

Invitation

Annual General Meeting
Tuesday, April 24, 2012, 10.00 a.m.
Congress Center Basel

The Syngenta logo is displayed in a blue, sans-serif font. A small green leaf icon is positioned above the letter 'n'. The logo is set against a white background that is part of a horizontal band across the middle of the page.

syngenta



Basel, March 14, 2012

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 24, 2012, 10.00 a.m.**
(doors open at 8.30 a.m.)

Place: **Congress Center, Messe Basel, Messeplatz 21, 4058 Basel**

Agenda*

1 Annual Report 2011

- 1.1 Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2011
- 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 2011 and dividend decision

5 Approval of a share repurchase program

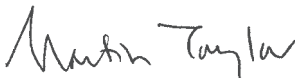
6 Partial revision of the Articles of Incorporation: Deletion of provisions concerning contribution in kind and merger

7 Elections to the Board of Directors

- 7.1 Re-election of Stefan Borgas
- 7.2 Re-election of Peggy Bruzelius
- 7.3 Re-election of David Lawrence
- 7.4 Re-election of Jürg Witmer
- 7.5 Election of Vinita Bali
- 7.6 Election of Gunnar Brock
- 7.7 Election of Michel Demaré

8 Election of the external auditor

On behalf of the Board of Directors of Syngenta AG:



Martin Taylor, Chairman

* Translation: The German text of the invitation is legally binding
For organizational matters please refer to the last pages of this brochure

Motions and Explanations

1 Annual Report 2011

1.1 Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2011

The Board of Directors proposes approval.

1.2 Consultative vote on the compensation system

The Board of Directors proposes to the Annual General Meeting to endorse the compensation system (pages 15–18 of the Corporate Governance and Compensation Report 2011). This vote is consultative.

Explanation

The Compensation Report explains the principles and elements of compensation at Syngenta. In accordance with the recommendations of the “Swiss Code of Best Practice for Corporate Governance”, the Board of Directors proposes to submit the compensation system to shareholders in a separate vote. The vote is consultative.

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 636,750 shares acquired within the scope of the repurchase program on the second trading line in 2011, to reduce the share capital of the Company from currently CHF 9,376,289.90 by CHF 63,675.00 to CHF 9,312,614.90, divided into 93,126,149 registered shares with a par value of CHF 0.10 each, and the subsequent cancellation of the 636,750 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 9,312,614.90, is fully paid-in and divided into 93,126,149 registered shares. Each share has a par value of CHF 0.10.”

Explanation

The Annual General Meeting approved on April 22, 2008, a share repurchase program of up to 10% of the total share capital of Syngenta AG. The repurchase program started in April 2010, and ends on December 31, 2012, at the latest. In 2011, Syngenta repurchased 636,750 shares on the second trading line. The Board of Directors proposes to cancel these shares and to reduce the share capital accordingly.

The external auditor Ernst & Young determines in an audit report prepared for the Annual General Meeting 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 Annual General Meeting in the Swiss Commercial Gazette.

Motions and Explanations

4 Appropriation of the available earnings as per Balance Sheet 2011 and dividend decision

The Board of Directors proposes to appropriate the available earnings 2011 as follows:

Balance brought forward	CHF	2,183,711,938
Net profit of the year 2011	CHF	1,069,943,898
Available earnings	CHF	3,253,655,836
Proposed dividend	CHF	-745,009,192
Allocation to free reserves	CHF	-200,000,000
Balance to be carried forward	CHF	2,308,646,644

Explanation

The Board of Directors proposes to the Annual General Meeting a gross dividend of CHF 8.00 per share for the business year 2011. Neither the 636,750 repurchased shares, which are assigned to cancellation in accordance with the resolutions proposed under agenda item 3, nor all Treasury Shares held by Syngenta AG and its subsidiaries are entitled to dividend payment. The final amount to be appropriated for dividend payment will be determined on April 25, 2012, by the number of shares with dividend rights and will be adjusted accordingly.

Subject to the approval of the dividend by the Annual General Meeting, the dividend will be paid on May 2, 2012, to those shareholders holding Syngenta shares on April 25, 2012, at close of trading.

5 Approval of a share repurchase program

The Board of Directors proposes the authorization by shareholders to repurchase shares of up to 10% of the total share capital of Syngenta AG. Such shares are to be cancelled and are therefore not regarded as Treasury Shares (Eigene Aktien) within the meaning of article 659 of the Swiss Code of Obligations.

Explanation

The share repurchase program approved by the Annual General Meeting in 2008 will be concluded by the end of 2012. The Board of Directors applies for a new share repurchase program starting earliest 2013. The number of shares proposed to be cancelled can only be determined once the respective repurchases have been concluded. The corresponding share capital reductions and amendments of the Articles of Incorporation will be submitted for approval to future Annual General Meetings.

6 Partial revision of the Articles of Incorporation: Deletion of provisions concerning contribution in kind and merger

The Board of Directors proposes to delete article 34 (Contribution in kind) and article 35 (Merger) of the Articles of Incorporation:

Article 34 Contribution in kind

Previous text

1

According to the agreement concerning contribution in kind as of 9 November 2000 the Company will receive from Astra Zeneca PLC, London, all 100,000 shares with a par value of CHF 10.– Zeneca Agrochemical Zeta AG, Basel, as a contribution in kind at a price of CHF 3,000,000,000.–.

Proposed new text

[Deleted]

Motions and Explanations

In return the contributor will receive 43,890,186 shares of the Company, fully paid-in with a par value of CHF 10.–, which presents a nominal value of CHF 438,901,860.–. The difference between this amount and the aforementioned price of CHF 3,000,000,000.– will be assigned to the general reserves of the Company.

2

According to the agreement subject to US law between Syngenta AG, Basel, Syngenta MergerSub Inc., Wilmington, Delaware (USA), and Novartis Agribusiness Holding Inc., Wilmington, Delaware (USA), as of 8 September 2000 Syngenta AG, Basel, will receive through contribution in kind from Novartis Agribusiness Holding Inc., Wilmington, Delaware (USA), all shares of this corporation existing on 12 November 2000 at a price of CHF 175,000,000.–, which makes Novartis Agribusiness Holding Inc., Wilmington, Delaware (USA), a one-hundred-percent affiliate. In return, also based on this contract, the shareholders of Novartis Agribusiness Holding Inc., Wilmington, Delaware (USA), will receive 17,166,099 fully paid-in shares with a par value of CHF 10.– of the Company with a total nominal value of CHF 171,660,990.–.

The difference between this amount and the aforementioned price of a total of CHF 3,339,010.– will be assigned to the general reserves of the Company.

Article 35 Merger

Previous text

In accordance with the merger agreement of 3 November 2000 and the merger balance sheet of 3 November 2000 Novartis Agri Holding AG, Basel, transfers all of its assets and liabilities of CHF 870,776,282.– with the net book value of CHF 686,791,800.– by universal succession to Syngenta AG, Basel. In return the former shareholders of Novartis Agri Holding AG, Basel, will receive 51,498,299 fully paid-in shares of the Company with a par value of CHF 10.– with a total nominal value of CHF 514,982,990.–. The difference of CHF 171,808,810.– between the aforementioned amount and the net book value will be assigned to the general reserves of the Company.

Proposed new text

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Explanation

Pursuant to article 628 paragraph 4 of the Swiss Code of Obligations, provisions in the Articles of Incorporation concerning contributions in kind or acquisition of assets may be repealed by resolution of the General Meeting of Shareholders after ten years. Based on the above-mentioned provision, the article on merger agreements may also be deleted.

Motions and Explanations

7 Elections to the Board of Directors

The Board of Directors proposes the re-election of Stefan Borgas, David Lawrence and Jürg Witmer for a three-year term of office each, and of Peggy Bruzelius for a one-year term of office.

In addition, the Board of Directors proposes the election of Vinita Bali, Gunnar Brock and Michel Demaré for a two-year term of office each.

Explanation

Pursuant to article 20 paragraph 1 of the Articles of Incorporation of Syngenta AG, the several terms of office of the members of the Board of Directors shall be coordinated so that in each year approximately one-third of all members of the Board of Directors shall be subject to re-election or election. Furthermore, article 20 paragraph 3 of the Articles of Incorporation stipulates that the members of the Board of Directors shall automatically retire after the lapse of the twelfth year of office.

The current terms of office of Stefan Borgas, David Lawrence and Jürg Witmer expire at this year's Annual General Meeting. They are proposed for re-election for a three-year term of office each.

Peggy Bruzelius will complete her twelfth and last year of office in 2013. Therefore, she is proposed for re-election to the Annual General Meeting for a shortened term of office of one year.

As new members of the Board of Directors, the election of Vinita Bali, Gunnar Brock and Michel Demaré for a two-year term of office each is proposed to the Annual General Meeting.

7.1 Re-election of Stefan Borgas

The Board of Directors proposes the re-election of Stefan Borgas as a member of the Board of Directors for a three-year term of office.

Explanation

Stefan Borgas has been a non-executive member of the Board of Directors since 2009. He is also a member of the Audit Committee. His current term of office expires at the Annual General Meeting of April 24, 2012. He stands for re-election for a three-year term of office.

Stefan Borgas was Chief Executive Officer of Lonza Group from June 2004 to January 2012. Prior to joining Lonza, he spent 14 years with BASF Group where he held various leadership positions in Fine Chemicals and Engineering Plastics in the USA, Germany, Ireland and China. Stefan Borgas is a member of the Board of scienceindustries, the association of Swiss chemical, pharmaceutical and biotech industries, and of the Swiss-American Chamber of Commerce. He is also president of the Swiss Management Gesellschaft (SMG).

Stefan Borgas holds a degree in Business Administration from the University of Saarbrücken and an MBA from the University of St. Gallen.

7.2 Re-election of Peggy Bruzelius

The Board of Directors proposes the re-election of Peggy Bruzelius as a member of the Board of Directors for a one-year term of office.

Explanation

Peggy Bruzelius has been a non-executive member of the Board of Directors since the foundation of Syngenta AG; she is also Chairman of the Audit Committee. Her current term of office expires at the Annual General Meeting of April 24, 2012. She stands for re-election for a shortened one-year term of office.

Motions and Explanations

Peggy Bruzelius is currently Chairman of Lancelot Holding AB. In addition she serves as Vice Chairman of Electrolux AB and as a Director of Husqvarna AB, Akzo Nobel NV, Axfood AB and Diageo plc. Peggy Bruzelius is a member of the Royal Swedish Academy of Engineering Sciences. Previously she was Executive Vice President of SEB-bank (1997 – 1998) and Chief Executive Officer of ABB Financial Services (1991 – 1997).

Peggy Bruzelius holds a Master of Science from the Stockholm School of Economics and an Honorary Doctorate from the same university.

7.3 Re-election of David Lawrence

The Board of Directors proposes the re-election of David Lawrence as a member of the Board of Directors for a three-year term of office.

Explanation

David Lawrence has been a non-executive member of the Board of Directors since 2009; he is also a member of the Corporate Responsibility Committee and Chairman of the Science and Technology Advisory Board. His current term of office expires at the Annual General Meeting of April 24, 2012. He stands for re-election for a three-year term of office.

David Lawrence was Head of Research & Development at Syngenta from September 1, 2002, until the end of September, 2008. Prior to this role, David Lawrence was Head Research & Technology Projects (2000–2002) for Syngenta. Prior to this, he was Head International R&D Projects for Zeneca Agrochemicals, having previously held several senior scientific roles. He was a member of the UK Foresight Lead Expert Group on Food and Farming. Currently he is a member of the BBSRC Council and of the UK Industrial Biotechnology Leadership Team. He is also a Board member for Rothamsted Research, Plastid AS and the UK Biosciences Knowledge Transfer Network for which he chairs the Industrial Biotechnology Group.

David Lawrence graduated in chemistry from Oxford University with an MA and DPhil in chemical pharmacology.

7.4 Re-election of Jürg Witmer

The Board of Directors proposes the re-election of Jürg Witmer as a member of the Board of Directors for a three-year term of office.

Explanation

Jürg Witmer has been a non-executive member of the Board of Directors since 2006. He was elected Vice Chairman by the Board of Directors in 2009. He is also a member of the Chairman's Committee and of the Compensation Committee. His term of office expires at the Annual General Meeting of April 24, 2012. He stands for re-election for a three-year term of office. Subject to his election at the Annual General Meeting, Jürg Witmer was re-confirmed as Vice Chairman by the Board of Directors at its meeting of February 7, 2012.

Jürg Witmer is currently Chairman of Givaudan SA and Clariant AG. He joined Roche (1978) in the legal department and subsequently held a number of positions including Assistant to the CEO, General Manager of Roche Far East based in Hong Kong, Head of Corporate Communications and Public Affairs at Roche headquarters in Basel, Switzerland, and General Manager of Roche Austria. Thereafter he became Chief Executive Officer of Givaudan Roure (1999) and then Chairman of the Board of Directors of Givaudan (2005).

Jürg Witmer has a doctorate in law from the University of Zurich as well as a degree in international studies from the University of Geneva.

Motions and Explanations

7.5 Election of Vinita Bali

The Board of Directors proposes the election of Vinita Bali as a member of the Board of Directors for a two-year term of office.

Explanation

Vinita Bali has been Managing Director and Chief Executive Officer of Britannia Industries, India's public listed premier food company, since 2005. She also serves as a Director on the boards of Titan Industries and Piramal Glass and is a member of the Global Diversity and Advisory Council of Novartis International.

She started her career in India with the Tata Group, and then joined Cadbury India, subsequently working for Cadbury in the UK, Nigeria and South Africa. From 1994 onwards she held a number of senior positions in marketing and general management at The Coca-Cola Company in the USA and Latin America, becoming Head of Corporate Strategy in 2001, and then joined the Zyman Group as Head of its Business Strategy practice in the USA.

Vinita Bali holds an MBA from Jamnalal Bajaj Institute of Management, and a Bachelor degree from the University of Delhi.

7.6 Election of Gunnar Brock

The Board of Directors proposes the election of Gunnar Brock as a member of the Board of Directors for a two-year term of office.

Explanation

Gunnar Brock is Chairman of Stora Enso, Mölnlycke Health Care and Rolling Optics. He worked for the Tetra Pak group for many years, with spells in Asia, Australia and Europe, returning – after a period as President and Chief Executive Officer of Alfa Laval – to become President of the Tetra Pak Group, headquartered in Switzerland. From 2002 to 2009 he served as President and Chief Executive Officer of the Atlas Copco Group.

Gunnar Brock holds an MBA from the Stockholm School of Economics.

7.7 Election of Michel Demaré

The Board of Directors proposes the election of Michel Demaré as a member of the Board of Directors for a two-year term of office.

Explanation

Michel Demaré has been Chief Financial Officer of ABB since 2005, serving in addition, between late 2008 and March 2011, as the company's President of Global Markets. Between February and September 2008 he was ABB's acting Chief Executive Officer.

Previously he had been Chief Financial Officer Europe for Baxter International Inc. He joined Baxter in 2002 after 18 years in the Dow Chemical Company, where he held various treasury and business Chief Financial Officer positions in Europe (including Switzerland) and the US. He is Vice Chairman of the Board of UBS, and a member of the IMD Foundation Board in Lausanne.

Michel Demaré has an MBA from the Katholieke Universiteit at Leuven.

8 Election of the external auditor

The Board of Directors proposes the election of Ernst & Young AG as external auditor of Syngenta AG for the business year 2012.

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 19, 2012, are entitled to vote.

Personal attendance / Admission card

The dispatch of the ordered admission cards and the voting material will start on March 28, 2012. Timely processing is guaranteed for all applications received by April 19, 2012. 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 Annual General Meeting at the “GV Büro” in the Congress Center, Messe Basel.

Representation / Power of Attorney

Pursuant to article 14 paragraph 2 of the Articles of Incorporation of Syngenta AG, a shareholder who is unable to attend the Annual General Meeting in person may be represented by his legal representative, another shareholder with the right to vote, a proxy designated in agreements with or regulations relating to nominees, by a corporate body, an independent proxy or by a proxy of deposited shares.

In order to appoint one of the above-mentioned proxies, please complete and sign the enclosed power of attorney form. Timely processing can be guaranteed for all forms received by April 19, 2012.

Proxies of deposited shares pursuant to article 689d of the Swiss Code of Obligations are requested to notify Syngenta AG of the number of shares represented by them as soon as possible, at the latest before the start of the Annual General Meeting, at the “GV Büro” in the Congress Center, Messe Basel.

Annual Report

The 2011 Annual Report consists of

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

As of March 14, 2012, the Annual Report may be viewed anytime on www.syngenta.com or at the domicile of the Company at Schwarzwaldallee 215, Basel.

The mailing of pre-ordered Reports starts on March 14, 2012. Shareholders may place, modify or revoke orders anytime either by phone (+41 58 399 6133) or by e-mail (syngenta.aktienregister@sag.ch). For environmental protection reasons, we only dispatch Annual Reports upon request.

Comments on the AGM schedule

- The Annual General Meeting will be held in German and partially in English. Simultaneous translations into German, English and French are available; headphones will be distributed at the entrance of the auditorium.
- The voting device for electronic voting will be handed out upon registration at the validation desk. If you choose to leave the auditorium during the General Meeting, please return your voting documents and the electronic device at the validation desk.
- Speakers are asked to register at the speakers' desk ("Wortmeldeschalter") located in the auditorium before the start of the Meeting.
- On the AGM day, shareholders are invited to visit the Syngenta exhibition in the lobby of the Congress Center of Messe Basel. Before the start of the meeting, coffee and croissants will be served; after the Annual General Meeting, shareholders are invited to a light meal.

Organizational Notes

Transport

Your journey on the BVB/BLT network to and from the General Meeting at the Congress Center of Messe Basel is free of charge upon presentation of this invitation brochure or of the admission card (tram stop “Messeplatz” with trams Nos. 2 or 6). Free parking is available at the Messe Basel parking garage; the parking ticket may be exchanged for a free exit ticket upon registration at the validation desk.

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**Ordering of Annual Reports
(see Organizational Notes, Annual Report)**

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