

Syngenta announces changes in considerations for (i) Any and All Tender Offers for 5.676% Notes due 2048 and 4.375% Notes due 2042 and (ii) Maximum Tender Offers for 5.182% Notes due 2028 and 4.892% Notes due 2025, and an extension of the Any and All Tender Offers

Basel / Switzerland, July 6, 2022 — Syngenta AG (“Syngenta”) announced today changes in the considerations for (i) the previously announced cash tender offer by Syngenta Finance N.V. (the “Issuer”) for any and all of its outstanding US\$405,670,000 5.676% senior notes due 2048 and US\$29,234,000 4.375% senior notes due 2042 (collectively, “Any and All Notes”) (the “Any and All Tender Offers”) and (ii) the previously announced cash tender offer by the Issuer for its US\$1,000,000,000 5.182% senior notes due 2028 and US\$750,000,000 4.892% senior notes due 2025 (collectively, “Maximum Tender Offer Notes” and, together with Any and All Notes, the “Securities”) (the “Maximum Tender Offers” and, together with the Any and All Tender Offers, the “Tender Offers”).

As a result of current market volatility, the Issuer has exercised its right, in accordance with the terms and conditions set out in the Offer to Purchase, dated June 29, 2022 (the “Offer to Purchase”), to amend Total Consideration payable for each series of Securities to the fixed considerations as set out in the table below. Terms not defined in this announcement have the meanings given to them in the Offer to Purchase.

Any and All Notes Listed Below

Title of Security	CUSIP / ISIN Number	Maturity Date	Par Call Date	Principal Amount Outstanding	Total Consideration ^(a)
5.676% senior notes due 2048 (the “2048 Notes”)	87164KAJ3 / US87164KAJ34 N84413CN6 / USN84413CN61	April 24, 2048	October 24, 2047	US\$405,670,000	US\$1,010
4.375% senior notes due 2042 (the “2042 Notes”)	87164KAB0 / US87164KAB08	March 28, 2042	N/A	US\$29,234,000	US\$882.50

(a) Per US\$1,000 principal amount of Any and All Notes validly tendered and accepted for purchase.

**Maximum Tender Offer Notes Listed Below
Up to the Maximum Purchase Amount**

Title of Security	CUSIP / ISIN Number	Maturity Date	Par Call Date	Principal Amount Outstanding	Acceptance Priority Level	Total Consideration ^(a)	Early Tender Payment ^(b)
5.182% senior notes due 2028 (the “2028 Notes”)	87164KAC8 / US87164KAC80 N84413CG1 / USN84413CG11	April 24, 2028	January 24, 2028	US\$1,000,000,000	1	US\$1,010	US\$50.00 per US\$1,000
4.892% senior notes due 2025 (the “2025 Notes”)	87164KAG9 / US87164KAG94 N84413CL0 / USN84413CL06	April 24, 2025	February 24, 2025	US\$750,000,000	2	US\$1,005	US\$50.00 per US\$1,000

(a) Per US\$1,000 principal amount of Maximum Tender Offer Notes validly tendered and accepted for purchase.

(b) The Total Consideration listed in the table above is already inclusive of the Early Tender Payment. Maximum Tender Offer Notes validly tendered after the Early Tender Date but prior to or at the Maximum Tender Expiration Date will be eligible to receive the Late Tender Offer Consideration, which is equal to the Total Consideration minus the Early Tender Payment.

The Total Consideration for each of the 2048 Notes and the 2042 Notes is US\$1,010 and US\$882.50, respectively, for each US\$1,000 principal amount of such Any and All Notes validly tendered and accepted for purchase. The Total Consideration for each of the 2028 Notes and the 2025 Notes is US\$1,010 and US\$1,005, respectively, for each US\$1,000 principal amount of such Maximum Tender Offer Notes validly tendered and accepted for purchase, which includes the applicable Early Tender Payment.

The amended dates in connection with the Any and All Tender Offers are as follows:

Date	Calendar Date and Time
Any and All Withdrawal Deadline	5:00 p.m., New York City time, on July 12, 2022, unless further extended by the Issuer.
Any and All Expiration Date	5:00 p.m., New York City time, on July 12, 2022, unless further extended by the Issuer.
Any and All Results Announcement Date	July 13, 2022.
Guaranteed Delivery Expiration Date	5:00 p.m., New York City time, on July 14, 2022, the second business day after the Any and All Expiration Date, unless extended by the Issuer.
Any and All Settlement Date	A date promptly after the Any and All Expiration Date when the Issuer makes payment in same-day funds for purchased Any and All Notes. It is expected that the Any and All Settlement Date will be July 15, 2022, the third business day after the Any and All Expiration Date.
Guaranteed Delivery Settlement Date	A date, promptly after the Any and All Expiration Date and expected to be the third business day following the Any and All Expiration Date, or July 15, 2022.

The Issuer will announce the Maximum Purchase Amount for the Maximum Tender Offers on July 13, 2022, concurrent with the announcement of the results of the Any and All Tender Offers. There are no other changes announced today to the dates in connection with the Maximum Tender Offers. As such, the Early Tender Date in connection with the Maximum Tender Offers is 5:00 p.m., New York City time, on July 13, 2022, unless extended by the Issuer.

The Issuer has retained D.F. King as the tender agent and information agent (the “Tender and Information Agent”) for the Tender Offers. The Issuer has retained BofA Securities Europe SA and Goldman Sachs Bank Europe SE as the dealer managers (the “Dealer Managers”) for the Tender Offers.

Copies of the Offer to Purchase are available at the following website: <https://sites.dfkingltd.com/syngenta>. Questions regarding procedures for tendering Securities or requests for additional copies of the Offer to Purchase should be directed to the Tender and Information Agent at +1 (212) 269-5550 (banks and brokers), +1 (888) 605-1958 (all others), +44 20 7920 9700 (London) or syngenta@dfking.com. Questions regarding the terms of the Tender Offers should be directed to BofA Securities Europe SA at +1 (888) 292-0070 (US toll free), +1 (980) 387-3907 (US), + 33 1 877 01057 (Europe) or DG.LM-EMEA@bofa.com and Goldman Sachs Bank Europe SE at +44 20 7774 4836 or liabilitymanagement.eu@gs.com.

This announcement is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any Securities. This announcement does not describe all the material terms of the Tender Offers and no decision should be made by any Holder on the basis of this announcement. The terms and conditions of the Tender Offers are described in the Offer to Purchase and in the case of the Any and All Notes, the related notice of guaranteed delivery. This announcement must be read in conjunction with the Offer to Purchase. The Offer to Purchase contains important information which should be read carefully before any decision is made with respect to the Tender Offers. If any Holder is in any doubt as to the contents of this announcement, or the Offer to Purchase, or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Securities pursuant to the Tender Offers.

None of the Issuer, Syngenta, the Dealer Managers or their affiliates, the Tender and Information Agent makes any recommendation, or has expressed an opinion, as to whether or not Holders should tender their Securities, or refrain from doing so, held by them pursuant to the Tender Offers. Each Holder should make its own decision as to whether to tender its Securities and if so, the principal amount of the Securities to tender.

The Issuer has not filed this announcement or the Offer to Purchase with, and they have not been reviewed by, any federal or state securities commission or regulatory authority of any other country. No authority has passed upon the accuracy or adequacy of the Tender Offers, and it is unlawful and may be a criminal offense to make any representation to the contrary.

The Offer to Purchase does not constitute an offer to purchase Securities in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities or blue sky laws. The distribution of the Offer to Purchase in certain jurisdictions is restricted by law. Persons into whose possession the Offer to Purchase comes are required by each of the Issuer, Syngenta, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

Cautionary Statement Regarding Forward-Looking Statements

This announcement may contain forward-looking statements, which can be identified by terminology such as 'expect', 'would', 'will', 'potential', 'plans', 'prospects', 'estimated', 'aiming', 'on track' and similar expressions. Such statements may be subject to risks and uncertainties that could cause the actual results to differ materially from these statements. For Syngenta, such risks and uncertainties include risks relating to legal proceedings, regulatory approvals, new product development, increasing competition, customer credit risk, general economic and market conditions, compliance and remediation, intellectual property rights, implementation of organizational changes, impairment of intangible assets, consumer perceptions of genetically modified crops and organisms or crop protection chemicals, climatic variations, fluctuations in exchange rates and/or commodity prices, single source supply arrangements, political uncertainty, natural disasters, and breaches of data security or other disruptions of information technology. Syngenta assumes no obligation to update forward-looking statements to reflect actual results, changed assumptions or other factors.

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