwards. Local companies will arrange for translation into local languages.

Where information and consultation has occurred on any specific topic and where the Syngenta European Employee Consultation Council has expressed an opinion or has disagreed with a proposal, it will be truly reflected in the Minutes.

Feedback procedures and facilities will be agreed locally in each country. (Full details to be found in the country appendices to the formal Agreement). The local management shall encourage the Employee Representatives to participate in the Syngenta European Employee Consultation Council and look upon the duties as important work to be performed for Syngenta.

It may be appropriate on certain topics to create ad hoc working groups or to co-opt representatives with specific skills to the Coordination Committee to progress topics between annual meetings.

5. Information, Consultation and Confidentiality

Syngenta is committed to dialogue and consultation with employee representatives on the Syngenta European Employee Consultation Council about the Company's performance and major business changes impacting two or more European countries. The Company will provide business information to allow the representatives to form a good appreciation of the business operations in Europe.

All members of the Syngenta European Employee Consultation Council will be expected to engage in a constructive dialogue with the intention of building understanding about the business operations, the challenges and strategies for future success.

The following definitions relate to the operation of the Syngenta European Employee Consultation Council and are specific to it. They do not seek to overturn national legislation which may set down specific understandings for information and consultation within employee relations arrangements which are country specific, but to establish a common understanding on a European basis to allow the Syngenta European Employee Consultation Council to function effectively.

"European", for the purpose of these arrangements, refers to the countries listed in Appendix 1. The countries covered by these arrangements will be reviewed annually and may be varied if circumstances change (for example enlargement of the European Union, significant acquisitions or divestments, number of employees in each country).

Whilst the particular definitions of the topics set out below are designed to provide helpful clarity, it is recognised that information sharing and consultation are not separate processes and it is expected that one will naturally lead to the other on particular topics. From time to time, however,

there may be major issues about which the Syngenta European Employee Consultation Council should be informed and consulted and these are defined below.

Information & Consultation

- The topics of information and consultation will include issues which are affecting Syngenta overall or at least two Syngenta Companies of different member countries.
- In general the topics are those which impact employees' and or stakeholders' interests.
- In particular these topics will include the structure; economic and financial situation; development of the business; production; investments; sales; employment, changes of organisation affecting two or more European countries resulting from for example mergers, acquisitions; spin offs, reductions or closure or outsourcing of Syngenta Companies; general questions of human resources policy; health, safety and environment; new production technology and methodology of work.
- Negotiations are not in the scope of the Syngenta European Employee Consultation Council
- Information and consultation should take place in good time to allow the best understanding and solutions of issues, where possible.

Confidentiality

In line with Syngenta Vision and Business Principles senior management encourages open communications. Some of the business information shared with employee representatives will be commercially sensitive and all members of the Syngenta European Employee Consultation Council will be expected to respect any confidential information provided.

In particular all attendees must not reveal to any third party or use for personal gain any information which has been provided to them in confidence.

This obligation continues to apply even after the expiry of their terms of office.

The Company is not obliged to provide members of the Syngenta European Employee Consultation Council with information which, according to objective criteria and/or statutory or procedural limitations, would seriously harm the functioning of the Company's undertakings or would be prejudicial to them.

6. Representative's Training

It is considered critical that if consultation at the European level is to be fully effective, elected representatives, and deputies, must be equipped for their role. This will include the production of a standard set of responsibilities and duties (approved by the Syngenta European Employee Consultation Council) to assist in discharging their role. The Company undertakes that representatives will be supported, encouraged and trained in the skills necessary for them to function effectively as members of the Syngenta European Employee Consultation Council. Such training will normally take place locally and involvement of trade unions will be consistent with national norms and practices. It may also be appropriate to give supplementary briefings to representatives about specific items on the agenda and these may take place in association with pre-meetings (but not in a way which significantly reduces the time for pre-meetings).

7. Trade Unions and Advice from Experts

Although union membership is not a prerequisite for the participation of any Syngenta employee in the Syngenta European Employee Consultation Council, the Company respects the role of trade unions in line with current practice and legislation in each respective European country.

At the request of the employee representatives, and as agreed by the Chairmen, up to six national trade union officers may be invited to attend the representatives' pre-meeting (recommend no more than two from any individual country). Three of these officers will also be invited to attend the main meeting as observers if they so wish. The country of origin of the national trade union officers will be appropriate to the location and agenda topics and the Coordination Committee will organise the invitations accordingly.

Union officials and invited experts attending these meetings will be bound by the same duty of confidentiality in respect of commercially sensitive material as members of the Syngenta European Employee Consultation Council.

8. Travel Expenses

Representatives' reasonable travel and out of pocket expenses will be reimbursed by local management following the Syngenta European Employee Consultation Council meeting. Travel costs and hotel accommodation for all attendees will be provided by the Company in line with normal Company policy. Representatives' salaries will be maintained whilst attending the meetings.

9. Administrative Facilities

Preferably the employee representatives on the Syngenta European Employee Consultation Council should be able to speak a reasonable level of English, as this will be the official language of the meeting and any visual and

written material presented will be in English. However, the Company will arrange for simultaneous translation facilities (in the main European languages) for members if required on the basis of their language ability.

10. General

General assistance for all aspects and needs of the employee members to fulfil their duties as members of the Syngenta European Employee Consultation Council will be given by local Syngenta management.

In fulfilling their duties employee members will have free access to existing Syngenta office, communication and information tools.

All employee members will be given reasonable time to fulfil their duties as members of the Syngenta European Employee Consultation Council

11. Constitution

The agreement for the Syngenta European Employee Consultation Council's constructed with due regard to the requirements of:

Article 13 of EU Council Directive 94/45/EC of 22 September 1994 on the establishment of a European Works Council or a Procedure in Community Scale Undertakings and Community Scale Groups of Undertakings for the purposes of informing and consulting employees.

If the Directive 94/45/EC changes or a new directive concerning this agreement enters into force, Management and Coordination Committee will enter into negotiations to adapt this agreement.

The agreement shall be governed by and interpreted in accordance with the law of England and Wales.

Disputes shall be referred to arbitration in London in accordance with the rules of the London Court of International Arbitration (L.C.I.A). The number of arbitrators shall be one and the language of arbitration shall be English.

12. Agreement

The English language version of the agreement will form the authoritative version. In the event of any ambiguity in translation, the agreement will be interpreted in accordance with the current English language version.

Variation of this agreement can be made only with the consent of the parties or six months notice by the Company provided no objection is lodged during this period by one or more of the parties.

The agreement can be denounced by either party at any time with a notice period of 6 months. On the part of the employees of the Syngenta European

Employee Consultation Council a denouncement requires a two-thirds majority of delegates.

In case of termination, the Coordination Committee and the Management shall immediately enter into negotiations in order to conclude a new agreement within one year. The terminated agreement shall be effective until a new agreement has been signed.

Date: 12th April 2001

Signed and agreed by:

John Meikle
Head of employee relations.



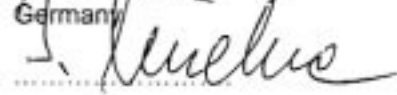
Michel Bihry
HR Manager Europe Seeds



Luca Recalcati
HR Manager Italy



Joachim Miekle
Germany



Chris White
UK



Hans Worseling
Netherlands



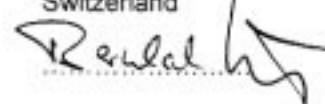
Jean-Pierre Labarthe
France



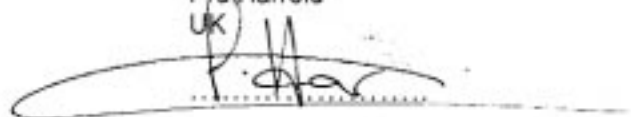
Peter Letze
Switzerland



Bernhard Duell
Switzerland



Pro Harrold
UK



APPENDIX 1

COUNTRY	NUMBER OF REPRESENTATIVES
AUSTRIA	From Germany
BELGIUM	1
DENMARK	1
FINLAND	From Denmark
* FRANCE:	1
CP	
SEEDS	2
GERMANY	1
GREECE	1
* HOLLAND	1
CP	
SEEDS	1
IRELAND	From UK
ITALY	1
NORWAY	From Denmark
PORTUGAL	1
SPAIN	1
SWEDEN	1
* SWITZERLAND	4
* UK	4
**CZECH REP. HUNGARY, POLAND	1
TOTAL	22

* Countries from which the Co-ordination Committee will be drawn.

In addition to the EU countries, Switzerland is included as a major country with over 2,500 employees. Poland, the Czech Republic and Hungary are most likely to become EU members in the near future. It has therefore been agreed to have a representative as an observer on a rotating basis, covering these Countries until formal membership is achieved.

APPENDIX 2

ROLE AND COMPOSITION OF THE CO-ORDINATION COMMITTEE

A Co-ordination Committee will be created and its principal role will be as follows :

- To select a suitable location and date (being mindful of practicalities)
- To prepare the agenda for the main meeting (circa 2 months in advance)
- Immediately following the annual meeting the Coordination Committee shall prepare a summary of the conference to be circulated and to produce full agreed minutes at the latest within one month.
- To ensure that topics discussed at the main meeting are properly progressed between meetings.
- To decide (majority and with management agreement) on the invitation of outside experts.
- Revise the country list and representatives annually.
- To decide together with management agreement on whether an extra main meeting is required in exceptional circumstances such as when an issue arises which has significant trans-national (i.e. impacts on two or more European countries) business or social implications.
- To review the consultation process to ensure best practice is continuing to take place.

Attendance at the Co-ordination Committee will be on the following basis :

- It will consist of 4 employee representatives who shall be current members of SEEC and one senior human resources manager.
- The 4 employee representatives will consist of one representative for each of the Big Four countries (by employee numbers) in Europe. At formation of Syngenta this means UK, Switzerland, France and Holland.
- The selection of an employee representative(s) for the Co-ordination Committee for a given country will normally be made by that country's representatives attending the annual meeting

and should be approved by the Syngenta European Employee Consultation Council

- Their term of office should be a minimum of two years and capable of being extended beyond two years by agreement of the Syngenta European Employee Consultation Council pre-meeting.
- The employee representatives will elect an employee chairman and an employee vice-chairman among themselves for the main meeting. The employee chairman will be member of the Co-ordination Committee.

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