

## Syngenta announces early tender results of Maximum Tender Offers for 5.182% Notes due 2028 and 4.892% Notes due 2025

Basel / Switzerland, July 14, 2022 — Syngenta AG (“Syngenta”) announced today the early tender results as set forth in the table below of the previously announced cash tender offer by Syngenta Finance N.V. (the “Issuer”) for its US\$1,000,000,000 5.182% senior notes due 2028 (Rule 144A CUSIP / ISIN: 87164KAC8 / US87164KAC80) (Regulation S CUSIP / ISIN: N84413CG1 / USN84413CG11) and US\$750,000,000 4.892% senior notes due 2025 (Rule 144A CUSIP / ISIN: 87164KAG9 / US87164KAG94) (Regulation S CUSIP / ISIN: N84413CL0 / USN84413CL06) (collectively, the “Maximum Tender Offer Notes”) (the “Maximum Tender Offers”).

As of 5:00 p.m., New York City time, on July 13, 2022 (the “Early Tender Date”), the previously announced Maximum Purchase Amount of US\$737,525,000 in respect of the Maximum Tender Offers (the “Maximum Purchase Amount”) had been reached.

**Maximum Tender Offer Notes Listed Below  
Up to the Maximum Purchase Amount**

Title of Security	CUSIP / ISIN Number	Maturity Date / Par Call Date	Principal Amount Outstanding	Acceptance Priority Level	Principal Amount Tendered	Principal Amount to be Purchased	Total Consideration <sup>(a)</sup>	Early Tender Payment <sup>(b)</sup>
5.182% senior notes due 2028 (the “2028 Notes”)	87164KAC8 / US87164KAC80 N84413CG1 / USN84413CG11	April 24, 2028 / January 24, 2028	US\$1,000,000,000	1	US\$664,265,000	US\$664,265,000	US\$1,010	US\$50.00 per US\$1,000
4.892% senior notes due 2025 (the “2025 Notes”)	87164KAG9 / US87164KAG94 N84413CL0 / USN84413CL06	April 24, 2025 / February 24, 2025	US\$750,000,000	2	US\$447,048,000	US\$73,260,000	US\$1,005	US\$50.00 per US\$1,000

(a) Per US\$1,000 principal amount of Maximum Tender Offer Notes validly tendered and accepted for purchase.

(b) The Total Consideration listed in the table above is already inclusive of the Early Tender Payment.

The Maximum Tender Offers have been made pursuant to the terms and conditions set forth in the Offer to Purchase, dated June 29, 2022, as amended by the announcement regarding the changes in considerations for the Tender Offers and the extension of the Any and All Tender Offers dated July 6, 2022 (the “Offer to Purchase”). Terms not defined in this announcement have the meanings given to them in the Offer to Purchase.

According to information provided by D.F. King, the tender and information agent (the “Tender and Information Agent”) for the Maximum Tender Offers, US\$1,111,313,000 aggregate principal amount of the Maximum Tender Offer Notes were validly tendered prior to or at the Early Tender Date and not validly withdrawn, consisting of US\$664,265,000 aggregate principal amount of the 2028 Notes and US\$447,048,000 aggregate principal amount of the 2025 Notes.

Because the aggregate principal amount of Maximum Tender Offer Notes validly tendered prior to or at the Early Tender Date and not validly withdrawn has exceeded the Maximum Purchase Amount, the Issuer does not expect

to accept for purchase all such Maximum Tender Offer Notes that have been tendered. The Issuer expects to accept for purchase all of the 2028 Notes validly tendered and not validly withdrawn as of the Early Tender Date and expects to accept for purchase the 2025 Notes validly tendered and not validly withdrawn as of the Early Tender Date on a prorated basis as described in the Offer to Purchase, using a proration factor of 20.198%. The settlement date for the Maximum Tender Offer Notes validly tendered prior to or at the Early Tender Date and that are accepted for purchase is expected to be July 18, 2022 (the "Maximum Tender Early Settlement Date").

Holders of the Maximum Tender Offer Notes who tendered at or prior to the Early Tender Date and whose Maximum Tender Offer Notes are accepted for purchase are eligible to receive the relevant Total Consideration. The Total Consideration payable for each of the 2028 Notes and the 2025 Notes is US\$1,010 and US\$1,005, respectively, for each US\$1,000 principal amount of such Maximum Tender Offer Notes validly tendered and accepted for purchase. Holders will also receive accrued and unpaid interest on the Maximum Tender Offer Notes validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the Maximum Tender Early Settlement Date.

Because the Maximum Purchase Amount has been reached, the Issuer does not expect to accept for purchase any Maximum Tender Offer Notes tendered after the Early Tender Date.

The Issuer has retained D.F. King as the Tender and Information Agent for the Tender Offers. The Issuer has retained BofA Securities Europe SA and Goldman Sachs Bank Europe SE as the dealer managers (the "Dealer Managers") for the Tender Offers.

Copies of the Offer to Purchase are available at the following website: <https://sites.dfkingltd.com/syngenta>. Questions regarding procedures for tendering Securities (as defined in the Offer to Purchase) or requests for additional copies of the Offer to Purchase should be directed to the Tender and Information Agent at +1 (212) 269-5550 (banks and brokers), +1 (888) 605-1958 (all others), +44 20 7920 9700 (London) or [syngenta@dfking.com](mailto:syngenta@dfking.com). Questions regarding the terms of the Tender Offers should be directed to BofA Securities Europe SA at +1 (888) 292-0070 (US toll free), +1 (980) 387-3907 (US), + 33 1 877 01057 (Europe) or [DG.LM-EMEA@bofa.com](mailto:DG.LM-EMEA@bofa.com) and Goldman Sachs Bank Europe SE at +44 20 7774 4836 or [liabilitymanagement.eu@gs.com](mailto:liabilitymanagement.eu@gs.com).

This announcement is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any Securities. This announcement does not describe all the material terms of the Tender Offers and no decision should be made by any Holder on the basis of this announcement. The terms and conditions of the Tender Offers are described in the Offer to Purchase. This announcement must be read in conjunction with the Offer to Purchase. The Offer to Purchase contains important information which should be read carefully before any decision is made with respect to the Tender Offers. If any Holder is in any doubt as to the contents of this announcement, or the Offer to Purchase, or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Securities pursuant to the Tender Offers.

None of the Issuer, Syngenta, the Dealer Managers or their affiliates, the Tender and Information Agent makes any recommendation, or has expressed an opinion, as to whether or not Holders should tender their Securities, or refrain from doing so, held by them pursuant to the Tender Offers. Each Holder should make its own decision as to whether to tender its Securities and if so, the principal amount of the Securities to tender.

**The Issuer has not filed this announcement or the Offer to Purchase with, and they have not been reviewed by, any federal or state securities commission or regulatory authority of any other country. No authority has passed upon the accuracy or adequacy of the Tender Offers, and it is unlawful and may be a criminal offense to make any representation to the contrary.**

The Offer to Purchase does not constitute an offer to purchase Securities in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities or blue sky laws. The distribution of the Offer to Purchase in certain jurisdictions is restricted by law. Persons into whose possession the Offer to Purchase comes are required by each of the Issuer, Syngenta, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

#### **Cautionary Statement Regarding Forward-Looking Statements**

This announcement may contain forward-looking statements, which can be identified by terminology such as 'expect', 'would', 'will', 'potential', 'plans', 'prospects', 'estimated', 'aiming', 'on track' and similar expressions. Such statements may be subject to risks and uncertainties that could cause the actual results to differ materially from these statements. For Syngenta, such risks and uncertainties include risks relating to legal proceedings, regulatory approvals, new product development, increasing competition, customer credit risk, general economic and market conditions, compliance and remediation, intellectual property rights, implementation of organizational changes, impairment of intangible assets, consumer perceptions of genetically modified crops and organisms or crop protection chemicals, climatic variations, fluctuations in exchange rates and/or commodity prices, single source supply arrangements, political uncertainty, natural disasters, and breaches of data security or other disruptions of information technology. Syngenta assumes no obligation to update forward-looking statements to reflect actual results, changed assumptions or other factors.

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