

Corporate governance

Givaudan's corporate governance system is aligned with international standards and practices to ensure proper checks and balances and to safeguard the effective functioning of the governing bodies of the Company.

This section has been prepared in accordance with the Swiss Code of Obligations, the Directive on Information Relating to Corporate Governance issued by the SIX Swiss Exchange and the 'Swiss Code of Best Practice for Corporate Governance' issued by *economiesuisse* and takes into consideration relevant international governance standards and practices.

The basis of the internal corporate governance framework is contained in Givaudan's Articles of Incorporation.

In order to further clarify the duties, powers and regulations of the governing bodies of the Company, the Company has adopted an organisational regulation which is published on its website www.givaudan.com.

Except when otherwise provided by law, the Articles of Incorporation and Givaudan's Board regulations, all areas of management are fully delegated by the Board of Directors, with the power to sub-delegate to the Chief Executive Officer, the Executive Committee and its members. The organisational regulation of Givaudan also specifies the duties and the functioning of its three Board Committees.

The Articles of Incorporation and other documentation regarding Givaudan's principles of corporate governance can be found at www.givaudan.com – [our company] – [corporate governance]

Group structure and shareholders

Group structure

Givaudan SA, 5 Chemin de la Parfumerie, 1214 Vernier, Switzerland, the parent Company of the Givaudan Group, is listed on the SIX Swiss Exchange under security number 1064593, ISIN CH0010645932.

The Company does not have any subsidiaries that are publicly listed. The list of principal consolidated companies is presented in note 31 to the consolidated financial statements of the 2010 Financial Report.

As at 31 December 2010, the market capitalisation of the Company was CHF 9,316,688,274.

Givaudan is the global leader in the fragrance and flavour industry, offering its products to global, regional and local food, beverage, consumer goods and fragrance companies. The Company operates around the world and is split into two principal divisions: Fragrance and Flavour. The Fragrance Division is further divided into Fine Fragrances, Consumer Products and Fragrance Ingredients business units. The Flavour Division consists of four business units: Beverages, Dairy, Savoury and Sweet Goods.

Both divisions are present through their sales and marketing presence in all major countries and markets and operate separate research and development organisations. Whenever it makes sense, the divisions share resources in the areas of research, sensory understanding and purchasing with the goal to remain the undisputed and most innovative leader in the industry.

Corporate functions include Finance, Information Technology, Legal, Compliance and Communications as well as Human Resources.

For more details regarding the structure of the Group, please refer to notes 1 and 5 to the consolidated 2010 financial statements.

Significant Shareholders

To our knowledge, the following shareholders were the only shareholders holding more than 3% of the share capital of Givaudan SA as at 31 December 2010 (or at the date of their last notification under art. 20 of the Stock Exchange Act): Nestlé SA (10.03%), MFS Investment Management and affiliates (9.75%), Chase Nominees Ltd (nominee) (8.52%), Nortrust Nominees Ltd (nominee) (4.04%), Mellon Bank NA (nominee) (3.50%), Credit Suisse Asset Management Fund AG (3.001%), Blackrock Inc. (3.02%) and Gartmore Investment Ltd (3.04%).

The Company has not entered into any shareholders agreements with any of its key shareholders, nor does it have any cross-shareholdings with any other Company.

For further information, please consult the SIX internet site: www.six-swiss-exchange.com – [shares] – [company] – [significant shareholders]

Shares

The Company has one class of shares only. All shares are registered shares. Subject to the limitations described below, they have the same rights in all respects. Every share gives the right to one vote and to an equal dividend. There exist no other dividend-right certificates or participation certificates.