

The Nomination and Governance Committee assists the Board in applying the principles of good corporate governance. It prepares appointments to the Board of Directors and the Executive Committee and advises on the succession planning process of the Company. The Nomination and Governance Committee met once during the course of 2010 for a duration of two hours. In addition, the Nomination and Governance Committee interviewed potential Board member candidates individually.

More information on the Board of Directors and the roles of the Committees are described on the following internet sites: www.givaudan.com – [our company] – [board of directors]

Members of the Board

Dr Jürg Witmer

Chairman

Attorney

Swiss national, born 1948

Non-executive

First elected in 1999

Current term of office expires in 2012

Chairman of the Board of Directors of Clariant AG, Vice-Chairman of the Board of Syngenta AG. Jürg Witmer joined Roche (1978) in the legal department and subsequently held a number of positions including Assistant to the CEO, General Manager of Roche Far East in Hong Kong, Head of Corporate Communications and Public Affairs at Roche headquarters in

Basel, Switzerland, and General Manager of Roche Austria. He was appointed CEO of Givaudan in 1999 and became Chairman of the Board of Directors in 2005. He has a doctorate in law from the University of Zürich, as well as a degree in international studies from the University of Geneva.

André Hoffmann

Vice-Chairman

Businessman

Swiss national, born 1958

Non-executive

First elected in 2000

Current term of office expires in 2012

Vice-Chairman of the Board of Roche Holding Ltd, Member of the Board

From left

André Hoffmann, Vice-Chairman
 Prof. em. Dr Dres. h. c. Henner Schierenbeck,
 Director
 Dr Nabil Y. Sakkab, Director
 Dr Jürg Witmer, Chairman
 Irina du Bois, Director
 Peter Kappeler, Director
 Thomas Rufer, Director



Corporate governance

of Amazentis SA, Genentech Inc, Glyndebourne Productions Ltd, INSEAD and MedAssurant Inc. Chairman of FIBA – Fondation Internationale du Banc d'Arguin, Fondation MAVA, Living Planet Fund Management Co., Massellaz SA as well as Nemadi Advisors Ltd. Vice-President of Fondation Tour du Valat and WWF International. André Hoffmann became Head of Administration of the Station Biologique de la Tour du Valat in France (1983) and then joined James Capel and Co. Corporate Finance Ltd, London as an associate at the Continental Desk (1985), and later became Manager for European Mergers and Acquisitions. He joined Nestlé UK, London as a brand manager (1991). He studied economics at the University of St. Gallen and holds a Master of Business Administration from INSEAD.

Irina du Bois

Director

Chemical Engineer

Swiss and German national, born in 1946

Non-executive

First elected 2010

Current term of office expires in 2013

Chairperson of the Fondation Pierre du Bois pour l'histoire du temps présent. Irina du Bois started her career at Nestlé as Regulatory Affairs Manager (1976) and became Head of Regulatory Affairs (1986), subsequently taking on the additional function of Corporate Environmental Officer (1990). Before retiring from Nestlé in 2010, she headed the Regulatory and Scientific Affairs department (2004-2009). Active in a number of organisations and institutions related to the food industry, Irina du Bois has been chairperson of the International Standards Expert Group of the Confederation of the Food and Drink Industries of the EU; member of the

International Organisations Committee of the International Life Sciences Institute; member of the Biotechnology Committee of the Swiss Society of Chemical Industries; and member of the Swiss committee of the Codex Alimentarius. She holds a diploma in chemical engineering of the École Polytechnique Fédérale de Lausanne (EPFL).

Peter Kappeler

Director

Businessman

Swiss national, born 1947

Non-executive

First elected in 2005

Current term of office expires in 2013

Chairman of the Board of Berner Kantonalbank until May 2008, Member of the Board of Directors of Cendres et Métaux SA, Schweizerische Mobiliar Holding AG, Schweizerische Mobiliar Genossenschaft. Peter Kappeler has served in different industrial and banking companies. For 17 years, he was head of BEKB/BCBE (Berner Kantonalbank), from 1992 to 2003 as CEO and until 2008 as Chairman of the Board of Directors. He is also a member of various boards, including the Summer Academy Foundation at the Paul Klee Center. He holds a Master of Business Administration from INSEAD as well as a degree in engineering from the ETH Zürich.

Thomas Rufer

Director

Certified Public Accountant

Swiss national, born 1952

Non-executive

First elected in 2009

Current term of office expires in 2012

Member of various public and private bodies such as Vice-Chairman of the Board of Directors and Chairman of

the Audit Committee of the Berner Kantonalbank, Vice-Chairman of the Board of Directors of the Federal Audit Oversight Authority and Member of the Swiss Takeover Board. Thomas Rufer joined Arthur Andersen (1976) where he held several positions in audit and business consulting (accounting, organisation, internal control and risk management). He was Country Managing Partner for Arthur Andersen Switzerland (1993-2001). Since 2002, he has been an independent consultant in accounting, corporate governance, risk management and internal control. He holds a degree in business administration (économiste d'entreprise HES) and is a Swiss Certified Public Accountant.

Dr Nabil Y. Sakkab

Director

Businessman

American national, born 1947

Non-executive

First elected in 2008

Current terms of office expires in 2011

Member of the Board of Altria Group Inc, Apion Medical LLC, BiOWiSH Technologies, Creativa Ventures and Deinove. Advisory Professor at Tsinghua University, Beijing. Nabil Y. Sakkab joined Procter & Gamble in Cincinnati (1974) and retired from the same Company (2007) as Senior Vice-President, Corporate Research and Development. During this time, he served on P&G's Leadership Council and the Innovation Committee of P&G's Board of Directors. He is the author of several scientific and innovation management publications and co-inventor on more than 27 patents. Nabil Y. Sakkab graduated with a BSc degree in Chemistry from American University of Beirut and a PhD in Chemistry from Illinois Institute of Technology.

Prof. em. Dr Dres. h. c. Henner Schierenbeck

Director

Professor

German national, born 1946

Non-executive

First elected in 2000

Current term of office expires in 2011

Professor of Bank Management and Controlling at the University of Basel, scientific adviser for the 'Zentrum für Ertragsorientiertes Bankmanagement' (Münster/Westfalen), Member of the Supervisory Board of DIA Consult AG. Henner Schierenbeck became a Professor of Accounting (1978), and of Banking (1980), at the University of Münster. He became Professor of Bank Management and Controlling at the University of Basel (1990). Since January 2010, he is Professor emeritus. He holds a PhD from the University of Freiburg, together with two honorary doctoral degrees from the State University of Riga, Latvia and Mercator School of Management, Duisburg, Germany.

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

The Board is kept informed of the activities of the Executive Committee in various ways.

The Board members receive information and reports from the Executive Committee and other members of senior management via a data room and other means of communication prior to each Board meeting. The Board also receives regular reports from its Committees.

The CEO and the CFO are present and report at all regular Board meetings and answer all requests for information by the

Board members about any matter concerning Givaudan that is transacted. Other members of the Executive Committee and selected members of the senior management team were regularly invited to address specific projects. The Head of Internal Audit and the Corporate Compliance Officer report to the Board once annually and the Board also receives reports on Environment, Health & Safety and Risk Management once annually.

Furthermore, the Head of Internal Audit is present and reports at each meeting of the Audit Committee. The CFO is also present at all meetings of the Audit Committee, as are the external auditors. Furthermore, the Group Controller attends most Audit Committee meetings.

Additionally, Board members are encouraged to visit country operations when travelling and meet with local and regional management directly to get first-hand information on local and regional developments and to interact directly with management across the globe.

Executive Committee

The Executive Committee, under the leadership of the Chief Executive Officer, is responsible for all areas of operational management of the Company that are not specifically reserved to the Board of Directors.

The Chief Executive Officer, subject to the powers attributed to him, has the task to achieve the strategic objectives of the Group as set by the Board of Directors and determine the operational priorities. In addition, he leads, supervises and coordinates the other members of the Executive Committee, including to convene, prepare and chair the meetings of the Executive Committee.

The members of the Executive Committee are appointed by the Board of Directors on recommendation of the Chief Executive Officer after evaluation by the Nomination Committee. The Executive Committee is responsible for developing the Company's strategy as well as the long-term business and financial plan. Key areas of responsibility also include the management and supervision of all areas of the business development on an operational basis and approving investment decisions.

The tasks and powers of the Executive Committee include the approval of investments, leasing agreements and divestments within the corporate investment guidelines. The Committee approves important business projects, prepares the business plan of the Group and the budgets of the individual divisions and functions. In addition, it plays a key role – together with the Human Resources organisation – in the periodic review of the talent management programme, including succession planning for key positions. Alliances and partnerships with outside institutions, such as universities, think tanks and other business partners, are also monitored by the Executive Committee.

The members of the Executive Committee are individually responsible for the business areas assigned to them.

The Executive Committee meets generally on a monthly basis to discuss general Company business and strategy. In 2010, the committee held 11 meetings at Givaudan sites around the world, each meeting lasting between one and three days. These meetings are an opportunity to be present at Givaudan locations across the globe. Each major region is at least visited once a year to ensure a close interaction with all the different business areas.

Committees of the Board	Jürg Witmer Chairman	André Hoffmann	Irina duBois	Peter Kappeler	Thomas Rufer	Nabil Sakkab	Henner Schierenbeck
Audit				■	■		■
Nomination and Governance	■	■	■				
Compensation		■		■		■	

■ = Chairman of the Committee ■ = Member of the Committee