

Partnership Agreement

between

Syngenta Crop Protection AG

Schwarzwaldallee 215, CH-4058 Basel
(hereafter "Syngenta")

represented by:

Christoph Mäder, Chairman
John Ramsay, Member of the Board

and

ETH Zürich

Eidgenössische Technische Hochschule Zürich
Rämistrasse 101, 8092 Zürich

represented by:

Prof. Dr. Ralph Eichler, President
Prof. Dr. Roland Siegwart, Vice President Research and Corporate Relations

and

ETH Zürich Foundation

Niederdorfstrasse 88, 8001 Zürich

represented by:

Jürgen Dormann, President
Dr. Donald Tillman, Managing Director

(Syngenta, ETH Zürich and ETH Zürich Foundation hereafter
each a "Partner", and together the "Partners")

concerning

Partnership "World Food System"

November 10, 2010

Preamble

Syngenta is a world-leading agribusiness company, committed to sustainable agriculture through innovative research and technology. ETH Zürich Foundation is a non-profit foundation whose purpose is to promote teaching and research at ETH Zürich. ETH Zürich is a world-renowned scientific-technical university, committed to excellence in teaching and research, and with "World Food System" as one of its strategic topics.

Confirming their commitment to a sustainable world food system for an increasing number of people worldwide, Syngenta and ETH Zürich are initiating this strategic partnership to strengthen science, foster research and create a better understanding of food production systems on farms, in landscapes, regions, countries and on a global scale. To do so, both organizations wish to appoint an internationally leading professor and staff in this field, capable of advancing science and contributing substantially to a global public dialogue, as well as to the education of future leaders.

Moreover, Syngenta and ETH Zürich recognize this partnership as a platform to be built on for future joint projects around food security, sustainable agriculture and related fields.

1. Object

This Partnership Agreement defines the rights and obligations of the Partners in relation to the establishment of a new Professorship „Sustainable Agroecosystems" at ETH Zürich and a respective donation by Syngenta, as well as the establishment of a "World Food System Advisory Board", each in the context of the strategic ETH Zürich initiative "World Food System".

Beyond that, the partnership established hereunder shall serve as a platform to be built on for future joint projects around food security, sustainable agriculture and related fields.

2. Obligations of the contractual Partners

2.1. Undertakings of Syngenta

Syngenta undertakes to:

- donate to ETH Zürich Foundation the aggregate amount of CHF 10 million (ten million Swiss francs). The amount is earmarked to finance the new Professorship at ETH Zürich in the field of "Sustainable Agroecosystems" within the context of the ETH Zürich strategic initiative "World Food System";
- transfer the afore-mentioned aggregate amount of CHF 10 million to ETH Zürich Foundation, as follows:
 - a. CHF 1 million within 30 days from the date of this Partnership Agreement;
 - b. CHF 1 million within 30 days after formal appointment of the professor for the Professorship "Sustainable Agroecosystems";
 - c. CHF 8 million in 4 yearly installments of CHF 2 million each, commencing in the year after the appointment.

The transfer of the funds as set forth above shall be effected to the following bank account of ETH Zürich Foundation: Credit Suisse, IBAN CH87 0483 5027 0482 3100 0.

The Partners acknowledge and agree that Syngenta's financial obligations with respect to the establishment and financing of the Professorship are subject to section 2.3 para. 2 and 3 hereinafter and are in any event limited to the transfer of the afore-mentioned aggregate amount of CHF 10 million to ETH Zürich Foundation.

2.2. Undertakings of ETH Zürich

ETH Zürich undertakes to:

- Establish and sustain a new full Professorship "Sustainable Agroecosystems" in the Department of "Umweltsystemwissenschaften" (working title of the new Department effective as of 2012 which will host the agricultural and environmental sciences). The Professorship is integrated in such Department and linked with the neighboring chairs as per Appendix 1. The targeted profile is set forth in Appendix 2;
- establish a "World Food System Advisory Board", where the donors of the ETH Zürich initiative "World Food System" and the relevant ETH professors regularly meet to enable exchange, synergies and further develop such initiative.

2.3. Undertakings of ETH Zürich Foundation

ETH Zürich Foundation undertakes to manage the donated money in accordance with its investment guidelines until it is requested by ETH Zürich for the purpose of financing the new Professorship "Sustainable Agroecosystems".

In case the professor under the new Professorship „Sustainable Agroecosystems“ will not be formally appointed within a reasonable timeframe from the execution date of this Partnership Agreement, Syngenta is entitled to reclaim from ETH Zürich Foundation the amount of CHF 1 million (plus interest) payable within 30 days after execution of this Partnership Agreement as set forth in section 2.1 above, and any further payment obligations by Syngenta contained in the afore-mentioned section shall automatically expire.

If after appointment of the professor for the Professorship "Sustainable Agroecosystems", such Professorship becomes vacant ("*unbesetzt*"; it being understood that a reasonable transition period for the re-occupation of the Professorship shall be irrelevant for the purpose of this paragraph) or is abandoned ("*Aufhebung Lehrstuhl*") by ETH Zürich before its 10th anniversary, ETH Zürich Foundation (and ETH Zürich) shall be entitled to an aggregate amount of CHF 1 million (on a *pro rata*-basis) for every year the Professorship has actually been occupied by a professor during the afore-mentioned period of ten years, and Syngenta is entitled to reclaim from ETH Zürich Foundation any sum paid in excess of such aggregate amount (plus interest), if any, and may refuse any further payments in excess of such amount, respectively.

2.4. Joint undertakings of Syngenta and ETH Zürich

Syngenta and ETH Zürich jointly undertake to use this partnership as a platform to be built on for future joint projects around food security, sustainable agriculture and related fields. Any such future projects would have to be specified and the respective rights and obligations of Syngenta and ETH Zürich be set forth in separate agreements amongst such Partners.

3. Rights of the contractual Partners

3.1. Rights of Syngenta

Syngenta shall be entitled to:

- designate one representative to the search committee of the new Professorship "Sustainable Agroecosystems";
- join the "World Food System Advisory Board" of ETH Zürich.

3.2. Rights of ETH Zürich

ETH Zürich shall be entitled to request the release of the aggregate amount of CHF 10 million donated to finance the new Professorship "Sustainable Agroecosystems" from the ETH Zürich Foundation in annual installments.

3.3. Rights of ETH Zürich Foundation

ETH Zürich Foundation shall be entitled to use any investment income from the donated funds for the general purpose of the ETH Zürich Foundation.

4. Communication

Syngenta shall receive an annual report (orally and in writing) from the ETH Zürich Foundation and the ETH Zürich on the activities carried out by and in connection with the new Professorship.

ETH Zürich Foundation and ETH Zürich are entitled to publish the name "Syngenta" in all their publications and presentations in connection with the donation under this Partnership Agreement, and also to publish the size of the funding.

The Partners will jointly communicate the partnership by way of press release or other means.

Syngenta and its affiliates are entitled to mention this partnership, including the existence, scope and size of the donation, in all their communication activities on a worldwide basis.

5. Appointment procedure

The new Professorship "Sustainable Agroecosystems" shall be advertised and the position holder appointed in accordance with the customary procedures at ETH Zürich. To this end, the President of the ETH Zürich shall set up a search committee, consisting of approximately 10-15 members, one of whom shall be a representative of Syngenta. The search committee will evaluate possible candidates and will make a recommendation (shortlist) to the President of the ETH Zürich.

The President of the ETH Zürich shall propose a candidate to the ETH Board for appointment. Before making his proposal, the President of the ETH Zürich shall take into account any reasonable reservations that Syngenta may have in relation to the candidates.

The Partners agree that the independence of research, teaching and publication of the new Professorship shall be guaranteed at any time.

6. Taxes

The Partners proceed on the assumption that all transactions within the scope of this Partnership Agreement are not subject to Swiss value-added tax (MwSt). Any value-added tax that may be levied will be borne by Syngenta.

7. Further provisions

No variation of, or amendment to, this Partnership Agreement shall bind the Partners unless made in writing and signed by authorized representatives of the Partners.

This Partnership Agreement is governed by Swiss law. All disputes arising out of or in connection with this Partnership Agreement shall be resolved by a sole arbitrator in accordance with the rules set forth in the Swiss Code of Civil Procedure ("*Schweizerische Zivilprozessordnung*"). The arbitrator shall be appointed by the President of the Commercial Court of the Canton of Zurich ("*Handelsgericht Zürich*"). The seat of the arbitral tribunal shall be Zurich.

This Partnership Agreement is executed in three copies. Each Partner shall receive one copy.

Appendices

- Appendix 1: Context and Scope of the ETH Zürich initiative "World Food System" (the Professorships and the Centers mentioned in Appendix 1 are examples of relevant expertise of ETH Zürich in this field; they are predominantly organized in the new Department "Umweltsystemwissenschaften" (working title), but some Professorships are also located in neighboring Departments).
- Appendix 2: Profile of the new Professorship.

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Syngenta Crop Protection AG

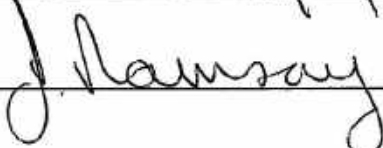
Christoph Mäder, Chairman

Place and date: Basel, 10.11.2010

Signature: 

John Ramsay,
Member of the Board

Place and date: Basel 10/11/2010

Signature: 

ETH Zürich

Prof. Dr. Ralph Eichler

Place and date: Zürich, 10.11.2010

Signature: R. Eichler

Prof. Dr. Roland Siegwart

Place and date: Zürich, 10.11.2010

Signature: R. Siegwart

ETH Zürich Foundation

Jürgen Dormann

Place and date: Zürich, 10.11.2010

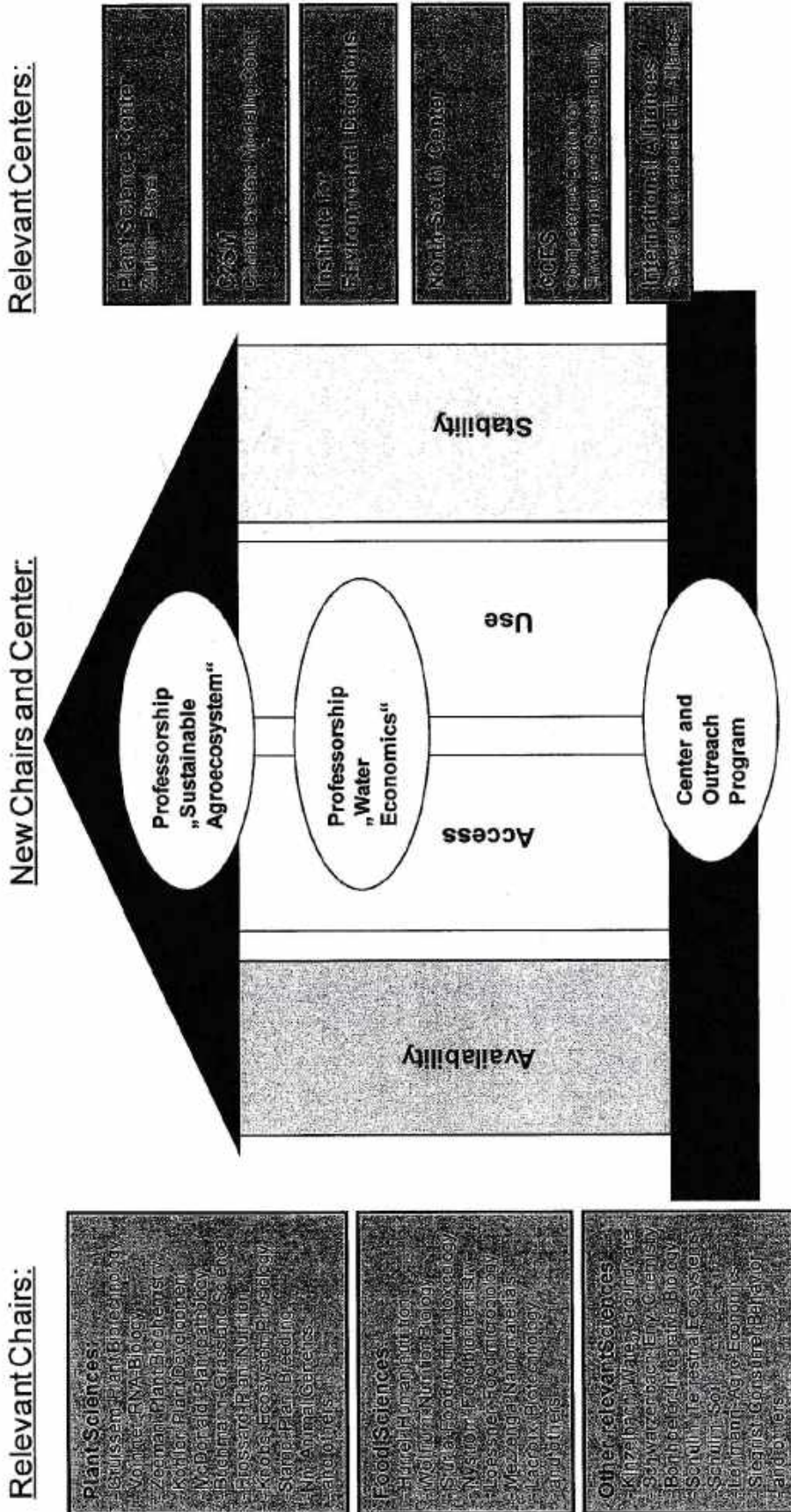
Signature: Dormann

Dr. Donald Tillman

Place and date: Zürich, 10.11.2010

Signature: D. Tillman

Appendix 1:



Professor of "Sustainable Agroecosystems"

Scale

The Professorship shall be working with a focus on the farm scale. The Professorship shall consider the total farm-gate ecological budget of a farming system, that would include all inputs (seeds, crop protection chemicals, fuel, fertilizer, water, soil, solar radiation, etc), all losses (CO₂, nitrogen leaching, diseases, etc), and all outputs (food, fiber, biofuels, etc) under different management scenarios with the aim of maximizing the output of the entire system while minimizing inputs and losses.

An option is to find a person working on the landscape level (ie on a regional scale that involves not only the farms but also the interconnected landscape of forests, pastures, rivers, and villages where the farm(s) are embedded).

This Professor shall be an "integrator" person who is able to bring together many views and disciplinary specialists. The Professor needs to be able to put together and lead a large consortium of more specialized researchers (e.g. the existing Professors in the new Department "Umweltsystemwissenschaften" (working title)) to achieve breakthroughs in management strategies. Hence, the Professor should be able to construct an overview, build on existing expertise and be able to provide the big picture assigned to this position by the strategy and structure of the ETH World Food System (see World Food System diagram as attached in Appendix 1).

Methods

We envision this Professorship to utilize a combination of experimental approaches (30-50%) and modeling (50-70%) in this research field.

Possible fields of activity

- Professorship considers many types of fluxes and components over different scales within the farming system, including energy, raw materials (e.g., water, nutrients, soil), contaminants, biodiversity (including microorganisms), and connects these fluxes and components to management practices within the context of sustainability.
- Professorship includes analyses of environmental impacts of different management practices (e.g. high versus low inputs, organic versus conventional practices, tillage versus non-tillage) and links them to food production, food safety and food quality.
- Professorship strengthens use of whole system analysis to achieve sustainable agroecosystems and makes a strong connection to ecological sciences in general. Modeling would likely play a major role in this area of research.
- Professorship should focus on farm-scale, but could also work on interconnections between farms, landscapes and communities (markets). This larger scale would be especially relevant in areas of intensive agricultural landscapes (i.e. "breadbaskets" and "rice-bowls"), such as areas in Europe (France and Germany), Asia, USA (midwest), and South America (Argentina and Brazil) where agricultural ecosystems can dominate entire landscapes over thousands of square kilometers. Because Switzerland is not a "breadbasket" region, much of the work would likely be focused outside of Switzerland (ie in the World Food System).
- Analyses of "embodied energy" (emergy) that take into account the entire flow of energy through the agroecosystem under different management scenarios offer an example of the type of research that could be conducted.