

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

Members of the Executive Committee

Gilles Andrier

Chief Executive Officer

He joined Givaudan (1993) as Fragrance Division Controller and Assistant to the CEO. He later held various positions including Head of Fragrances Operations in the USA and Head of Consumer Products in Europe. He was appointed Head of Fine Fragrances, Europe (2001) before becoming Global Head of Fine Fragrances (2003) and then CEO of Givaudan (2005). Born in Paris, France (1961), Gilles Andrier graduated with two Masters in Engineering from ENSEEIH Toulouse and spent the first

part of his career with Accenture in management consulting. He is a French national.

Mauricio Graber

President Flavour Division

Vice-President (up to October 2010) / President (since October 2010) of the International Organization of the Flavor Industry (IOFI). He began his career with Givaudan (1995) as Managing Director for Latin America with Tastemaker. When Tastemaker was acquired by Givaudan, he became Managing Director for Mexico, Central America and the Caribbean before becoming Vice President for Latin America (2000). He then was appointed President of the Givaudan Flavours Division (2006).

Born in 1963, he is a Mexican citizen and has a BSc in Electronic Engineering from Universidad Autónoma Metropolitana and a Masters in Management from the J.L. Kellogg Graduate School of Management, Northwestern University, USA.

Michael Carlos

President Fragrance Division

Board of Directors, International Fragrance Association. Board Member of the Research Institute of Fragrance Materials. He began his career with Givaudan (1984) as General Manager in Hong Kong. He became Head of the European Creative Centre in Argenteuil (1992) where he was in charge of integrating the creative resources from Givaudan and Roure.



From left

Joe Fabbri, Human Resources
Mauricio Graber, President Flavour Division
Gilles Andrier, Chief Executive Officer
Matthias Währen, Chief Financial Officer
Michael Carlos, President Fragrance Division
Adrien Gonckel, Information Technology

He was appointed Global Head of Consumer Products (1999) and then President of the Fragrance Division (2004). Born in 1950, Michael Carlos is a French citizen and has an MBA from the Indian Institute of Management and a degree in chemical engineering from the Indian Institute of Technology.

Matthias Währen Chief Financial Officer

Member of the Regulatory Board, SIX Exchange Regulation, Board Member of the SGCI Chemie Pharma Schweiz. He started his career in Corporate Audit with Roche (1983) and became Finance Director of Roche Korea (1988) and then Head of Finance and Information Technology at Nippon Roche in Tokyo (1990). He was appointed Vice President Finance and Information Technology at Roche USA (1996) and then Head of Finance and Informatics of the Roche Vitamins Division (2000). He was involved in the sale of this business to DSM (2003) before joining Givaudan (2004). Born in 1953, Matthias Währen is a Swiss national and a graduate of the University of Basel.

Adrien Gonckel Information Technology

He began his career with F. Hoffmann-La Roche Ltd, (Basel) in the IT department (1973). He worked for Roche Belgium, Brussels as Head of IT and with Citrique Belge in charge of systems integration (1975-1978). He rejoined F. Hoffmann-La Roche Ltd, Basel (1978), taking European leadership of its IT coordination, moving then to the Roche subsidiary Roure-Bertrand-Dupont in Argenteuil, France as Head of Group IT (1982) before becoming Givaudan-Roure's Head of Group IT (1992). Born in 1952, Adrien Gonckel is a French national. He completed a Masters in IT at the University of Belfort and Lyon, France.

Joe Fabbri Human Resources

He joined Givaudan (1989) as Operations Director responsible for commissioning the Canadian manufacturing facility. Moving to the USA (1996) he was appointed Head of Operations at East Hanover, New Jersey. Based in Switzerland, he led various regional operations projects before becoming Head of Flavours Operations, EAME (2001), Head of Global Flavours Operations (2004), and then Head of Global Human Resources (2008). Born in 1958 in Ontario, Canada, Joe Fabbri graduated in mechanical engineering technology and spent the first years of his career in various engineering roles before moving into operations management.

Compensation, Shareholdings and Loans

In accordance with the Swiss Code of Obligations and the SIX Directive on Corporate Governance, Givaudan publishes the details of the remuneration of its Board of Directors and its Executive Committee in the separate chapter 'Compensation Report' in this Annual Report as well as in the 2010 Financial Report.

Shareholders Participation Rights

In exercising voting rights, no shareholder may, with his own shares and the shares he represents, accumulate more than 10% of the entire share capital. Entities which are bound by voting power, common management or otherwise or which act in a coordinated manner to circumvent the 10% rule are considered as one shareholder. This restriction does not apply to the exercise of voting rights through members of a corporate body, independent representatives and holders of deposited shares, to the extent that no avoidance of the said restriction to the voting rights results there from. Any change in this rule requires a positive vote of the absolute majority of the share votes

represented at a shareholders' meeting, as prescribed by Swiss law.

Any shareholder who, on the day determined by the Board of Directors, is registered as a shareholder with voting rights has the right to attend and to vote at the shareholders' meeting. Each shareholder may be represented by another shareholder who is authorised by a written proxy, or by a legal representative, a holder of deposited shares, a member of a corporate body or an independent person designated by the Company.

The Articles of Incorporation of Givaudan SA follow the majority rules prescribed by Swiss law for decisions of general meetings of shareholders.

Shareholders registered with voting rights are convened to general meetings by ordinary mail and by publication in the Swiss official trade journal at least 20 days prior to the day of the meeting. Shareholders representing shares for a nominal value of at least CHF 1 million may demand in writing at least 45 days before the meeting, that an item be included in the agenda, setting forth the item and the proposals. Shareholders registered in the share register with voting rights at the date specified in the invitation will be convened to the ordinary general meeting, which will be held on 24 March 2011. The specified date will be approximately two weeks before the meeting.

Change of Control and Defence Measures

The Articles of Incorporation of Givaudan SA do not contain any rules on opting out or opting up. The legal provisions apply, by which anyone who acquires more than 33 1/3% of the voting rights of a listed Company is required to make a public offer to acquire all listed securities of the Company that are listed for trading on the SIX Swiss Exchange.

In the event of a change of control, share options granted by the Company to members of the Board of Directors and