

Invitation

Annual General Meeting

Tuesday, April 28, 2015, 9:30 a.m.

St. Jakobshalle Basel

SYN010E

The Syngenta logo features the word "syngenta" in a dark blue, lowercase sans-serif font. A small green leaf icon is positioned above the letter "n".

Basel, March 18, 2015

Dear shareholders,

We are pleased to invite you to the **Annual General Meeting of Syngenta AG** which will take place as follows:

Date: **Tuesday, April 28, 2015, 9:30 a.m.**
(doors open at 8:30 a.m.)

Place: **St. Jakobshalle Basel, Brüglingerstrasse 19–21, 4052 Basel**

Agenda*

1 Annual Report 2014

Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2014

2 Consultative vote on the Compensation Report for the year 2014

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

4 Appropriation of the available earnings as per Balance Sheet 2014 and dividend decision

5 Elections to the Board of Directors

- 5.1 Re-election of Vinita Bali
- 5.2 Re-election of Stefan Borgas
- 5.3 Re-election of Gunnar Brock
- 5.4 Re-election of Michel Demaré
- 5.5 Re-election of Eleni Gabre-Madhin
- 5.6 Re-election of David Lawrence
- 5.7 Re-election of Michael Mack
- 5.8 Re-election of Eveline Saupper
- 5.9 Re-election of Jacques Vincent
- 5.10 Re-election of Jürg Witmer

- 6 Re-election of Michel Demaré as Chairman of the Board of Directors**
- 7 Elections to the Compensation Committee**
 - 7.1 Re-election of Eveline Saupper
 - 7.2 Re-election of Jacques Vincent
 - 7.3 Re-election of Jürg Witmer
- 8 Maximum total compensation of the members of the Board of Directors for the period from the 2015 AGM to the 2016 AGM**
- 9 Maximum total compensation of the members of the Executive Committee for the period from January 1, 2015, through December 31, 2015**
- 10 Election of the Independent Proxy**
- 11 Election of the external auditor**

On behalf of the Board of Directors of Syngenta AG:



Michel Demaré
Chairman

For organizational notes please refer to the last pages of this brochure.

* Translation: The German text of the invitation is legally binding.

Motions and Explanations

1 Annual Report 2014

Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2014

The Board of Directors proposes approval.

2 Consultative vote on the Compensation Report for the year 2014

The Board of Directors proposes to the Annual General Meeting (AGM) to endorse the Compensation Report 2014. This vote is consultative.

Explanation

In line with the recommendations of the Swiss Code of Best Practice for Corporate Governance, the Board of Directors has decided to submit the Compensation Report 2014 to shareholders for a consultative vote. The Compensation Report includes the content required by law and furthermore describes the compensation system and its application in the business year.

Motions and Explanations

3 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.

4 Appropriation of the available earnings as per Balance Sheet 2014 and dividend decision

The Board of Directors proposes to appropriate the available earnings 2014 as follows:

Balance brought forward	CHF	3,022,345,916
Net profit of the year 2014	CHF	1,174,285,947
Available earnings	CHF	4,196,631,863
Proposed dividend	CHF	-1,022,402,139
Balance to be carried forward	CHF	3,174,229,724

Explanation

The Board of Directors proposes to the AGM a gross dividend of CHF 11.00 per share for the business year 2014. No dividend will be paid 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 29, 2015, 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 5, 2015, to those shareholders holding Syngenta shares on April 29, 2015, at close of trading.

5 Elections to the Board of Directors

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

Explanation

Under article 20 paragraph 1 of the Articles of Incorporation, the members of the Board of Directors must be elected 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>.

Motions and Explanations

5.1 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; she has initially been appointed in 2012.

5.2 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; he has initially been appointed in 2009.

5.3 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; he has initially been appointed in 2012.

5.4 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; he has initially been appointed in 2012.

5.5 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; she has initially been appointed in 2013.

5.6 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; he has initially been appointed in 2009.

5.7 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; he has initially been appointed in 2008.

5.8 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; she has initially been appointed in 2013.

5.9 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; he has initially been appointed in 2005.

5.10 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; he has initially been appointed in 2006.

Motions and Explanations

6 Re-election of Michel Demaré as Chairman of the Board of Directors

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

Explanation

Pursuant to article 17 al. b) of the Articles of Incorporation, the Chairman of the Board of Directors has to be elected by the AGM. The term of office is one year; re-election is possible. Michel Demaré was elected to the Board of Directors of Syngenta in 2012 and acts as its Chairman since the 2013 AGM.

7 Elections to the Compensation Committee

The Board of Directors proposes the re-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 17 al. b) of the Articles of Incorporation, the members of the Compensation Committee have to be elected by the AGM. The term of office is one year; re-election is possible. Subject to his election by the AGM Jürg Witmer will remain Chairman of the Compensation Committee.

7.1 Re-election of Eveline Saupper

The Board of Directors proposes the re-election of Eveline Saupper as a member of the Compensation Committee.

7.2 Re-election of Jacques Vincent

The Board of Directors proposes the re-election of Jacques Vincent as a member of the Compensation Committee.

7.3 Re-election of Jürg Witmer

The Board of Directors proposes the re-election of Jürg Witmer as a member of the Compensation Committee.

Motions and Explanations

8 Maximum total compensation of the members of the Board of Directors for the period from the 2015 AGM to the 2016 AGM

The Board of Directors proposes the approval of a maximum total compensation amount of no more than CHF 4.5 million for the members of the Board of Directors for the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting.

Explanation

The proposed figure covers the unchanged base fee and applicable committee fees for Board members as well as estimated company-paid social security contributions. Board members may elect to receive up to 100 percent of their fees in shares. Actual statutory social security contributions may differ and will be paid in accordance with applicable legislation.

For the period from the 2014 Annual General Meeting to the 2015 Annual General Meeting, the total compensation for the Board was CHF 4.2 million. Further details are available in the Compensation Report 2014.

9 Maximum total compensation of the members of the Executive Committee for the period from January 1, 2015, through December 31, 2015

The Board of Directors proposes the approval of a maximum total compensation amount of no more than CHF 41.0 million for the members of the Executive Committee for the period from January 1, 2015, through December 31, 2015.

Explanation

The proposed figure covers base salary, maximum variable compensation and other compensation including benefits in kind, pension and company-paid social security contributions. Payouts and grants under the variable compensation plans will be made after the end of the financial year.

Approval of the maximum value of the variable compensation provides incentive for Executive Committee members to deliver outstanding Company performance by allowing them to be compensated for exceeding performance targets. Short-term incentive payout between 0 and 200 percent of target and long-term incentive award value between 0 and 150 percent of target are possible.

For equity awards, the value included in the table on the next page is the maximum value at grant. The value of equity awards at grant will be determined with reference to the market price of a Syngenta share on the date of grant in accordance with accepted valuation methods. The eventual value of the awards will depend firstly on the number of awards that vest subject to the applicable performance conditions, and secondly on the development of the Syngenta share price, and may therefore be higher or lower than the value at grant.

The table shows an indication of what the total compensation for the members of the Executive Committee would be under two scenarios: (1) the maximum total compensation possible, which is the amount submitted for approval, and (2) the target compensation amount. The table also shows the target and actual total compensation figures for the years 2014, 2013 and 2012. The actual distribution of total compensation for 2015 may differ from these amounts, but will not exceed the maximum total compensation amount. "Other compensation 2015" includes the estimated social security contributions. Actual statutory social security contributions will be paid in accordance with applicable legislation and may differ depending on final variable compensation payouts.

Motions and Explanations

Compensation element (million CHF)	2015 (9 members)		2014 (9 members)		2013 (9 members)		2012 (9 members)	
	Max	Target	Actual*	Target	Actual**	Target	Actual	Target
Fixed compensation in cash	7.3	7.3	7.6	7.4	7.6	7.4	7.5	7.5
Variable compensation (cash and equity)	29.4	16.6	16.9	17.0	6.8	12.2	13.4	12.3
Other compensation	4.3	3.6	3.6	3.6	2.9	3.2	3.4	3.3
Total	41.0	27.5	28.1	28.0	17.3	22.8	24.3	23.1

Notes:

*Robert Berendes, Head Business Development, left Syngenta in March 2014. The actual figures for 2014 include his compensation for the period worked in 2014.

**Alejandro Aruffo, Head Research & Development, died in January 2013. The actual figures for 2013 include his final salary as well as a payment of a prorated STI award and vacation allowance.

Further details are available in the Compensation Report 2014, including information on the new Executive Committee compensation structure for 2015.

10 Election of the Independent Proxy

The Board of Directors proposes to elect Prof. Dr. Lukas Handschin as Independent Proxy for the 2016 AGM.

Explanation

Article 17 al. b) of the Articles of Incorporation states that the Independent Proxy 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 of the Swiss Code of Obligations (CO).

Prof. Handschin is attorney at law in Zurich and Professor of Law at Basel University. Prof. Handschin is independent of Syngenta. He holds office as Independent Proxy of Syngenta since the Company's first AGM.

11 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 2015.

Organizational Notes

Voting rights

All shares registered with voting rights in the share register of Syngenta AG at 6:00 p.m. on Thursday, April 23, 2015, are entitled to vote.

Personal attendance / Admission cards

Admission cards and voting material can be ordered with the enclosed form or, as of this year, also electronically (see separate leaflet). The dispatch will take place continuously, starting on March 23, 2015. Timely processing is guaranteed for all applications received at the share register of Syngenta AG by April 23, 2015. In case of a short-term change in the number of votes, the admission card and voting material can be amended before the start of the AGM at the "GV-Büro" in the St. Jakobshalle Basel.

Representation / Proxies

A shareholder may arrange to be represented by his legal representative, another shareholder with the right to vote, proxies designated in agreements with a nominee or the Independent Proxy.

Proxies may be granted in two ways:

1. **In writing:** In order to give procuration to one of the above mentioned representatives, please complete and sign the enclosed form. Timely processing is guaranteed for all proxies received by April 23, 2015.
2. **Electronically:** As of 2015, shareholders are given the possibility to give their voting instructions to the Independent Proxy online (see separate leaflet).

Annual Report

The Annual Report 2014 consists of:

- Annual Review, incorporating the Corporate Responsibility Report (English or German)
- Corporate Governance Report and Compensation Report (English or German)
- Financial Report (English only)

As of March 18, 2015, the Annual Report may be viewed at the headquarters of the Company at Schwarzwaldallee 215, Basel. It can also be downloaded in PDF format or printed out from the Internet at <http://www.syngenta.com/global/corporate/en/investor-relations/financial-information-and-presentations/Pages/annual-reports.aspx>. An interactive online version is also available on <http://www.annualreport.syngenta.com/>.

For environmental protection reasons, printed Reports are dispatched upon explicit request only. Orders may be placed with the enclosed form, on the website www.syngenta.com/agm2015, by phone (+41 41 798 4833) or by e-mail (syngenta@devigus.com).

Comments on the AGM schedule

- The AGM starts at 9:30 a.m.
- Speakers are asked to register at the speakers' desk ("Wortmeldung") located in the auditorium before the start of the meeting. The meeting will be held in English and in German. Simultaneous translations into German, English and French will be available.
- If you choose to leave the meeting before the end, please return your voting documents, electronic device and headset at the validation desk.

Organizational Notes

- On the day of the AGM, all shareholders are invited to the Syngenta exhibition in the lobby of the St. Jakobshalle Basel from 8:30 a.m. Before the start of the meeting, coffee and croissants will be served. After the AGM, shareholders are invited to a buffet lunch.

Transport

Your journey on the BVB/BLT network to and from the AGM at the St. Jakobshalle Basel is free of charge upon presentation of this invitation brochure or of the admission card (bus or tram stop “St. Jakob” by bus no. 36, 37, 47, or tram no. 14). Free parking in the St. Jakob Basel car park is available for those attending the Syngenta AGM.

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