

SUPPLEMENT

dated 20 November 2020

to the

Base Prospectus

dated 16 March 2020

(as supplemented by the First Supplement (as defined below))



SYNGENTA FINANCE N.V.

(incorporated as a public company with limited liability under the laws of The Netherlands and registered with the trade register of the Chamber of Commerce under No. 37131823)

SYNGENTA FINANCE AG

(incorporated as a corporation (Aktiengesellschaft) under the laws of Switzerland)

Guaranteed by

SYNGENTA AG

(incorporated as a corporation (Aktiengesellschaft) under the laws of Switzerland)

U.S.\$7,500,000,000

Euro Medium Term Note Programme

This second supplement dated 20 November 2020 (the "**Supplement**") to the Base Prospectus dated 16 March 2020 (as supplemented by a supplement to the Base Prospectus dated 18 September 2020 (the "**First Supplement**")) (together, the "**Base Prospectus**"), constitutes a supplement to the Base Prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") prepared in connection with the U.S.\$7,500,000,000 Euro Medium Term Note Programme (the "**Programme**") established by Syngenta Finance N.V. and Syngenta Finance AG (together, the "**Issuers**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Commission de Surveillance du Secteur Financier (the "**CSSF**"), as competent authority under the Prospectus Regulation. The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation.

The Issuers each accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. To the extent there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

This Supplement has been published on the website of the Issuers at <https://www.syngenta.com/> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Purpose of this Supplement

The purpose of this Supplement is (i) to update the “*Recent Developments*” section on page 112 of the Base Prospectus and (ii) to include a new risk factor titled “*Risk associated with the issuance by the President of the United States of America of an Executive Order prohibiting US investors from acquiring and owning publicly traded securities in “Communist Chinese military companies.”*”

Recent Developments

On August 28, 2020, the U.S. Department of Defense added China National Chemical Company (ChemChina), which indirectly owns 100 per cent. of the equity of the Guarantor, to the list of “Communist Chinese military companies operating directly or indirectly in the United States”. ChemChina has stated that they have no control, influence or governance overlap with the Chinese military. The Guarantor was not added to this list.

On November 12, 2020, the President of the United States of America issued an Executive Order prohibiting US investors from acquiring and owning publicly traded securities in “Communist Chinese military companies”. As noted above, ChemChina has been included in the list of such companies. Syngenta is assessing the potential implications of the Executive Order and expects further guidance to be issued by the Department of Treasury on the implementation of the Order. However, Syngenta currently is not aware that it has been included on any list of companies to be covered by the Order.

On October 6, 2020, the New Syngenta Group announced the acquisition of Valagro, a leading Biologicals company, by its business unit Syngenta Crop Protection, part of Syngenta AG. Valagro will continue to operate as an independent brand in the market within the Syngenta Crop Protection business. This strategic acquisition enables Syngenta Crop Protection to build a world-leading Biologicals business and is fully in-line with Syngenta Crop Protection’s strategy to provide growers with additional complementary choices of products and technologies in order to effectively and sustainably care for their crops by managing resistance, enhancing soil health, reducing residues in crops, and addressing consumer demands.

Inclusion of New Risk Factor

The following new risk factor shall be added on page 19 of the Base Prospectus after the risk factor titled “*Escalating worldwide political, economic and trade tensions, including between the United States and China, may adversely impact Syngenta’s business, financial condition and operating results*” and before the risk factor titled “*Significant breaches of data security or disruptions of information technology could adversely affect the Group’s business*”:

Risk associated with the issuance by the President of the United States of America of an Executive Order prohibiting US investors from acquiring and owning publicly traded securities in “Communist Chinese military companies.”

If Syngenta is included on the list of companies covered by the U.S. Executive Order issued on 12 November 2020, and if the scope of the Executive Order were to extend to securities traded on

exchanges outside the United States, then US investors may not be able to acquire securities as are within the scope of the Executive Order and may be required to sell their holdings of securities by November 2021.