

Separate CEO & Chair Monsanto

Resolved: The shareholders of Monsanto request that the Board of Directors establish a policy of, whenever possible, separating the roles of Chairperson and Chief Executive Officer, so that an independent director who has not served as an executive officer of the Company serves as Chair of the Board of Directors.

This proposal shall not apply to the extent that complying would necessarily breach any contractual obligations in effect at the time of the 2008 shareholder meeting.

Supporting Statement

The principle of the separation of the roles of Chairperson and Chief Executive Officer is a basic element of sound corporate governance practice. The primary purpose of the Board of Directors is to protect shareholder's interests by providing independent oversight of management and the CEO. The Board gives strategic direction and guidance to our Company.

Given these different roles and responsibilities, we believe:

- an independent Board Chair – separated from the CEO – is the preferable form of corporate governance.
- it is the role of the Chief Executive Officer and management to run the business of the company.
- an independent Chair and vigorous Board will bring greater focus to ethical imperatives, and be better able to forge solutions for shareholders and consumers.
- separating the roles of Chair and CEO at Monsanto would result in greater independence and accountability which would allow the company to have greater focus and thereby better address issues of environmental and health impacts of the company's products.

The Board will likely accomplish both roles more effectively by separating the roles of Chair and CEO. An independent Chair will enhance investor confidence in our Company and strengthen the integrity of the Board of Directors.

A number of respected institutions recommend such separation. CalPER's Corporate Core Principles and Guidelines state: "the independence of a majority of the Board is not enough" and that "the leadership of the board must embrace independence, and it must ultimately change the way in which directors interact with management."

An independent board structure will also help the board address policy issues and other complex issues facing our company, among them:

- reputational risk associated with Monsanto's products;
- the concern of the investment community with possible "off-balance sheet" liabilities, such as those associated with products that may be harmful to human health and the environment and which could impact long-term shareholder value;
- court rulings banning the planting of Monsanto products (*Washington Post* 5/4/07 on ruling on herbicide tolerant alfalfa);
- disputes, within the United States and internationally, regarding the company's patent rights claims (*Memphis Commercial Appeal* 3/04/07);
- disputes regarding Monsanto's advertising claims regarding its products (*Mail & Guardian* 6/21/07).

In order to ensure that our Board can provide the proper strategic direction for our Company with independence and accountability, we urge a vote FOR this resolution.