

Invitation

Annual General Meeting
Tuesday, April 23, 2013, 10.00 a.m.
St. Jakobshalle Basel



Bringing plant potential to life

syngenta

Basel, March 13, 2013

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 23, 2013, 10.00 a.m.**
(doors open at 8.30 a.m.)

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

Agenda*

1 Annual Report 2012

- 1.1 Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2012
- 1.2 Consultative vote on the compensation system

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

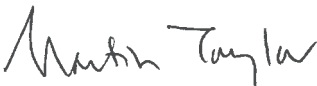
3 Appropriation of the available earnings as per Balance Sheet 2012 and dividend decision

4 Elections to the Board of Directors

- 4.1 Re-election of Michael Mack
- 4.2 Re-election of Jacques Vincent
- 4.3 Election of Eleni Gabre-Madhin
- 4.4 Election of Eveline Saupper

5 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 2012

1.1 Approval of the Annual Report, including the Annual Financial Statements and the Group Consolidated Financial Statements for the year 2012

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 Report and Compensation Report 2012). 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 submits the compensation system to the shareholders for voting. 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 Appropriation of the available earnings as per Balance Sheet 2012 and dividend decision

The Board of Directors proposes to appropriate the available earnings 2012 as follows:

Balance brought forward	CHF 2,320,355,510
Net profit of the year 2012	CHF 1,622,607,272
Available earnings	CHF 3,942,962,782
Proposed dividend	CHF -884,698,415
Allocation to free reserves	CHF -200,000,000
Balance to be carried forward	CHF 2,858,264,367

Explanation

The Board of Directors proposes to the Annual General Meeting a gross dividend of CHF 9.50 per share for the business year 2012. Treasury Shares held by Syngenta AG and its subsidiaries are not entitled to dividend payment. The dividend will be paid net, after deduction of possibly due taxes and fees.

The total amount to be appropriated for dividend payment will be determined on April 24, 2013, 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 April 30, 2013, to those shareholders holding Syngenta shares on April 24, 2013, at close of trading.

Motions and Explanations

4 Elections to the Board of Directors

The Board of Directors proposes the re-election of Michael Mack and Jacques Vincent for a three-year term of office each.

In addition, the Board of Directors proposes the election of Eleni Gabre-Madhin and Eveline Saupper for a three-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 Michael Mack and Jacques Vincent expire at this year's Annual General Meeting. They are proposed for re-election for a three-year term of office each.

As new members of the Board of Directors, the election of Eleni Gabre-Madhin and Eveline Saupper for a three-year term of office each is proposed to the Annual General Meeting.

4.1 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 three-year term of office.

Explanation

Michael Mack has been an executive member of the Board of Directors since 2008. He is also a member of the Chairman's and the Corporate Responsibility Committee. His current term of office expires at the Annual General Meeting of April 23, 2013. He stands for re-election for a three-year term of office.

Michael Mack has been Chief Executive Officer of Syngenta since January 1, 2008. Before, he was Chief Operating Officer of Seeds (2004–2007) and Head of Crop Protection, NAFTA Region (2002–2004) for Syngenta. Prior to this, he was President of the Global Paper Division of Imerys SA, a French mining and pigments concern, from the time of its merger in 1999 with English China Clays Ltd., where he was Executive Vice President, Americas and Pacific Region, in addition to being an Executive Director of the Board. From 1987 to 1996 he held various roles with Mead Corporation. Michael Mack was Chairman and President of the Board of the Swiss-American Chamber of Commerce from 2009 to 2012.

Michael Mack has a degree in economics from Kalamazoo College in Michigan, studied at the University of Strasbourg, and has an MBA from Harvard University.

Motions and Explanations

4.2 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 three-year term of office.

Explanation

Jacques Vincent has been a non-executive member of the Board of Directors since 2005. He is also a member of the Compensation Committee. His current term of office expires at the Annual General Meeting of April 23, 2013. He stands for re-election for a three-year term of office.

Jacques Vincent has been Vice Chairman and Chief Operating Officer of the Danone Group, Paris, from 1998 until 2008. Since 2010 he has been sitting on the board of various companies, among them Danone, Cereplast and Media-performance. He began his career with Danone in 1970 and has since held various financial and overall management positions within this group.

Jacques Vincent is a graduate engineer of the Ecole Centrale, Paris. He holds a bachelor in Economics from Paris University and a Master of Science from Stanford University.

4.3 Election of Eleni Gabre-Madhin

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

Explanation

Eleni Gabre-Madhin is the co-founder and CEO of eleni LLC, which supports the formation of commodity exchanges across Africa, helping to promote food security. She also founded and was CEO of the Ethiopia Commodity Exchange.

Previously, she has been a Senior Program Leader for Strategy issues at the International Food Policy Research Institute in Addis Ababa and has worked for several institutions, such as the World Bank in Washington (2003–2004).

Eleni Gabre-Madhin holds a BA in Economics from Cornell University, a Master of Science in Agricultural Economics from Michigan State University and a PhD in Applied Economics (Food Research Institute) from Stanford University. She received the Outstanding Dissertation Award from the American Agricultural Economics Association for her research on grain markets in Ethiopia.

Motions and Explanations

4.4 Election of Eveline Saupper

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

Explanation

Eveline Saupper is a partner and Director with commercial law firm Homburger AG in Zurich. She is also a member of the Board of Directors of Bâloise Holding AG and Hostettler, Kramarsch & Partner Holding AG.

Before joining Homburger in 1985, she worked as a tax specialist with Peat Marwick Mitchell (today KPMG) in Zurich (1983–1985).

Eveline Saupper holds both a degree and PhD in law from the University of St. Gallen. She is admitted to the Bar of Zurich and is a certified tax expert.

5 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 2013.

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 18, 2013, are entitled to vote.

Personal attendance / Admission card

The dispatch of the ordered admission cards and the voting material will start on March 27, 2013. Timely processing is guaranteed for all applications received by April 18, 2013. 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 St. Jakobshalle 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 18, 2013.

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 St. Jakobshalle Basel.

Annual Report

The 2012 Annual Report consists of

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

As of March 13, 2013, 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 13, 2013. 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.

Organizational Notes

Comments on the AGM schedule

- At the validation of your voting documents you will receive a flyer designed to facilitate your orientation in the St. Jakobshalle. Amongst others, it informs you about the position of the catering buffets, the information desks, the distribution desks of headphones and mineral water as well as of all return stations. The “GV Büro” in the lobby and the information desk in the back of the auditorium are also at your disposal for support.
- Speakers are asked to register at the speakers’ desk (“Wortmeldeschalter”) located in the auditorium before the start of the Meeting.
- The Annual General Meeting will be held in German and partially in English. Simultaneous translations into German, English and French are available.
- Shareholders, who choose to leave the venue during the General Meeting, are requested to return their voting documents and the electronic device at the validation desk.
- On the AGM day, shareholders are invited to visit the Syngenta exhibition in the lobby of the St. Jakobshalle 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.

Transport

The journey on the BVB/BLT network to and from the General Meeting 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” with bus no. 36 or tram no. 14). For visitors of the Syngenta General Meeting, free parking is available at the St. Jakob Basel car park.

Contact address

Syngenta AG
Shareholder Services
P.O. Box
4002 Basel
SWITZERLAND

General information

T +41 61 323 9492
F +41 61 323 5461
E shareholder.services@syngenta.com

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

T +41 58 399 6133
E syngenta.aktienregister@sag.ch

Bringing plant potential to life