



Notice of the Annual General Meeting of Syngenta AG

Tuesday, April 29, 2014
Basel, Switzerland

Basel, March 19, 2014

To the holders of American Depositary Shares (ADSs) of Syngenta AG

Notice of the Annual General Meeting 2014

The Bank of New York Mellon, the ADS Depository for Syngenta AG (the “Depository”), has been notified that the Annual General Meeting of Syngenta AG will be held in Basel, Switzerland, on Tuesday, April 29, 2014, at 9.30 a.m. CET.

If you wish to have the Depository to lodge your vote for the Syngenta shares underlying your ADSs as per your instructions, please direct the Depository by executing the proxy voting according to the instructions and timing mentioned on the proxy voting card.

Agenda

1 Annual Report 2013

- 1.1 Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2013
- 1.2 Consultative vote on the compensation system

2 Discharge of the members of the Board of Directors and the Executive Committee

3 Reduction of share capital by cancellation of repurchased shares

4 Appropriation of the available earnings as per Balance Sheet 2013 and dividend decision

5 Revision of the Articles of Incorporation

6 Elections to the Board of Directors

- 6.1 Re-election of Vinita Bali
- 6.2 Re-election of Stefan Borgas
- 6.3 Re-election of Gunnar Brock
- 6.4 Re-election of Michel Demaré
- 6.5 Re-election of Eleni Gabre-Madhin
- 6.6 Re-election of David Lawrence

- 6.7 Re-election of Michael Mack
- 6.8 Re-election of Eveline Saupper
- 6.9 Re-election of Jacques Vincent
- 6.10 Re-election of Jürg Witmer

7 Election of Michel Demaré as Chairman of the Board of Directors

8 Election of the members of the Compensation Committee

- 8.1 Election of Eveline Saupper
- 8.2 Election of Jacques Vincent
- 8.3 Election of Jürg Witmer

9 Election of the Independent Proxy

10 Election of the external auditor

On behalf of the Board of Directors of Syngenta AG:



Michel Demaré
Chairman

Motions and Explanations

1 Annual Report 2013

1.1 Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2013

The Board of Directors proposes approval.

1.2 Consultative vote on the compensation system

The Board of Directors proposes to the Annual General Meeting (AGM) to endorse the compensation system (pages 15–18 of the Corporate Governance Report and Compensation Report 2013). This vote is consultative.

Explanation

On January 1, 2014, the Ordinance against Excessive Compensation at Listed Companies (VegüV) came into effect, in implementation of article 95 paragraph 3 of the Federal Constitution. Amongst other things, this Ordinance requires listed companies to submit the compensation of members of the Board of Directors and of the Executive Committee to the General Meeting of Shareholders for approval. The exact provisions governing this have to be included in the Articles of Incorporation. An amendment to this effect is being submitted to you for approval under agenda item 5. The first vote on the compensation of the Board of Directors and the Executive Committee in accordance with the amended Articles of Incorporation will be held at the 2015 AGM.

For this year's AGM, the Board of Directors has decided, again in line with the recommendations of the Swiss Code of Best Practice for Corporate Governance, to submit the compensation system to shareholders for a consultative vote. The principles and elements of compensation at Syngenta are described in more detail in the Compensation Report.

Motions and Explanations

2 Discharge of the members of the Board of Directors and the Executive Committee

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Executive Committee.

3 Reduction of share capital by cancellation of repurchased shares

The Board of Directors proposes:

(A) As a consequence of the 180,500 shares acquired within the scope of the repurchase programs on the second trading line in 2012 and 2013, to reduce the share capital of the Company from currently CHF 9,312,614.90 by CHF 18,050.00 to CHF 9,294,564.90, divided into 92,945,649 registered shares with a par value of CHF 0.10 each, and the subsequent cancellation of the 180,500 repurchased shares;

(B) To declare, as a result of the audit report prepared in accordance with article 732 paragraph 2 of the Swiss Code of Obligations, that the claims by the creditors are fully covered notwithstanding the above reduction of the share capital;

(C) To amend article 4 paragraph 1 of the Articles of Incorporation of Syngenta AG in accordance with the capital reduction as follows (amendments underlined):

“The share capital of the Company is CHF 9,294,564.90, fully paid-in and divided into 92,945,649 registered shares. Each share has a par value of CHF 0.10.”

Explanation

On April 22, 2008, the AGM approved a share repurchase program of up to 10% of the share capital. The repurchase program started in April 2010 and ended on December 31, 2012. In 2012, Syngenta repurchased through this repurchase program a last tranche of 13,500 shares on the second trading line.

On April 24, 2012, the AGM approved a new share repurchase program of up to 10% of the share capital. The repurchase program started in July 2013 and ends in July 2016 at the latest. In 2013, Syngenta repurchased through this new repurchase program a first tranche of 167,000 shares on the second trading line.

The Board of Directors proposes to cancel these shares in the total amount of 180,500 and to reduce the share capital accordingly.

The external auditor Ernst & Young AG determines in an audit report prepared for the AGM that the claims by creditors are fully covered notwithstanding the reduction of share capital pursuant to this agenda item.

The reduction of share capital can only be accomplished after threefold publication of the notice to creditors (article 733 of the Swiss Code of Obligations) which will be published after the AGM in the Swiss Commercial Gazette.

Motions and Explanations

4 Appropriation of the available earnings as per Balance Sheet 2013 and dividend decision

The Board of Directors proposes to appropriate the available earnings 2013 as follows:

Balance brought forward	CHF	2,868,294,960
Net profit of the year 2013	CHF	1,271,049,357
Available earnings	CHF	4,139,344,317
Proposed dividend	CHF	-929,456,490
Allocation to free reserves	CHF	-200,000,000
Balance to be carried forward	CHF	3,009,887,827

Explanation

The Board of Directors proposes to the AGM a gross dividend of CHF 10.00 per share for the business year 2013. No dividend will be paid either on the 180,500 repurchased shares, which are assigned to cancellation in accordance with the resolutions proposed under agenda item 3, or on all Treasury Shares held by Syngenta AG and its subsidiaries. The dividend will be paid as a net amount after deduction of any taxes and fees that may be due.

The final amount to be appropriated for dividend payment will be determined on April 30, 2014, by the number of shares with dividend rights and will be adjusted accordingly.

Subject to the approval of the dividend by the AGM, the dividend will be paid on May 7, 2014, to those shareholders holding Syngenta shares on April 30, 2014, at close of trading. To the holders of American Depositary Shares (ADSs) of Syngenta AG the dividend will be paid as of June 30, 2014.

5 Revision of the Articles of Incorporation

The Board of Directors proposes a comprehensive revision of the Articles of Incorporation of Syngenta AG to implement the legal provisions of the Ordinance against Excessive Compensation at Listed Companies (VegüV) which has come into effect on January 1, 2014, and to make further amendments.

Explanation

The Ordinance against Excessive Compensation at Listed Companies (VegüV) which came into effect on January 1, 2014, will implement the provisions of article 95 paragraph 3 of the Federal Constitution. Listed companies need to meet its requirements by amending their Articles of Incorporation and Regulations within two years after the VegüV has entered into force. With the proposed revision, Syngenta complies already today with the legal requirement to adapt its Articles of Incorporation. At the same time, it proposes several additional amendments to the Articles.

The accompanying booklet shows the existing and proposed new version of the Articles side by side. Commentaries and explanations are provided on all the changes. The Articles are submitted for approval in one single vote.

Motions and Explanations

6 Elections to the Board of Directors

The Board of Directors proposes the re-election of all members of the Board of Directors for a term each of one year.

Explanation

Under article 3 VegüV and article 20 paragraph 1 of the revised Articles of Incorporation, the members of the Board of Directors must be elected individually and annually; re-election is possible.

The CVs and other information on the members of the Board of Directors proposed for re-election can be found on Syngenta's website:

<http://www.syngenta.com/global/corporate/en/about-syngenta/governance/management-and-board/Pages/board-of-directors.aspx>.

6.1 Re-election of Vinita Bali

The Board of Directors proposes the re-election of Vinita Bali, born 1955, as a member of the Board of Directors for a one-year term of office.

6.2 Re-election of Stefan Borgas

The Board of Directors proposes the re-election of Stefan Borgas, born 1964, as a member of the Board of Directors for a one-year term of office.

6.3 Re-election of Gunnar Brock

The Board of Directors proposes the re-election of Gunnar Brock, born 1950, as a member of the Board of Directors for a one-year term of office.

6.4 Re-election of Michel Demaré

The Board of Directors proposes the re-election of Michel Demaré, born 1956, as a member of the Board of Directors for a one-year term of office.

6.5 Re-election of Eleni Gabre-Madhin

The Board of Directors proposes the re-election of Eleni Gabre-Madhin, born 1964, as a member of the Board of Directors for a one-year term of office.

6.6 Re-election of David Lawrence

The Board of Directors proposes the re-election of David Lawrence, born 1949, as a member of the Board of Directors for a one-year term of office.

6.7 Re-election of Michael Mack

The Board of Directors proposes the re-election of Michael Mack, born 1960, as a member of the Board of Directors for a one-year term of office.

6.8 Re-election of Eveline Saupper

The Board of Directors proposes the re-election of Eveline Saupper, born 1958, as a member of the Board of Directors for a one-year term of office.

6.9 Re-election of Jacques Vincent

The Board of Directors proposes the re-election of Jacques Vincent, born 1946, as a member of the Board of Directors for a one-year term of office.

6.10 Re-election of Jürg Witmer

The Board of Directors proposes the re-election of Jürg Witmer, born 1948, as a member of the Board of Directors for a one-year term of office.

7 Election of Michel Demaré as Chairman of the Board of Directors

The Board of Directors proposes the election of Michel Demaré, born 1956, as Chairman of the Board of Directors for a one-year term of office.

Explanation

Pursuant to article 4 VegüV, the Chairman of the Board of Directors now has to be elected by the AGM. The term of office is one year; re-election is possible.

8 Election of the members of the Compensation Committee

The Board of Directors proposes the election of Eveline Saupper, Jacques Vincent and Jürg Witmer as members of the Compensation Committee for a one-year term of office.

Explanation

Pursuant to article 2 paragraph 2 VegüV, the members of the Compensation Committee now have to be elected by the AGM. Members are elected individually for a one-year term of office; re-election is possible. Subject to his election by the AGM Jürg Witmer will remain Chairman of the Compensation Committee.

8.1 Election of Eveline Saupper

The Board of Directors proposes the election of Eveline Saupper, born 1958, as a member of the Compensation Committee.

8.2 Election of Jacques Vincent

The Board of Directors proposes the election of Jacques Vincent, born 1946, as a member of the Compensation Committee.

8.3 Election of Jürg Witmer

The Board of Directors proposes the election of Jürg Witmer, born 1948, as a member of the Compensation Committee.

9 Election of the Independent Proxy

The Board of Directors proposes that Prof. Dr. Lukas Handschin be elected as Independent Proxy for the 2015 AGM.

Explanation

Article 8 VegüV states that the Independent Proxy now has to be elected by the AGM. The term of office is one year; re-election is possible. Natural persons, legal entities and partnerships are eligible provided they meet the independence criteria. For these purposes, the same criteria apply as for the independence of the external auditor under article 728 paragraph 2–6 of the Swiss Code of Obligations (CO).

In application of article 30 paragraph 1 VegüV, the Board of Directors has appointed Prof. Dr. Lukas Handschin as Independent Proxy for this year's AGM. Prof. Handschin will therefore already be performing his duties at this year's AGM. He is attorney at law in Zurich and Professor of Law at Basel University. Prof. Handschin is independent of Syngenta.

10 Election of the external auditor

The Board of Directors proposes the election of KPMG AG as external auditor of Syngenta AG for the business year 2014.

Explanation

Ernst & Young AG was elected as external auditor of Syngenta AG for the first time at the AGM in 2002 and re-elected each subsequent year. After twelve uninterrupted years of working with Ernst & Young AG, the Board of Directors proposes to elect KPMG AG as auditor to Syngenta AG.

Annual Report 2013

For environmental protection reasons, we do not dispatch the Annual Report without request. You may access or download a searchable version on our website **www.syngenta.com/financial-information**. ADS holders who may want to receive a hard copy of the Annual Report 2013 are kindly requested to call:

1-800-555-2470 (toll free) or write to:

**Proxy Service Corporation
200 A Executive Drive
Edgewood, NY 11717**

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