

## Syngenta announces (i) final results of Any and All Tender Offers for 5.676% Notes due 2048 and 4.375% Notes due 2042 and (ii) Maximum Purchase Amount of Maximum Tender Offers for 5.182% Notes due 2028 and 4.892% Notes due 2025

Basel / Switzerland, July 13, 2022 — Syngenta AG (“Syngenta”) announced today (i) the results of 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 (Rule 144A CUSIP / ISIN: 87164KAJ3 / US87164KAJ34) (Regulation S CUSIP / ISIN: N84413CN6 / USN84413CN61) and US\$29,234,000 4.375% senior notes due 2042 (CUSIP / ISIN: 87164KAB0 / US87164KAB08) (collectively, “Any and All Notes”) (the “Any and All Tender Offers”) and (ii) the Maximum Purchase Amount for the previously announced cash tender offer by the Issuer for its US\$1,000,000,000 5.182% senior notes due 2028 (Rule 144A CUSIP / ISIN: 87164KAC8 / US87164KAC80) (Regulation S CUSIP / ISIN: N84413CG1 / USN84413CG11) and US\$750,000,000 4.892% senior notes due 2025 (Rule 144A CUSIP / ISIN: 87164KAG9 / US87164KAG94) (Regulation S CUSIP / ISIN: N84413CL0 / USN84413CL06) (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”), which is an aggregate principal amount of up to US\$1,000,000,000 less the aggregate principal amount of the Any and All Notes validly tendered and accepted for purchase in the Any and All Tender Offers (the “Maximum Purchase Amount”).

The Any and All Tender Offers expired at 5:00 p.m., New York City time, on July 12, 2022 (the “Any and All Expiration Date”). At the Any and All Expiration Date, valid tenders had been received in the amounts set forth in the table below.

**Any and All Notes Listed Below**

Title of Security	CUSIP / ISIN Number	Maturity Date	Par Call Date	Principal Amount Outstanding	Aggregate Principal Amount Tendered <sup>(a)</sup>	Total Consideration <sup>(b)</sup>
5.676% senior notes due 2048 (the “2048 Notes”)	87164KAJ3 / US87164KAJ34 N84413CN6 / USN84413CN61	April 24, 2048	October 24, 2047	US\$405,670,000	US\$253,346,000	US\$1,010
4.375% senior notes due 2042 (the “2042 Notes”)	87164KAB0 / US87164KAB08	March 28, 2042	N/A	US\$29,234,000	US\$9,129,000	US\$882.50

(a) Including US\$400,000 aggregate principal amount of the 2048 Notes tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, which remain subject to the Holders’ performance of the delivery requirements under such procedures.

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

The Tender Offers have been made pursuant to the terms and conditions set forth in the Offer to Purchase, dated June 29, 2022, as amended by the announcement regarding the changes in considerations for the Tender Offers and the extension of the Any and All Tender Offers dated July 6, 2022 (the “Offer to Purchase”) and in the case of

the Any and All Notes, the related notice of guaranteed delivery. Terms not defined in this announcement have the meanings given to them in the Offer to Purchase.

According to information provided by D.F. King, the tender and information agent (the “Tender and Information Agent”) for the Tender Offers, US\$262,475,000 aggregate principal amount of the Any and All Notes were validly tendered prior to or at the Any and All Expiration Date and not validly withdrawn. This amount includes US\$400,000 aggregate principal amount of Any and All Notes to be tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, which remain subject to the Holders’ performance of the delivery requirements under such procedures. The Issuer expects to accept for purchase all Any and All Notes validly tendered and not validly withdrawn at or prior to the Any and All Expiration Date. The settlement date for the Any and All Notes (including any of the Any and All Notes tendered pursuant to the guaranteed delivery procedures) is expected to be July 15, 2022 (the “Any and All Settlement Date”).

The Total Consideration payable 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. Holders will also receive accrued and unpaid interest on Any and All Notes validly tendered and accepted for purchase (including any of the Any and All Notes tendered pursuant to guaranteed delivery procedures) from the applicable last interest payment date up to, but not including, the Any and All Settlement Date.

As a result of the results of the Any and All Tender Offers described above, the Maximum Purchase Amount in respect of the Maximum Tender Offers is US\$737,525,000, which has been calculated assuming that all Any and All Notes tendered pursuant to the guaranteed delivery procedures are delivered under such procedures.

The Total Consideration payable for each series of Maximum Tender Offer Notes is set out in the table below.

**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 <sup>(a)</sup>	Early Tender Payment <sup>(b)</sup>
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 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 (as defined in the Offer to Purchase) 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](mailto: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](mailto:DG.LM-EMEA@bofa.com) and Goldman Sachs Bank Europe SE at +44 20 7774 4836 or [liabilitymanagement.eu@gs.com](mailto: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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