

Notice of the Annual General Meeting of Syngenta AG

Tuesday, April 23, 2013
Basel, Switzerland



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Basel, March 13, 2013

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

Notice of the Annual General Meeting 2013

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 23, 2013, at 10.00 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 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

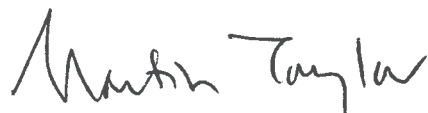
3 Appropriation of the available earnings as per Balance Sheet 2012 and dividend decision

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

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. To the holders of American Depositary Shares (ADSs) of Syngenta AG the dividend will be paid as of June 17, 2013.

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.

Annual Report 2012

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 2012 are kindly requested to call:

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

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

Alternatively you may place your request by e-mail to:
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