

**SUPPLEMENT**  
dated 18 September 2020

to the

Base Prospectus  
dated 16 March 2020



**SYNGENTA FINANCE N.V.**

*(incorporated as a public company with limited liability under the laws of The Netherlands and registered with the trade register of the Chamber of Commerce under No. 37131823)*

**SYNGENTA FINANCE AG**

*(incorporated as a corporation (Aktiengesellschaft) under the laws of Switzerland)*

**Guaranteed by**

**SYNGENTA AG**

*(incorporated as a corporation (Aktiengesellschaft) under the laws of Switzerland)*

**U.S.\$7,500,000,000**  
**Euro Medium Term Note Programme**

This supplement dated 18 September 2020 (the “**Supplement**”) to the Base Prospectus dated 16 March 2020 (the “**Base Prospectus**”), constitutes a supplement to the Base Prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) prepared in connection with the U.S.\$7,500,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Syngenta Finance N.V. and Syngenta Finance AG (together, the “**Issuers**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Commission de Surveillance du Secteur Financier (the “**CSSF**”), as competent authority under the Prospectus Regulation. The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation.

The Issuers each accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. To the extent there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

This Supplement has been published on the website of the Issuers at <https://www.syngenta.com/> and on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

## **Purpose of this Supplement**

The purpose of this Supplement is (i) to incorporate by reference in the Prospectus the unaudited interim condensed consolidated financial statements of Syngenta AG as at and for the six month period ended 30 June 2020 (the “**H1 2020 Results**”), (ii) to update the “*Recent Developments*” section on page 112 of the Base Prospectus, (iii) to amend the risk factor “*The Group conducts business in over 90 countries around the world, including in certain high-risk countries, some of which have been identified by the U.S. government as state sponsors of terrorism*” appearing on page 19 of the Base Prospectus, (iv) to include a new risk factor titled “*Escalating worldwide political, economic and trade tensions, including between the United States and China, may adversely impact Syngenta’s business, financial condition and operating results*” and (v) to update the paragraph under the heading “*Management*” in the “*Description of Syngenta Finance N.V.*” section on page 93 of the Base Prospectus.

## **H1 2020 Results**

A copy of the H1 2020 Results has been filed with the CSSF for the purpose of Articles 19 and 23 of the Prospectus Regulation and, by virtue of this Supplement, the H1 2020 Results are incorporated by reference in, and form part of, the Prospectus.

Copies of all documents incorporated by reference in the Prospectus can be viewed electronically free of charge at <https://www.syngenta.com/> or [www.bourse.lu](http://www.bourse.lu) and can also be inspected as described on pages 128-129 under the paragraph headed “*Documents on display*” in the General Information section of the Prospectus.

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<https://www.syngenta.com/sites/syngenta/files/bond-investor-information/financial-results/Syngenta-AG-interim-condensed-consolidated-financial-statements-300620.pdf>

## Recent Developments

On January 5, 2020, ChemChina announced a planned reorganization to bring together its crop protection and seeds businesses, consisting of ChemChina's holdings in the Group and in Adama Ltd., as well as the holdings in agricultural businesses formerly held by Sinochem Group. On June 18, 2020, Syngenta Group Co. Ltd. announced the official launch of the Syngenta Group (the "**New Syngenta Group**"), a new global leader in agricultural science and innovation. The New Syngenta Group, which is domiciled in China, but operationally headquartered in Switzerland, encompasses four business units: Syngenta Crop Protection, based in Basel, Switzerland; Syngenta Seeds, based in Chicago, USA; Adama, based in Airport City, Israel; and Syngenta Group China, based in Shanghai, China. On August 27, 2020, the New Syngenta Group published pro-forma sales and EBITDA for the first half of 2020.

On August 28, 2020, the U.S. Department of Defense added China National Chemical Company (ChemChina), which indirectly owns 100 per cent. of the equity of Syngenta AG, to the list of "Communist Chinese military companies operating directly or indirectly in the United States". ChemChina has stated that they have no control, influence or governance overlap with the Chinese military. Syngenta AG was not added to this list.

## Amendment to the Risk Factor

The risk factor titled "*The Group conducts business in over 90 countries around the world, including in certain high-risk countries, some of which have been identified by the U.S. government as state sponsors of terrorism*" appearing on page 19 of the Base Prospectus shall be replaced with the following:

***The Group conducts business in over 90 countries around the world, including in certain high-risk countries, some of which have been identified by the U.S. government as state sponsors of terrorism. In addition, Syngenta AG is owned by China National Chemical Company (ChemChina) which has been included on a list compiled by the U.S. Department of Defense of "Communist Chinese military companies" operating directly or indirectly in the United States.***

The Group conducts business in 90 countries around the world, some of which are subject to a high level of political or economic instability that could impact the Group's ability to continue to operate there. Acts of terror, war or civil unrest may impede the Group's ability to operate in particular countries or regions and may impede the flow of goods and services between countries. Sanctions could be imposed by the U.S. or other nations on countries deemed to be in violation of international protocols, which could impact the Group's business operations in the sanctioned countries.

The Group has minor operations in Iran and Sudan (namely, a commercial representation office in Iran which is a representative office of Syngenta Agro AG, a locally registered limited liability company in Iran, Syngenta (Iran) PJSC and a representative local marketing support and technical advisory service office in Sudan), which currently are identified by the U.S. government as state sponsors of terrorism, and in Cuba (a commercial representation office which is a representative office of Syngenta Iberoamericana AG). The Group's operations in these countries are quantitatively immaterial and furthermore, the Group's business in sanctioned countries is legal and in accordance with the international sanctions operations. However, certain investors may choose not to hold investments in companies that have operations of any size in these countries and several U.S. states

have enacted, and others may in the future enact, legislation requiring public entities with investments in companies with operations in these countries to disclose this fact or in some cases to divest these investments.

In addition, ChemChina, the indirect owner of 100 per cent. of the equity of Syngenta AG, has been added to the list of “Communist Chinese military companies operating directly or indirectly in the United States” maintained by the U.S. Department of Defense. Syngenta AG has not been added to the list. While inclusion on the list does not indicate any sanction, sanctions could be imposed on ChemChina by the U.S. government at a future date that could extend to activities of the Group in the U.S. and the Group’s ability to market technology developed in the U.S. in other countries. Any such sanctions could restrict the Group’s ability to operate and adversely impact its business, financial condition and operating results.

### **Inclusion of New Risk Factor**

The following new risk factor shall be added on page 19 of the Base Prospectus after the risk factor titled “*The Group conducts business in over 90 countries around the world, including in certain high-risk countries, some of which have been identified by the U.S. government as state sponsors of terrorism*” (as amended pursuant to this supplement) and before the risk factor titled “*Significant breaches of data security or disruptions of information technology systems could adversely affect the Group’s business*”:

**Escalating worldwide political, economic and trade tensions, including between the United States and China, may adversely impact Syngenta’s business, financial condition and operating results.**

Political, economic and trade policy uncertainty may result in global trade instability. Rising protectionism and anti-globalisation sentiment in many countries, including the United States, countries in the EU and China and other countries may lead to slower global growth and could adversely affect business investment, global trade and capital flows and global supply chains, which in turn could have a material adverse effect on Syngenta’s business, financial condition and results of operation.

Syngenta’s business could be especially impacted through the imposition of additional restrictions, expenses relating to international trade or sanctions impacting it or targeting the markets in which it operates. These could include the imposition of tariffs, duties, quotas or other non-tariff barriers, export/import restrictions, changes to foreign investment rules and mandatory property divestments, and any similar retaliatory measures. Should such actions occur, they could be particularly detrimental to the extent they impact Syngenta’s reputation, its ability to buy and sell its products, and/or its existing legal and financial arrangements (including credit agreements). Any such additional restrictions, sanctions or expenses could have a material adverse effect on Syngenta’s business, financial condition and results of operation.

Tensions between the U.S. and China relating to ongoing trade disputes as well as other political factors, such as the Covid-19 outbreak and the status of Hong Kong, are of particular relevance to Syngenta given ChemChina’s ultimate ownership of the Guarantor. Significant uncertainty remains over whether resolutions to these trade and political disputes can be found and/or implemented in the near future or at all, or indeed whether there will be a further escalation of existing tensions. Any aforementioned trading restrictions, expenses or sanctions that might be imposed as a result of these tensions could have a material adverse effect on Syngenta’s business, financial condition and results of operation.

### **Update to the Management of Syngenta Netherlands**

The paragraphs under the heading “*Management*” in the “*Description of Netherlands Finance N.V.*” section appearing on page 93 of the Base Prospectus shall be replaced with the following:

Effective on 1 September 2020, James Halliwell and René Röthlisberger resigned from the managing board of Syngenta Netherlands, whereas with effective date 9 September 2020, Mark Nijhof was appointed managing director. The following individuals are acting as managing directors:

<b>Name</b>	<b>Responsibilities in Syngenta Netherlands</b>	<b>Principal activities outside Syngenta Netherlands</b>
Richard Peletier	Managing Director	Finance Operations Head Benelux/Nordics and acting as director in other Group companies
Laurens Veldhuizen	Managing Director	Legal Counsel and acting as director in other Group companies
Mark Nijhof	Managing Director	Head Corporate Finance Operations and acting as director in other Group companies

The business address of Mark Nijhof is at Rosentalstrasse 67, CH-4058 Basel, Switzerland. The business address of each of Richard Peletier and Laurens Veldhuizen is at Westeinde 62, NL-1601 BK Enkhuizen, The Netherlands.

There are no conflicts of interest or potential conflicts of interest between the duties to Syngenta Netherlands of each of the members of Syngenta Netherlands’ managing board listed above and their private interests or other duties.