

Syngenta Commences Tender Offers for 5.676% Notes due 2048, 4.375% Notes due 2042, 5.182% Notes due 2028 and 4.892% Notes due 2025

Basel / Switzerland, June 29, 2022 — Syngenta AG (“Syngenta”) announced today that Syngenta Finance N.V. (the “Issuer”), its wholly owned subsidiary, is offering to purchase for cash (the “Tender Offers”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated the date hereof (the “Offer to Purchase”), (i) any and all of the Issuer’s 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) a certain maximum amount of the Issuer’s 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 Issuer will only accept for purchase Maximum Tender Offer Notes in an amount not exceeding US\$1,000,000,000 less the aggregate principal amount of Any and All Notes validly tendered and accepted for purchase in the Any and All Tender Offers (the “Maximum Purchase Amount”). The Securities were issued by the Issuer and are guaranteed by Syngenta.

The table below sets forth certain information regarding the Securities and the Tender Offers.

Any and All Notes Listed Below

Title of Security	CUSIP / ISIN Number	Maturity Date	Par Call Date	Principal Amount Outstanding	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread
5.676% senior notes due 2048	87164KAJ3 / US87164KAJ34 N84413CN6 / USN84413CN61	April 24, 2048	October 24, 2047	US\$405,670,000	2.250% U.S.T. due February 2052 (US912810TD00)	FIT1	225 bps
4.375% senior notes due 2042	87164KAB0 / US87164KAB08	March 28, 2042	N/A	US\$29,234,000	3.250% U.S.T. due May 2042 (US912810TH14)	FIT1	200 bps

Maximum Tender Offer Notes Listed Below Up to the Maximum Purchase Amount ^(a)

Title of Security	CUSIP / ISIN Number	Maturity Date	Par Call Date	Principal Amount Outstanding	Acceptance Priority Level	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread	Early Tender Payment ^(b)
5.182% senior notes due 2028	87164KAC8 / US87164KAC80 N84413CG1 / USN84413CG11	April 24, 2028	January 24, 2028	US\$1,000,000,000	1	2.625% U.S.T. due May 2027 (US91282CET45)	FIT1	180 bps	US\$50.00 per US\$1,000
4.892% senior notes due 2025	87164KAG9 / US87164KAG94 N84413CL0 / USN84413CL06	April 24, 2025	February 24, 2025	US\$750,000,000	2	2.875% U.S.T. due June 2025 (US91282CEU18)	FIT1	160 bps	US\$50.00 per US\$1,000

- (a) The Issuer will accept for purchase Maximum Tender Offer Notes in an amount not to exceed an aggregate principal amount equal to the Maximum Purchase Amount. The Issuer will allocate the amount of the Maximum Purchase Amount to purchase Maximum Tender Offer Notes with reference to the relevant Acceptance Priority Levels (as defined below) as more fully set forth herein and in the Offer to Purchase.
- (b) The Total Consideration (as defined below) for Maximum Tender Offer Notes validly tendered prior to or at the Early Tender Date (as defined below) and accepted for purchase is calculated using the applicable Fixed Spread (as defined below) and when calculated in such manner is already inclusive of the Early Tender Payment (as defined below). Maximum Tender Offer Notes validly tendered after the Early Tender

Date but prior to or at the Maximum Tender Expiration Date (as defined below) will be eligible to receive the Late Tender Offer Consideration (as defined below), which is equal to the Total Consideration minus the Early Tender Payment.

The Any and All Tender Offers will expire at 5:00 p.m., New York City time, on July 6, 2022 (the “Any and All Expiration Date”), and the Tender Offers for Maximum Tender Offer Notes (the “Maximum Tender Offers”) will expire at 11:59 p.m., New York City time, on July 27, 2022 (the “Maximum Tender Expiration Date”), or, in each case, any other date and time to which the Issuer extends the applicable Tender Offer. Holders (as defined in the Offer to Purchase) must validly tender their Any and All Notes prior to or at the Any and All Expiration Date, and their Maximum Tender Offer Notes prior to or at 5:00 p.m., New York City time, on July 13, 2022 (such date and time, as it may be extended with respect to a series of Maximum Tender Offer Notes, the “Early Tender Date”), to be eligible to receive the applicable Total Consideration plus accrued interest. If Holders validly tender their Maximum Tender Offer Notes after the Early Tender Date but prior to or at the applicable Maximum Tender Expiration Date, Holders will only be eligible to receive the applicable Late Tender Offer Consideration plus accrued interest.

Any and All Notes tendered may be withdrawn prior to or at, but not after, 5:00 p.m., New York City time, on July 6, 2022, and Maximum Tender Offer Notes tendered may be withdrawn prior to or at, but not after, 5:00 p.m. New York City time, on July 13, 2022 (each such applicable date and time, as it may be extended with respect to a series of Any and All Notes or Maximum Tender Offer Notes). Holders are advised to check with any bank, securities broker or other intermediary through which they hold Securities as to when such intermediary needs to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the circumstances in which revocation is permitted) revoke their instruction to participate in the Tender Offers before the deadlines specified herein and in the Offer to Purchase. The deadlines set by each clearing system for the submission and withdrawal of tender instructions will also be earlier than the relevant deadlines specified herein and in the Offer to Purchase.

With respect to the Maximum Tender Offers, the Issuer will only accept for purchase Maximum Tender Offer Notes in an amount not to exceed an aggregate principal amount equal to the Maximum Purchase Amount, being US\$1,000,000,000 less the aggregate principal amount of Any and All Notes validly tendered and accepted for purchase in the Any and All Tender Offers. The Maximum Purchase Amount will not be determined until the aggregate principal amount of the Any and All Notes validly tendered and accepted for purchase by the Issuer in the Any and All Tender Offers is determined. The Issuer reserves the right, but is under no obligation, to increase the Maximum Purchase Amount in respect of the Maximum Tender Offers at any time, subject to applicable law, which could result in the Issuer purchasing a greater aggregate principal amount of Maximum Tender Offer Notes in the Maximum Tender Offers.

All Maximum Tender Offer Notes tendered prior to or at the Early Tender Date will have priority over Maximum Tender Offer Notes tendered after the Early Tender Date, regardless of the acceptance priority levels noted in the second table above (the “Acceptance Priority Levels”). The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities. However, any Maximum Tender Offer Notes validly tendered in the Maximum Tender Offers and accepted for purchase will be accepted for purchase by the Issuer based on the Maximum Purchase Amount and the Acceptance Priority Levels, each as more fully described in the Offer to Purchase.

The Issuer's obligation to accept for purchase and to pay for Securities that have been validly tendered and not validly withdrawn pursuant to the Tender Offers is subject to the satisfaction or waiver, in the Issuer's discretion, of certain conditions, which are more fully described in the Offer to Purchase. The complete terms and conditions of the Tender Offers are set forth in the Offer to Purchase. Holders are urged to read the Offer to Purchase carefully. Capitalized terms used here and not defined have the meanings ascribed to them in the Offer to Purchase.

The Total Consideration payable for each series of Securities will be a price per US\$1,000 principal amount of such series that would reflect a yield to the applicable maturity date or par call date, as applicable, of such series of Securities equal to the sum of (i) the Reference Yield (as defined below) for such series, determined at 11:00 a.m. (New York City time), on the Any and All Expiration Date in the case of the Any and All Tender Offers and 11:00 a.m. (New York City time) on the business day following the Early Tender Date in the case of the Maximum Tender Offers, plus (ii) the fixed spread applicable to such series, as set forth in the tables above (the "Fixed Spread"). The Total Consideration payable for each series of Securities will be determined as set out in the calculation in Schedule A of the Offer to Purchase. The "Reference Yield" means the bid side yield to maturity, determined in accordance with market convention, of the applicable U.S. Treasury reference security listed in the tables above (the "Reference Security") for such series, based on the bid price for the relevant Reference Securities as reporting on the relevant Bloomberg Reference Page at the applicable Price Determination Date (as defined in the Offer to Purchase). The sum of the Fixed Spread and the Reference Yield is referred to as the "Repurchase Yield". The Total Consideration includes the Early Tender Payment for the applicable series of Securities set forth in the tables above.

Specifically, the Total Consideration per US\$1,000 principal amount of Securities will equal: (a) the present value per US\$1,000 principal amount of all remaining payments of principal and interest on the Securities to be made to (and including) the maturity date or par call date, as applicable, of the Securities, discounted to the Any and All Settlement Date or Maximum Tender Early Settlement Date (each as defined in the Offer to Purchase), as applicable, at a discount rate equal to the applicable Repurchase Yield, minus (b) accrued interest (to the Any and All Settlement Date or Maximum Tender Early Settlement Date, as applicable) on the Securities per US\$1,000 principal amount of Securities. Such calculation will be made in accordance with the formula set forth in the Schedule A of the Offer to Purchase. The Total Consideration, when calculated in the manner set out above, already includes the Early Tender Payment for the applicable series of Securities set forth in the tables above.

For each series of Securities, if the applicable Repurchase Yield as determined in accordance with the Offer to Purchase is less than the contractual rate of interest for such Securities, then the Total Consideration for such Securities will be calculated based on the applicable par call date, if any, and if the applicable Repurchase Yield as determined in accordance with the Offer to Purchase is higher than or equal to the contractual rate of interest for such Securities, then the Total Consideration for such Securities will be calculated based on the applicable maturity date. If the series of Securities does not have a par call date, then the Total Consideration for such Securities will be calculated based on the applicable maturity date.

Holders of Maximum Tender Offer Notes that are validly tendered and not validly withdrawn at or prior to the Early Tender Date and accepted for purchase will receive the applicable Total Consideration.

The Total Consideration for Maximum Tender Offer Notes, as calculated using the applicable Fixed Spread set forth in the second table above, already includes the Early Tender Payment. Holders of any Maximum Tender Offer Notes that are validly tendered after the Early Tender Date but prior to or at the Maximum Tender Expiration Date and that are accepted for purchase will receive the applicable Total Consideration minus an amount in cash (the “Early Tender Payment”) equal to the applicable amount set forth in the second table above under the heading “Early Tender Payment.” Total Consideration minus the Early Tender Payment is referred to as the “Late Tender Offer Consideration.”

Holders whose Securities are accepted for purchase will also receive accrued and unpaid interest up to, but not including, the Any and All Settlement Date, which is expected to be July 11, 2022, the Maximum Tender Early Settlement Date, which is expected to be July 18, 2022 or the Maximum Tender Final Settlement Date, which is expected to be July 29, 2022, as applicable.

The purpose of the Tender Offers is to proactively manage the Issuer’s debt portfolio, to reduce its future interest expense and to provide liquidity to Holders.

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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