

SYNGENTA AG  
Form 20-F  
February 16, 2012

As filed with the Securities and Exchange Commission on February 16, 2012

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 20-F

REGISTRATION  
STATEMENT  
PURSUANT TO  
SECTION 12(b)  
OR (g) OF THE  
SECURITIES  
EXCHANGE  
ACT OF 1934

OR

ANNUAL  
REPORT  
PURSUANT  
TO SECTION  
13 OR 15(d)  
OF THE S  
ECURITIES  
EXCHANGE  
ACT OF 1934  
For the fiscal  
year ended  
December 31,  
2011

OR

TRANSITION  
REPORT  
PURSUANT  
TO SECTION  
13 OR 15(d)  
OF THE  
SECURITIES  
EXCHANGE  
ACT OF 1934

OR

SHELL

COMPANY  
REPORT  
PURSUANT  
TO SECTION  
13 OR 15(d)  
OF THE  
SECURITIES  
EXCHANGE  
ACT OF 1934

Commission file number: 1-15152

SYNGENTA AG

(Exact name of Registrant as specified in its charter)

Switzerland  
(Jurisdiction of incorporation or organization)  
Schwarzwaldallee 215, 4058 Basel, Switzerland  
(Address of principal executive offices)

James Halliwell  
+41 61 323 7074  
james.halliwell@syngenta.com  
Syngenta International AG  
P.O. Box  
CH-4002 Basel, Switzerland  
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class  | Name of each exchange on which registered |
|--|---|
| American Depositary Shares, each<br>representing<br>one-fifth of a common share of Syngenta<br>AG,<br>nominal value CHF 0.10 | New York Stock Exchange                   |

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

93,762,899 Common shares, nominal value CHF 0.10 each

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes     No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes     No

Edgar Filing: SYNGENTA AG - Form 20-F

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes       No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes       No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP       International Financial Reporting Standards as  Other   
issued by the International Accounting  
Standards Board

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes       No

---

---

## Introduction

### NATURE OF OPERATIONS

Syngenta AG (“Syngenta” or the “Company”) is a world-leading agribusiness that is involved in the discovery, development, manufacture and marketing of a range of products designed to improve crop yields and food quality. In addition, Syngenta is a leader in “Professional Products”, through the development of products for markets such as Lawn and Garden, Professional Pest Management, Vector Control and Public Health. Syngenta is headquartered in Basel, Switzerland and was formed by Novartis AG (“Novartis”) and AstraZeneca PLC (“AstraZeneca”) in November 2000 through an agreement to spin off and merge the Novartis crop protection and seeds businesses with the Zeneca agrochemicals business to create a dedicated agribusiness company whose shares were then the subject of a global offering (the “Transactions”).

The Transactions were completed on November 13, 2000 (the “Transaction Date”). In this annual report, for periods prior to November 13, 2000, the businesses contributed to Syngenta by Novartis are referred to as the “Novartis agribusiness” and the businesses contributed to Syngenta by AstraZeneca are referred to as the “Zeneca agrochemicals business”.

### FORWARD-LOOKING STATEMENTS

The statements contained in this annual report that are not historical facts, including, without limitation, statements regarding management’s expectations, targets or intentions, including for sales, earnings and earnings per share, constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, and are based on the current expectations and estimates of Syngenta’s management. Investors are cautioned that such forward-looking statements involve risks and uncertainties, and that actual results may differ materially.

Syngenta identifies the forward-looking statements in this annual report by using the words “expect”, “would”, “will”, “potential”, “plans”, “prospects”, “anticipates”, “estimated”, “believes”, “intends”, “aiming”, “on track”, or similar expressions negative of these expressions. Syngenta cannot guarantee that any of the events or trends anticipated by the forward-looking statements will actually occur. Important factors that could cause actual results to differ materially from the results anticipated in the forward-looking statements include, among other things:

- the risk that research and development will not yield new products that achieve commercial success;
- the risks associated with increasing competition in the industry;
- the risk that the current global economic situation may have a material adverse effect on Syngenta’s results and financial position;
- the risk that customers will be unable to pay their debts to Syngenta due to economic conditions;
- the risk that Syngenta will not be able to obtain or maintain the necessary regulatory approvals for its business;
- the risks associated with potential changes in policies of governments and international organizations;
- the risks associated with exposure to liabilities resulting from environmental and health and safety laws;
- the risk that important patents and other intellectual property rights may be challenged or used by other parties;



- the risk that Syngenta may encounter problems when implementing significant organizational changes;
- the risk that the value of Syngenta’s intangible assets may become impaired;
- the risk of substantial product liability claims;
- the risk that consumer resistance to genetically modified crops and organisms may negatively impact sales;
- the risk that Syngenta’s crop protection business may be adversely affected by increased use of products derived from biotechnology;
- the risks associated with climatic variations;
- the risks associated with exposure to fluctuations in foreign currency exchange rates;
- the risks associated with entering into single-source supply arrangements;
- the risks associated with conducting operations in certain territories that have been identified by the US government as state sponsors of terrorism;
- the risks associated with natural disasters;
- the risk that Syngenta’s effective tax rate may increase;
- the risks that Syngenta now considers immaterial, but that in the future prove to become material; and
- other risks and uncertainties that are not known to Syngenta or are difficult to predict.

Some of these factors are discussed in more detail herein, including under Item 3 “Key Information”, Item 4 “Information on the Company”, and Item 5 “Operating and Financial Review and Prospects”. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected. Syngenta does not intend or assume any obligation to update these forward-looking statements.

## TABLE OF CONTENTS

|   |            |
|---|------------|
| <u>Introduction</u>   | i          |
| <u>Nature Of Operations</u>   | i          |
| <u>Forward-Looking Statements</u>   | i          |
| <b><u>PART I</u></b>  | <b>1</b>   |
| <u>Item 1 - Identity of Directors, Senior Management and Advisers</u>                         | 1          |
| <u>Item 2 - Offer Statistics and Expected Timetable</u>                                       | 1          |
| <u>Item 3 - Key Information</u>   | 1          |
| <u>Item 4 - Information on the Company</u>  | 9          |
| <u>Item 4A - Unresolved Staff Comments</u>  | 34         |
| <u>Item 5 - Operating and Financial Review and Prospects</u>                                  | 35         |
| <u>Item 6 - Directors, Senior Management and Employees</u>                                    | 72         |
| <u>Item 7 - Major Shareholders and Related Party Transactions</u>                             | 102        |
| <u>Item 7A - Major Shareholders</u>   | 102        |
| <u>Item 7B - Related Party Transactions</u>   | 103        |
| <u>Item 7C - Interests of Experts and Counsel</u>   | 103        |
| <u>Item 8 - Financial Information</u>   | 104        |
| <u>Item 9 - The Offer and Listing</u>   | 107        |
| <u>Item 10 - Additional Information</u>   | 109        |
| <u>Item 11 - Quantitative and Qualitative Disclosures About Market Risk</u>                   | 121        |
| <u>Item 12 - Description of Securities Other Than Equity Securities</u>                       | 125        |
| <b><u>PART II</u></b>   | <b>126</b> |
| <u>Item 13 - Defaults, Dividend Arrearages and Delinquencies</u>                              | 126        |
| <u>Item 14 - Material Modifications to the Rights of Security Holders and Use of Proceeds</u> | 126        |
| <u>Item 15 - Controls and Procedures</u>  | 126        |
| <u>Item 16 - [Reserved]</u>   | 127        |
| <u>Item 16A - Audit Committee Financial Expert</u>  | 127        |
| <u>Item 16B - Code of Ethics</u>  | 127        |
| <u>Item 16C - Principal Accountant Fees and Services</u>                                      | 127        |
| <u>Item 16D - Exemptions from the Listing Standards for Audit Committees</u>                  | 127        |
| <u>Item 16E - Purchases of Equity Securities by the Issuer and Affiliated Purchasers</u>      | 128        |
| <u>Item 16F - Change in Registrant's Certifying Accountant</u>                                | 128        |
| <u>Item 16G - Corporate Governance</u>  | 129        |
| <u>Item 16H - Mine Safety Disclosure</u>  | 129        |
| <b><u>PART III</u></b>  | <b>130</b> |
| <u>Item 17 - Financial Statements</u>   | 130        |
| <u>Item 18 - Financial Statements</u>   | 130        |
| <u>Item 19 - Exhibits</u>   | 131        |

Table of Contents

## PART I

## ITEM 1 — IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

## ITEM 2 — OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

## ITEM 3 — KEY INFORMATION

## Financial Highlights

Syngenta has prepared the consolidated financial statements in US dollars and in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The basis of preparation of the consolidated financial statements and the key accounting policies are discussed in Notes 1 and 2, respectively, to the consolidated financial statements in Item 18.

The selected financial highlights information presented below has been extracted from the consolidated financial statements of Syngenta. Investors should read the entire consolidated financial statements and not rely on the summarized information. The information includes the results of operations and the net assets of the Fischer group of companies from July 1, 2007, Zeraim Gedera Ltd. from September 1, 2007, SPS Argentina SA from November 10, 2008, Goldsmith Seeds, Inc. from November 19, 2008, Circle One Global Inc. from May 15, 2009, Goldsmith Seeds Europe B.V. from September 23, 2009, Pybas Vegetable Seed Co., Inc. from December 16, 2009, Synergene Seed & Technology, Inc. from December 23, 2009, Maribo Seed International ApS from September 30, 2010, Greenleaf Genetics LLC from November 8, 2010 and Agrosan S.A. from March 9, 2011. For further information about these and other acquisitions, see Note 3 to the consolidated financial statements in Item 18.

## Financial highlights

| (US\$ million, except where otherwise stated)       | Year ended December 31, |            |            |            |            |
|---|-------------------------|------------|------------|------------|------------|
|   | 2011                    | 2010       | 2009       | 2008       | 2007       |
| Amounts in accordance with IFRS <sup>1</sup>        |                         |            |            |            |            |
| Income statement data:                              |                         |            |            |            |            |
| Sales   | 13,268                  | 11,641     | 10,992     | 11,624     | 9,240      |
| Cost of goods sold                                  | (6,737 )                | (5,866 )   | (5,572 )   | (5,706 )   | (4,669 )   |
| Gross profit  | 6,531                   | 5,775      | 5,420      | 5,918      | 4,571      |
| Operating expenses                                  | (4,480 )                | (3,982 )   | (3,601 )   | (4,038 )   | (3,070 )   |
| Operating income                                    | 2,051                   | 1,793      | 1,819      | 1,880      | 1,501      |
| Income before taxes                                 | 1,901                   | 1,677      | 1,694      | 1,714      | 1,456      |
| Net income  | 1,600                   | 1,402      | 1,411      | 1,399      | 1,135      |
| Net income attributable to Syngenta AG shareholders | 1,599                   | 1,397      | 1,408      | 1,399      | 1,133      |
| Number of shares— basic                             | 91,892,275              | 92,687,903 | 93,154,537 | 93,916,415 | 95,973,958 |
| Number of shares— diluted                           | 92,383,611              | 93,225,303 | 93,760,196 | 94,696,762 | 97,143,368 |
| Basic earnings per share                            | 17.40                   | 15.07      | 15.11      | 14.90      | 11.80      |
| Diluted earnings per share                          | 17.31                   | 14.99      | 15.01      | 14.77      | 11.66      |
| Cash dividends declared:                            |                         |            |            |            |            |



Edgar Filing: SYNGENTA AG - Form 20-F

|   |          |          |          |          |          |
|---|----------|----------|----------|----------|----------|
| CHF per share   | 7.00     | 6.00     | 6.00     | 4.80     | 1.60     |
| US\$ per share equivalent   | 7.64     | 5.61     | 5.27     | 4.76     | 1.32     |
| Par value reduction:  |          |          |          |          |          |
| CHF per share   | –        | –        | –        | –        | 2.20     |
| US\$ per share equivalent   | –        | –        | –        | –        | 1.78     |
| Cash flow data:   |          |          |          |          |          |
| Cash flow from operating activities   | 1,871    | 1,707    | 1,419    | 1,466    | 1,168    |
| Cash flow used for investing activities   | (472 )   | (450 )   | (880 )   | (608 )   | (368 )   |
| Cash flow from (used for) financing activities  | (1,684 ) | (844 )   | 170      | (457 )   | (781 )   |
| Capital expenditure on tangible fixed assets  | (479 )   | (396 )   | (652 )   | (444 )   | (317 )   |
| Balance sheet data:   |          |          |          |          |          |
| Current assets less current liabilities   | 4,107    | 4,363    | 4,583    | 3,311    | 2,600    |
| Total assets  | 17,241   | 17,285   | 16,129   | 14,089   | 12,819   |
| Total non-current liabilities   | (4,095 ) | (4,483 ) | (5,331 ) | (4,489 ) | (3,305 ) |
| Total liabilities   | (9,738 ) | (9,836 ) | (9,642 ) | (8,798 ) | (7,189 ) |
| Share capital   | (6 )     | (6 )     | (6 )     | (6 )     | (6 )     |
| Total shareholders' equity  | (7,494 ) | (7,439 ) | (6,473 ) | (5,274 ) | (5,611 ) |
| Other supplementary income data:  |          |          |          |          |          |
| Diluted earnings per share from continuing operations, excluding restructuring and impairment 2 | 19.36    | 16.44    | 16.15    | 16.40    | 11.69    |

All activities were in respect of continuing operations.

Table of Contents

Notes

1 Syngenta has prepared the consolidated financial statements in US dollars and in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The basis of preparation of the consolidated financial statements and the key accounting policies are discussed in Notes 1 and 2, respectively, to the consolidated financial statements.

2 Diluted earnings per share from continuing operations, excluding restructuring and impairment is a non-GAAP measure.

A non-GAAP measure is a numerical measure of financial performance, financial position or cash flow that either:

–includes, or is subject to adjustments that have the effect of including, amounts that are excluded in the most directly comparable measure calculated and presented under IFRS as issued by the IASB, or

–excludes, or is subject to adjustments that have the effect of excluding, amounts that are included in the most directly comparable measure calculated and presented under IFRS as issued by the IASB.

Restructuring represents the effect on reported performance of initiating and enabling business changes that are considered major and that, in the opinion of management, will have a material effect on the nature and focus of Syngenta's operations, and therefore require separate disclosure to provide a more thorough understanding of business performance. Restructuring includes the incremental costs of closing, restructuring or relocating existing operations, and gains or losses from related asset disposals. Restructuring also includes the effects of completing and integrating significant business combinations and divestments, including related transaction costs, gains and losses. Recurring costs of normal business operations and routine asset disposal gains and losses are excluded.

Impairment includes impairment losses associated with major restructuring as well as impairment losses and reversals of impairment losses resulting from major changes in the markets in which a reported segment operates. Further discussion on the reason for including disclosure of this and other non-GAAP measures is included in Appendix A at the end of the Operating and Financial Review in Item 5.

Restructuring and impairment charges for 2011, 2010 and 2009 are analyzed in Note 6 to the consolidated financial statements in Item 18. Restructuring and impairment for 2008 and 2007 mainly related to the operational efficiency program announced in 2004 representing the costs of closure of certain manufacturing and research and development sites and refocusing of other continuing sites and also to the operational efficiency program announced in 2007 to drive cost savings to offset increased expenditure in research and technology, marketing and product development in the growth areas of Seeds, Professional Products and emerging country markets. A detailed reconciliation of net income and earnings per share before restructuring and impairment to net income and earnings per share according to IFRS is presented in Appendix A at the end of the Operating and Financial Review in Item 5.

## Table of Contents

### Risk Factors

Syngenta's business, financial condition or results of operations could suffer material adverse effects due to any of the following risks. Risks that are considered to be material are described below.

The resources Syngenta devotes to research and development may not result in commercially viable products

Syngenta's success depends in part on its ability to develop new products. Research and development in the agribusiness industry is expensive and prolonged, and entails considerable uncertainty. The process of developing a novel crop protection product, plant variety or trait typically takes about six to ten years from discovery through testing and registration to initial product launch, but this period varies considerably from product to product and country to country. Because of the complexities and uncertainties associated with chemical and biotechnological research, compounds or biotechnological products currently under development may neither survive the development process nor ultimately receive the requisite regulatory approvals needed to market such products. Even when such approvals are obtained, there can be no assurance that a new product will be commercially successful. In addition, research undertaken by competitors may lead to the launch of competing or improved products which may affect sales of Syngenta's new products.

Syngenta faces increasing competition in its industry

Syngenta currently faces significant competition in the markets in which it operates. In most segments of the market, the number of products available to the grower is steadily increasing as new products are introduced, although this trend can be partly offset by the withdrawal of some products because they are not re-registered or are subject to voluntary range reduction programs to reduce the range of products offered. At the same time, an increasing number of products are coming off patent and are thus available to generic manufacturers for production. As a result, Syngenta anticipates that it will continue to face significant competitive challenges.

The current global economic situation may have a material adverse effect on Syngenta's results and financial position

Commodity crop prices have historically been volatile and downturns in prices can indirectly affect Syngenta's results by adversely affecting the income and financial position of Syngenta's customers and of the users of Syngenta's products. This may result in reduced sales, competitive price pressure in Syngenta's markets and in slower collection of accounts receivable. These occurrences may negatively impact Syngenta's business, results of operations or cash flows. Because of the high proportion of costs which are fixed in nature, Syngenta may not be able to compensate fully for these effects in the short term through measures such as reducing expenses.

While Syngenta views its current credit facilities as adequate for its needs, further difficulties in the banking sector in the future or illiquidity in the credit markets may restrict Syngenta's ability to raise additional funds or increase the cost of such funding. A low availability of credit may also limit the amount of business Syngenta's customers and suppliers can transact with Syngenta, including customers and suppliers in the Eurozone, which is currently experiencing economic problems.

Significant declines in asset prices or changes to long-term assumptions may cause funding levels in Syngenta's externally funded defined benefit pension plans to fall below stipulated regulatory levels. This may require Syngenta to pay additional contributions to restore funding to required levels. Please see Notes 2 and 22 to the consolidated financial statements in Item 18 for further information about Syngenta's defined benefit pension plans and the assumptions used to measure the related pension liabilities.



Table of Contents

Syngenta's customers may be unable to pay their debts to Syngenta due to economic conditions

Normally Syngenta delivers its products against future payment. Syngenta's credit terms vary according to local market practice, with credit terms for customers typically ranging from 30 to 180 days, except for customers in emerging markets, where credit terms may range from cash on delivery to, in certain cases, 360 days. Syngenta's customers, particularly in developing economies and in economies experiencing an economic downturn, such as the Eurozone, may be exposed to business, political or financial conditions impacting their ability to pay their debts, which could adversely affect Syngenta's results. While Syngenta uses barter and other security arrangements to reduce customer credit exposure in some emerging markets, it may still be exposed to risk of material losses from its credit exposure in these markets.

Syngenta may not be able to obtain or maintain the necessary regulatory approvals for some of its products, which could restrict its ability to sell those products in some markets

Syngenta's products must receive regulatory approval before they can be marketed, but Syngenta may not be able to obtain such approvals. In most markets, including the United States and the European Union, crop protection products must be registered after being tested for safety, efficacy and environmental impact. In most of Syngenta's principal markets, after a period of time, Syngenta must also re-register its crop protection products and show that they meet all current standards, which may have become more stringent since the prior registration. For seeds products, in the European Union, a new plant variety will be registered only after it has been shown that it is distinct, uniform, stable, and better than existing varieties.

Regulatory standards and trial procedures are continuously changing. Responding to these changes and meeting existing and new requirements may be costly and burdensome. In addition, changing regulatory standards may affect Syngenta's ability to maintain its products on the market.

Changes in the agricultural policies of governments and international organizations may prove unfavorable

In subsidized markets such as the United States, the European Union and Japan, reduction of subsidies to growers may inhibit the growth of crop protection and seeds markets. In each of these areas there are various pressures to reduce subsidies. However, it is difficult to predict accurately whether, and if so, when such changes will occur. Syngenta expects that the policies of governments and international organizations will continue to affect the income available to growers to purchase crop protection and seeds products and, accordingly, the operating results of the agribusiness industry.

Syngenta is subject to stringent environmental, health and safety laws, regulations and standards, which can result in compliance costs and remediation efforts that may adversely affect its operational and financial position

Syngenta is subject to a broad range of increasingly stringent laws, regulations and standards in all of its operational jurisdictions. This results in significant compliance costs and can expose Syngenta to legal liability. These requirements are comprehensive and cover many activities including: air emissions, waste water discharges, the use and handling of hazardous materials, waste disposal practices, the clean-up of existing environmental contamination and the use of chemicals and genetically modified seeds by growers.

Environmental and health and safety laws, regulations and standards expose Syngenta to the risk of substantial costs and liabilities, including liabilities associated with assets that have been sold and activities that have been discontinued. In addition, many of Syngenta's manufacturing sites have a long history of industrial use. As is typical for businesses like Syngenta's, soil and groundwater contamination has occurred in the past at some sites, and may be identified at other sites in the future. Disposal of waste from its business at off-site locations also exposes Syngenta to

potential remediation costs. Consistent with past practice, Syngenta is continuing to investigate and remediate, or monitor soil and groundwater contamination at a number of these sites. Despite its efforts to comply with environmental laws, Syngenta may face remediation liabilities and legal proceedings concerning environmental matters.

Table of Contents

Based on information presently available, Syngenta has budgeted expenditures for environmental improvement projects and has established provisions for known environmental remediation liabilities that are probable and capable of estimation. However, it cannot predict environmental matters with certainty, and the budgeted amounts and established provisions may not be adequate for all purposes. In addition, the development or discovery of new facts, events, circumstances, changes in law or conditions, including future decisions to close plants which may trigger remediation liabilities, could result in increased costs and liabilities or prevent or restrict some of Syngenta's operations.

Efforts by Syngenta to protect its intellectual property rights or defend against claims asserting that Syngenta has infringed the intellectual property rights of others may be unsuccessful

Scientific and technological innovation is critical to the long-term success of Syngenta's businesses. However, third parties may challenge the measures that Syngenta takes to protect processes, compounds, organisms and methods of use through patents and other intellectual property rights and, as a result, Syngenta's products may not always have the full benefit of intellectual property rights. In addition, while Syngenta takes steps to prevent unauthorized access to and distribution of its intellectual property, it cannot assure that unauthorized parties do not obtain access to and use such property.

Third parties may also claim that Syngenta's products violate their intellectual property rights. Defending such claims, even those without merit, could be time-consuming and expensive. In addition, any such claim could also result in Syngenta having to enter into license arrangements, develop non-infringing products or engage in litigation that could be costly.

Legislation and jurisprudence on patent protection in major markets such as the United States and the European Union is evolving and changes in laws could affect Syngenta's ability to obtain or maintain patent protection for its products.

Problems encountered by Syngenta when implementing significant organizational changes could adversely affect the future performance of the Company

Syngenta expects to continue to engage in restructuring activities to reduce operating costs, increase sales, or both. In addition, Syngenta may acquire or dispose of significant businesses, which would necessitate restructuring its operations. Syngenta may fail to adequately implement such restructuring activities in the manner contemplated, which could cause the restructuring activities to fail to achieve the desired results. Even if Syngenta does implement the restructuring activities in the manner contemplated, they may not produce the desired results. Accordingly, such restructuring activities may not reduce operating costs or increase sales. Failure to adequately implement significant restructuring activities could have a material adverse affect on Syngenta's business and consequently impact its financial position, results of operations and cash flows.

The value of Syngenta's intangible assets, including goodwill arising from acquisitions, may become impaired

Syngenta has a significant amount of intangible assets, including goodwill, on its consolidated balance sheet and, if it continues to acquire businesses in the future, may record significant additional intangible assets and goodwill. As described in Note 2 to the consolidated financial statements in Item 18, Syngenta

## Table of Contents

regularly tests its intangible assets for impairment. Upon completing its testing for 2011, which included subjecting the assumptions used in the testing to a sensitivity analysis, Syngenta recorded impairments of intangible assets totaling US\$24 million. Otherwise, Syngenta has concluded that no material intangible assets are impaired at December 31, 2011. However, unforeseen events that occur in the future, including there being a greater impact on Syngenta's business from economies experiencing an economic downturn than is currently anticipated, may result in actual future cash flows for Syngenta's businesses being different from those forecasted. As a consequence, Syngenta's intangible assets could become impaired and the resulting impairment losses could have a material adverse impact on Syngenta's financial position and results of operations.

Syngenta may be required to pay substantial damages as a result of product liability claims for which insurance coverage is not available

Product liability claims are a commercial risk for Syngenta, particularly as it is involved in the supply of chemical products which can be harmful to humans and the environment. Courts have levied substantial damages in the United States and elsewhere against a number of crop protection and seeds companies in past years based upon claims for injuries allegedly caused by the use of their products. While a global insurance program is in place, a substantial product liability claim that is not covered fully or at all by insurance could have a material adverse effect on Syngenta's operating results or financial condition.

Consumer and government resistance to genetically modified organisms may negatively affect Syngenta's public image and reduce sales

Syngenta is active in the field of genetically modified organisms in the seeds area and in biotechnology research and development in seeds and crop protection. However, the high public profile of biotechnology and lack of consumer acceptance of products to which Syngenta has devoted substantial resources could negatively affect its public image and results. The current resistance from consumer groups, particularly in Europe, to products based on genetically modified organisms, because of concerns over their effects on food safety and the environment, may spread to and influence the acceptance of products developed through biotechnology in other regions of the world, which could limit the commercial opportunities to exploit biotechnology. In addition, some government authorities have enacted, and others in the future might enact, regulations regarding genetically modified organisms which may delay and limit or even prohibit the development and sale of such products.

Syngenta's Crop Protection business may be adversely affected by increased use of products derived through biotechnology

In certain parts of the world, notably the European Union, the use by growers of many seed varieties that are genetically modified for pest resistance or herbicide tolerance has not been permitted by regulatory authorities. Current sentiment in Europe and in certain other agricultural areas is strongly against allowing further biotechnology to be introduced. However, should this sentiment change resulting in the adoption of products derived through biotechnology, Syngenta's Crop Protection business could be adversely impacted. This may not be offset, in whole or in part, by the opportunities presented to Syngenta's seeds and business development businesses, which are actively pursuing products and traits developed through biotechnology. Crop protection accounted for approximately 76 percent of sales in 2011, whereas seeds accounted for approximately 24 percent of sales. The areas of Syngenta's Crop Protection business most affected by existing use of genetically modified seeds are selective herbicides and insecticides for use on oilseed crops, corn and cotton.

Syngenta's results may be affected by climatic variations



The agribusiness industry is subject to seasonal and weather factors, which make its operations relatively unpredictable from period to period. The weather can affect the presence of disease and pests in the short term on a regional basis and, accordingly, can affect the demand for crop protection products and the mix of products used (positively or negatively). In Syngenta's seeds business, the weather can affect the quality, volume and costs of seeds produced for sale.

Table of Contents

Currency fluctuations may have a harmful impact on Syngenta's financial results or may increase its liabilities

Syngenta reports its results in US dollars; however a substantial portion of sales and product costs are denominated in currencies other than the US dollar. Fluctuations in the values of these currencies, especially in the US dollar against the Swiss franc, British pound, Euro and Brazilian real, can have a material impact on Syngenta's financial results. Fluctuations in the exchange rate against the US dollar of certain emerging market foreign currencies where hedging products are expensive or of limited availability may directly impact Syngenta's results through recognition of currency losses. If, in the context of the current Euro crisis, a member state of the Eurozone were to decide to abandon the Euro as its lawful currency and introduce a new national currency, Syngenta could incur losses upon the lawful conversion to the new national currency of amounts receivable from customers in the member state that were originally denominated in Euros.

Syngenta maintains a single supplier for some raw materials, which may affect its ability to obtain sufficient amounts of those materials

While Syngenta generally maintains multiple sources of supply and obtains supplies of raw materials from a number of countries, there are a limited number of instances where Syngenta has entered into single-source supply contracts or where Syngenta routinely makes spot purchases from a single supplier in respect of active ingredients, intermediates or raw materials for certain important products. These instances occur where there is sufficient commercial benefit and security of supply can be assured, or where there is no viable alternative source of supply. Such single supplier arrangements account for approximately 22 percent of Syngenta's purchases of active ingredients, intermediates and raw materials, as determined by cost. Syngenta's ability to obtain sufficient amounts of those materials may be adversely affected by the unforeseen loss of a supplier or from a supplier's inability to meet its supply obligations. The percentage of single supplier arrangements could increase in the future if consolidation were to occur among multiple supply sources.

Syngenta conducts business in most countries of the world, including in certain high-risk countries, some of which have been identified by the US government as state sponsors of terrorism

Syngenta conducts business in most countries of the world, some of which are subject to a high level of political or economic instability that could impact Syngenta's ability to continue to operate there. Acts of terror or war may impede Syngenta's ability to operate in particular countries or regions, and may impede the flow of goods and services between countries. In addition, Syngenta has minor operations in Cuba, Iran and the Sudan, which have been identified by the US government as state sponsors of terrorism. Syngenta's operations in these countries are quantitatively immaterial, and it is Syngenta's belief that supporting agriculture in these countries is beneficial to their wider population, for whom food is often in short supply. However, certain investors may choose not to hold investments in companies that have operations of any size in these countries and several US 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. Any such divestment is not currently expected to have a material impact on the value of Syngenta shares.

Natural disasters could adversely affect Syngenta's business

Natural disasters could affect Syngenta's or its suppliers' manufacturing and production facilities, which could affect Syngenta's costs or ability to meet supply requirements. Natural disasters could also affect Syngenta's customers, which could affect Syngenta's sales or its ability to collect receivables due from customers. Syngenta's corporate headquarters and other facilities are located near an earthquake fault line in Basel, Switzerland. Additionally, other major facilities of Syngenta's Crop Protection and seeds businesses are located in earthquake zones around the globe. In the event of a major earthquake, Syngenta could experience loss of life, destruction of facilities and/or business interruptions which

could have a material adverse effect on its business.

7

---

Table of Contents

An increase in Syngenta's group tax rate could occur, which would adversely affect its financial results

The effective tax rate on Syngenta's earnings benefits from the fact that a portion of its earnings is taxed at more favorable rates in some jurisdictions outside Switzerland. Changes in tax laws or in their application with respect to matters such as transfer pricing, inter-Group dividends, controlled companies or a restriction in tax relief allowed on the interest on intra-Group debt, could increase Syngenta's effective tax rate and adversely affect its financial results. Syngenta has several open tax years in many jurisdictions, where tax calculations may be subject to adjustment. These matters are discussed in Notes 2 and 25 to the consolidated financial statements in Item 18.

Syngenta's share price may be volatile and subject to sudden and significant drops

The trading price of Syngenta shares and ADSs has been, and could in the future continue to be, subject to significant fluctuations in response to variations in Syngenta's financial performance, regulatory and business conditions in its industry, general economic trends and other factors, some of which are unrelated to the operating performance of Syngenta.

If you hold Syngenta ADSs it may be more difficult for you to exercise your rights

The rights of holders of Syngenta ADSs are governed by the deposit agreement between Syngenta and The Bank of New York Mellon. These rights are different from those of holders of Syngenta shares in several respects, including the receipt of information, the receipt of dividends or other distributions, the exercise of voting rights and attendance at shareholders' meetings. As a result, it may be more difficult for a holder of Syngenta ADSs to exercise those rights.

Table of Contents

ITEM 4 — INFORMATION ON THE COMPANY

History and Development of the Company

The Company

Syngenta AG, a Swiss Aktiengesellschaft, was formed on November 12, 1999 under the laws of Switzerland. Syngenta's business operations were created in 2000 by Novartis and AstraZeneca through an agreement to spin off and merge the Novartis agribusiness and the Zeneca agrochemicals business to create a dedicated agribusiness company whose shares were then the subject of a global offering. Both the Novartis and AstraZeneca agribusinesses had existed since the 1930's through a variety of legacy companies.

Syngenta is domiciled in and governed by the laws of Switzerland. It has its registered office and principal business office at Schwarzwaldallee 215, 4058 Basel, Switzerland. The telephone number of Syngenta is +41-61-323-1111.

Syngenta became a publicly listed company in 2000. At December 31, 2011, the company was listed on the SIX Swiss Exchange under the symbol SYNN and the New York Stock Exchange under the symbol SYT.

Investments and Divestments

Investments

On March 9, 2011, in order to further strengthen its market position in Paraguay, Syngenta purchased 100 percent of the shares of Agrosan S.A., an agricultural distributor, together with the trademarks related to its business, for US\$32 million of cash, US\$12 million of which is deferred.

In March 2010, Syngenta acquired a field station in Chile and the associated contract research business by making a cash payment for the related assets. The primary reason for the acquisition was to support development projects in Syngenta's seeds businesses.

In June and December 2010, respectively, Syngenta acquired the non-controlling interests in its Golden Harvest and Garst seed businesses in the USA. The total cash paid was US\$48 million.

In July 2010, Syngenta and Dow AgroSciences, a wholly owned subsidiary of The Dow Chemical Company, announced an exclusive supply and distribution agreement under which Syngenta assumed responsibility for the supply and distribution of Dow AgroSciences crop protection products in the Commonwealth of Independent States (CIS) region.

In September 2010, Syngenta acquired 100 percent of the shares of Maribo Seed International ApS ("Maribo") for a cash payment, plus contingent payments if certain sales targets are achieved. The transaction includes the seed production and sales activities of the Maribo sugar beet business as well as the Maribo brand name.

In November 2010, Syngenta acquired the 50 percent equity interest in Greenleaf Genetics LLC owned by Pioneer Hi-Bred International Inc. ("Pioneer") a subsidiary of E.I Du Pont de Nemours and Co. ("Du Pont"). This transaction dissolved a joint venture and terminated certain license agreements between Syngenta and Pioneer. The acquisition and related joint venture dissolution enables Syngenta and Pioneer to pursue independent licensing strategies for their respective proprietary corn and soybean genetics and biotechnology traits.



Table of Contents

During 2009, Syngenta completed five small acquisitions and three small divestitures, none of which were material either individually or in the aggregate. In addition, in August 2009, Syngenta acquired Monsanto's global hybrid sunflower seeds activities for a cash payment of US\$160 million, which included certain rights to receive services during the post-acquisition transition period.

In April 2009, Syngenta and Dow AgroSciences, a wholly owned subsidiary of The Dow Chemical Company, announced an agreement to cross license their respective corn traits for commercialization within their branded seed businesses. Syngenta received global non-exclusive licenses, with stacking rights, to Dow AgroSciences' Herculex®1 I Insect Protection for broad lepidopteran control and to Herculex®1 RW for corn rootworm control. Dow AgroSciences received global non-exclusive licenses with stacking rights to Syngenta's Agrisure® GT trait for glyphosate tolerance, and to its insect control traits Agrisure® CB/LL for corn borer and Agrisure® RW for corn rootworm. The licenses also include access to Syngenta's Agrisure® Viptera™ trait for broad lepidoptera and to a second generation trait for corn rootworm control.

Divestments

On April 13, 2011, Syngenta divested its Materials Protection business to Lanxess AG. There were no significant business or product divestments in 2010. In May 2009, Syngenta sold its 6.99 percent shareholding in Sakata Seeds Corp. for approximately US\$46 million.

---

<sup>1</sup> Herculex® is a registered trademark of Dow AgroSciences LLC

Table of Contents

Business Overview

Industry Overview

Syngenta is a world leading agribusiness operating in the Crop Protection and Seeds businesses. Crop Protection chemicals include herbicides, insecticides, fungicides and seed treatments to control weeds, insects and diseases in crops, and are essential inputs enabling growers around the world to improve agricultural productivity and food quality. Many of these products also have application in the professional products sector in areas such as public health, turf and ornamental markets. The Seeds business operates in the high value commercial sectors of field crops (including corn, oilseeds, cereals and sugar beet), vegetables and flowers.

Syngenta's Business

Syngenta's business is divided into three reporting segments: Crop Protection, Seeds and Business Development. These segments are described in greater detail below.

The following information, which appears in other parts of this Form 20-F, is incorporated herein by reference:

- Item 5 – Operating and Financial Review and Prospects – Results of Operations, the tabular information regarding sales information by product line and by region for the Crop Protection and Seeds segments.

Full year sales and operating income for the segments, as presented in Item 5 of this report, are seasonal and weighted towards the first half of the calendar year, which largely reflects the Northern Hemisphere planting and growing cycle.

References in this document to Syngenta's competitive position, identified by terms such as "world-leading", "leader", "leading", "largest", "broadest", or similar expressions are based where possible on Agriservice Industry information provided by a third party or on information published by major competitors and are supplemented by Syngenta internal estimates.



## Table of Contents

### CROP PROTECTION

#### Products

Syngenta is active in herbicides, especially for corn, cereals, soybean and rice; fungicides mainly for corn, cereals, fruits, grapes, rice, soybean and vegetables; insecticides for fruits, vegetables and field crops; seed care, primarily in corn, soybean, cereals and cotton; and professional products, such as products for public health and products for turf and ornamentals. Herbicides are products that prevent or reduce weeds that compete with the crop for nutrients, light and water. Herbicides can be subdivided into (i) selective herbicides, which are crop-specific and control weeds without harming the crop and (ii) non-selective herbicides, which reduce or halt the growth of all vegetation with which they come in contact. Fungicides are products that prevent and cure fungal plant diseases that affect crop yield and quality. Insecticides are products that control chewing pests such as caterpillars and sucking pests such as aphids, which reduce crop yields and quality. Seed care products are insecticides and fungicides used to protect growth during the early stages. Professional products are herbicides, insecticides and fungicides used in markets beyond commercial agriculture, and include a broad range of premium growing media mixes for professional flower growers.

Syngenta's Crop Protection business has a broad product range, making it number one or two in all of its target segments, underpinned by strong worldwide market coverage. Syngenta focuses on all major crops – in particular, corn, cereals, soybean, fruits and vegetables, and applies its technologies to other crops, such as oilseeds, sugar beets, rice and cotton, sugar cane and to turf and ornamentals.

#### Key Marketed Products

##### Selective herbicides

Syngenta has a broad range of Selective herbicides that control grasses and broad-leaved weeds and are applicable to most crops, with a special emphasis on corn and cereals.

- Atrazine (AATREX®/GESAPRIM®) acts mainly against annual grasses and broad-leaved weeds. Although Atrazine was introduced in 1957 and has been off patent for a number of years, it remains an important product for broad-leaved weed control in corn.
- Clodinafop (TOPIK®/HORIZON®/ CELIO®/ DISCOVER®) is a grass herbicide which provides the broadest spectrum of annual grass control currently available in wheat. To further increase crop safety in cereals the active substance Clodinafop is mixed with the safener Cloquintocet, which selectively enhances the degradation of Clodinafop in wheat but not in the grass weeds.
- Fluazifop-P-Butyl (FUSILADE®) is one of the leading products for post-emergence control of grass weed. It is registered for use in over 60 crops with major outlets in cotton and soybeans in the United States and sugar beet and oilseed rape in Europe. The selective action of FUSILADE® allows growers to target applications when grass weeds appear, allowing cost-effective weed control.
- Mesotrione (CALLISTO® family) is a post-emergent herbicide with a very broad spectrum against key broad-leaved weeds in corn.
- Pinoxaden (AXIAL®) is an innovative post-emergent selective grassweed herbicide, for use in both wheat and barley. It offers the grower efficacy, selectivity and flexibility.
-

S-metolachlor (DUAL GOLD®/ DUAL MAGNUM®) is a lower dose rate replacement for metolachlor. Its use has not only reduced the amount of product sprayed on fields, thus responding to the pesticide reduction goals established by many countries, but has also decreased the energy required to produce, transport and store the product, as well as decreasing total packaging material. S-metolachlor is well tolerated and can be safely used on more than 70 different crops.

## Table of Contents

### Non-selective herbicides

Syngenta has a series of Non-selective herbicides, which reduce or halt the growth of all vegetation with which they come in contact.

- Glyphosate (TOUCHDOWN®), a non-selective herbicide with systemic activity, is a premium product in the market for glyphosate-based products. The product has been enhanced by the launch of the IQ® technology which positions the product at the top end of glyphosate performance. Differentiated from other herbicides of its class by its speed of action and tolerance of heavy rain, TOUCHDOWN® is registered in over 90 counties, including for use on herbicide tolerant corn and soybeans in the United States and Brazil.
- Diquat (REGLONE®), a non-selective contact herbicide, is mainly used as a desiccant to allow easier harvesting and reduce drying costs.
- Paraquat (GRAMOXONE®) is a non-selective contact herbicide first introduced in 1962. Paraquat is one of the world's largest selling herbicides. It has been a vital product in the development of minimum tillage cropping systems, the adoption of which continues to increase because of benefits such as the reduction of soil erosion.

### Fungicides

Syngenta has a broad range of Fungicides that prevent and cure fungal plant diseases that affect crop yield and quality.

- Azoxystrobin (AMISTAR®), a strobilurin fungicide introduced in 1997 and launched widely in 1998 and 1999, is the world's best selling proprietary fungicide and Syngenta's largest selling product. It is registered for use in approximately 100 countries and for approximately 120 crops. In Brazil, it is successfully being used to control Asian rust in soybeans in a mixture branded as PRIORI XTRA®. Mixtures of azoxystrobin with triazoles (cyproconazole or propiconazole) or chlorothalonil have been developed to tackle diseases in cereal crops, primarily in the yield intensive markets of Europe where growers and advisors value the strong rust control performance and yield enhancing properties of azoxystrobin. Mixtures are also used in corn & soybeans as part of a complete plant performance program where significant yield increases are achieved.
  - Chlorothalonil (BRAVO®), acquired in 1998, is a world-leading fungicide. With its multi-site mode of action, it is a good partner for AMISTAR® and is being increasingly integrated into disease control programs which use both products.
  - Cyproconazole (ALTO®) is a systemic fungicide with broad-spectrum activity, especially against rust and leaf spot in cereals, soybean, sugar beet and coffee. Pursuant to the commitments given to the European Commission upon the formation of Syngenta, Syngenta granted an exclusive license to manufacture, use and sell cyproconazole in the European Economic Area to Bayer, under Bayer's own trade name. Syngenta has re-commenced sales of cyproconazole under the ALTO® and other brand names.
  - Cyprodinil (UNIX®/STEREO®2/SWITCH®/CHORUS®) is a powerful fungicide for use on cereals. It is used to control eyespot, powdery mildew and leaf spot diseases. Because it has a specific mode of action, it is a particularly effective solution where resistance to other fungicides has developed. CHORUS® and SWITCH® are cyprodinil-based formulations which are used on pome fruit such as apples and pears or on grapes and vegetables, respectively.
-

2 Pursuant to the commitments given to the European Commission, Syngenta granted an exclusive right to Makhteshim Agan Industries Ltd. to use and sell STEREO® formulation for use on cereals for the duration of its registration in Denmark, Finland and Sweden.

## Table of Contents

- Difenconazole (SCORE®) is a systemic triazole fungicide with broad-spectrum activity against plant diseases, particularly leaf spots of pome fruit, vegetables, field crops and plantation crops. Long-lasting protective and strong curative activity make it well suited for threshold based plant disease management whereby the plant is treated only when the development of the disease has passed a certain point. Target crop pathosystems include cercospora, alternaria, septoria and other leaf spots, powdery mildews and scabs in wheat, bananas, sugar beets, peanuts, potatoes, pome fruits, grapes, rice and vegetables.
- Fluazinam<sup>3</sup> (SHIRLAN®) is a fungicide for control of potato blight.
- MEFENOXAM™<sup>4</sup> (RIDOMIL GOLD®/FOLIO GOLD®/SUBDUE®) is used for the control of seeds and soil-borne diseases caused by fungi such as pythium, phytophthora and downy mildews. It is used worldwide on a wide variety of crops, including field, vegetable, oil and fiber crops.
- Mandipropamid (REVUS®), launched in 2007 and currently registered in 62 countries, is used on fruit and vegetables to combat late blight and downy mildew.
- Propiconazole<sup>5</sup> (TILT®/ BANNER®) was introduced in 1980 and has developed into Syngenta's most successful foliar fungicide for broad spectrum disease control in cereals, bananas, rice, corn, peanuts, sugar beet, turf and other food and non-food crops. Propiconazole is systemic and provides a strong curative and protective activity against a wide range of plant pathogens including powdery mildews, rusts and other leaf spot pathogens of cereals, bananas, rice, corn, peanuts, sugar beet, and turf.
- Trinexapac-ethyl (MODDUS®) is a plant growth regulator. In cereals it reduces growth so that treated plants stay shorter and have stronger stems, enhancing their ability to withstand storms and remain upright until harvest. In sugarcane it is a yield enhancer and harvest management tool.

## Insecticides

Syngenta has a broad range of Insecticides that control chewing pests such as caterpillars and sucking pests such as aphids, which reduce crop yields and quality. These products can be either applied to the soil or sprayed onto the foliage.

- Abamectin (VERTIMEC® or AGRIMEC®/AGRI-MEK®) is produced by fermentation. This potent insecticide and acaricide is used at very low dose rates against mites, leafminers and some other insects in fruits, vegetables, cotton and ornamentals. Abamectin rapidly penetrates the plants and is a useful product for integrated pest management.
- Emamectin Benzoate (PROCLAIM® or AFFIRM®) provides control of caterpillars on vegetables, cotton and fruits, combining a unique mode of action with extremely low use rates and is compatible with integrated pest management. It has been launched in major markets such as Japan, Korea, the United States, Mexico, Australia and India and is under registration in a number of other countries.
- Lambda-cyhalothrin (KARATE®/ICON®) the world's leading agricultural pyrethroid brand, is one of Syngenta's largest selling insecticides. An innovative product branded KARATE® with ZEON® technology was launched in the United States in 1998, offering performance benefits and enhanced user and environmental safety.

---

<sup>3</sup> Fluazinam is distributed, but not manufactured, by Syngenta.

4 In the United States Mefenoxam is a generic expression whereas in other countries MEFENOXAM™ is a trademark of Syngenta Participations AG to denominate the active ingredient Metalaxyl-M (ISO name).

5 Pursuant to the commitments given to the European Commission, Syngenta has agreed to grant an exclusive right to Makhteshim Agan Industries Ltd. to use and sell its TILT® 250EC and TILT® 6.25GL formulations for use on cereals in Denmark, Finland and Sweden for the duration of their registrations.

## Table of Contents

- Lufenuron (MATCH®) is an insect growth regulator that controls caterpillars in corn, potatoes, cotton, vegetables and fruits. It is a leading insecticide in terms of sales in its chemical class.
- Thiamethoxam (ACTARA®) is highly active at low use rates against a broad spectrum of soil and sucking insects. It is highly systemic and well suited for application as a foliar spray, drench or drip irrigation. It is fast acting, works equally well under dry and wet conditions and has a favorable safety and environmental profile. Its mode of action differs from that of older products, which makes it effective against insect strains that have developed resistance to those products. It has been and continues to be developed on a broad range of crops, including vegetables, potatoes, cotton, soybeans, rice, pome fruits, stone fruits (such as peaches or plums) and tobacco.

### Seed care

The use of Seed care products is an effective, efficient, and targeted method to protect seedlings and young plants against diseases and insects during the period when they are most vulnerable. Syngenta's broad range of fungicides and insecticides allows it to provide a modern portfolio of safe and highly effective products. As seeds increase in value, seed protection becomes more important.

- Difenoconazole (DIVIDEND®) is active against a broad range of diseases including bunts, smut and damping off on cereals, cotton, soybeans and oilseed rape. This product is highly systemic and provides a long lasting, high-level effect. It is safe for the seeds and seedlings and provides for a faster germination than other products in the market.
- MEFENOXAM™<sup>6</sup> (APRON® XL) is used for the control of seed and soil-borne diseases caused by fungi such as pythium, phytophthora and downy mildews. It is used worldwide on a wide variety of crops, including field crops, vegetables, oil and fiber crops. MEFENOXAM™ is also used as a mixing partner for seed protection at low use rates.
- Fludioxonil (MAXIM® or CELEST®) is a contact fungicide with residual activity. Derived from a natural compound, fludioxonil combines crop tolerance with low use rates. Its spectrum of targets includes seed and soil-borne diseases like damping off, bunt, smut and leaf stripe on cereals. Used alone or in mixtures with other active substances, it is also effective on corn, rice, cotton, potatoes and peas.
- Thiamethoxam (CRUISER®) is an insecticide with systemic activity in a wide range of crops including cereals, cotton, soybeans, canola, sugar beet, corn, sunflower and rice. Its properties are such that it provides a consistent performance under a wide range of growing conditions. Thiamethoxam acts against a wide range of early season sucking and chewing, leaf feeding and soil-dwelling insects like aphids, thrips, jassids, wireworms, flea beetles and leafminers.

### Professional products

Syngenta offers a range of specialized products for use in turf (golf courses and sports fields) and ornamentals (cut flowers, bedding plants, bulbs and nurseries) treatment, vegetation management (roads, railroads and rights-of-way) and for home and garden use.

- Prodiamine (BARRICADE®) is a leading pre-emergence grass and broad-leaved weed herbicide in turf.
- Azoxystrobin (HERITAGE®/ORTIVA®/AMISTAR®) is a leading fungicide for use on turf, primarily golf courses, and in ornamentals.

- Abamectin (VERTIMEC®) and thiamethoxam (ACTARA®) are leading ornamental insecticides.

---

6 In the United States, mefenoxam is a generic expression whereas in other countries MEFENOXAM™ is a trademark of Syngenta Participations AG to denominate the active ingredient Metalaxyl-M (ISO name).



## Table of Contents

- Trinexapac-ethyl (PRIMO MAXX®) is a plant growth regulator for turf that increases stress tolerance and decreases clippings.
- Growing Media. FAFARD® is a premium brand in the US growing media market specializing in custom mixes for producers of ornamental plants.

Syngenta also offers products for use in controlling insect pests in homes.

- Lambda-cyhalothrin (ICON®) is used in public health outlets for control of malaria and other tropical diseases and nuisance pests, such as house flies and cockroaches. It was the first pyrethroid to be approved for malaria control by the World Health Organization. In addition to being sprayed, it can be incorporated into bednets to offer added protection.

### Recently Launched Products (last 3 years)

#### Fungicides

- Isopyrazam (BONTIMA®, SEGURIS®), a new broad-spectrum cereal fungicide which complements Syngenta's existing product range and provides additional resistance management opportunities.

#### Insecticides

- Chlorantraniliprole mixtures (DURIVO®/AMPLIGO®/VIRTAKO®/VOLIAM FLEXI®/VOLIAM TARGO®). Chlorantraniliprole, licensed from Du Pont for sale in mixtures with Syngenta active ingredients, is a chemical of the bisamide class characterized by unique systemic properties and outstanding activity on all major lepidoptera pests.

#### Seed care

- AVICTA®, a seed treatment for the control of nematodes originally launched in the US in cotton in 2006, was launched there in corn in 2009 and successfully introduced in Latin America in corn and soybeans.
- Sedaxane (VIBRANCE™), a new fungicide used in seed treatment that complements Syngenta's existing product range.

#### Products in Late Stage Development

Syngenta has a rich pipeline of products under development, which extends beyond 2012 and involves projects covering all product lines. Products in late stage development include:

#### Selective herbicides

- Bicyclopyrone, a new broad-spectrum selective herbicide for use in corn and sugar cane that complements Syngenta's existing product range.

#### Fungicides

-

Solatenol™, a new broad-spectrum fungicide active ingredient primarily for soybean rust that complements the existing range.

- SDHI (succinate dehydrogenase inhibitor) fungicide products are currently under development for the future ornamental portfolio.

#### Insecticides

- Cyantraniliprole, Syngenta is actively involved in development projects in bisamide chemistry. Syngenta acquired from Du Pont in 2008 the exclusive rights to use Cyantraniliprole in mixtures with

## Table of Contents

Syngenta insect control products. Cyantraniliprole is a new broad spectrum insecticide for the control of lepidoptera and sucking pests. Cyantraniliprole is complementary to the Chlorantraniliprole insect control product that Syngenta sells in mixtures with its own leading insect control products.

- 361, new abamectin formulations.

## Production

The manufacture of crop protection products can be divided into three phases:

- manufacture of the active substance
- formulation of products from these active substances into a form which optimizes the efficacy and safety of the product in the field
- packaging of the products to closely align them with local customer needs

Syngenta's major production sites for active ingredients are located in Switzerland, the United States, the United Kingdom, China and India. While individual active substances are normally produced at one manufacturing site, formulations are produced and packaged at several different strategically located plants, close to the principal markets in which those products are sold. Syngenta operates major formulation and packing plants in Belgium, Brazil, China, France, India, South Korea, Switzerland, the United Kingdom and the United States.

Syngenta manages its supply chain globally and on a product-by-product basis, from raw materials through delivery to the customer, in order to maximize both cost and capital efficiency and responsiveness. Syngenta outsources the manufacture of a wide range of raw materials, from commodities through fine chemicals to dedicated intermediates and active ingredients. Sourcing decisions are based on a combination of logistical, geographical and commercial factors. Syngenta has a strategy of maintaining, when available, multiple sources of supply. Most purchases of supply chain materials are directly or indirectly influenced by commodity price volatility, due to price dependence on gas and oil. Total raw material spending was approximately 36 percent of Crop Protection sales in 2011.

## Marketing and Distribution

Syngenta has marketing organizations in all its major markets with dedicated sales forces that provide customer and technical service, product promotion and market support. Products are sold to the end user through independent distributors and dealers, most of which also handle other manufacturers' products. Syngenta's products normally are sold through a two-step or three-step distribution chain. In the two-step chain Syngenta sells its products to cooperatives or independent distributors, which then sell to the grower as the end user. In the three-step system, Syngenta sells to distributors or cooperative unions which act as wholesalers and sell the product to independent dealers or primary cooperatives before on-selling to growers. Syngenta also sells directly to large growers in some countries. Syngenta's marketing network enables it to launch its products quickly and effectively and to exploit its range of existing products. Syngenta focuses on key crop opportunities in each territory. In those countries where Syngenta does not have its own marketing organization, it markets and distributes through other distribution channels. Generally, the marketing and distribution system in a country does not vary by product.

Syngenta's marketing activities are directed towards the distributors, agricultural consultants and growers. They consist of a broad range of advertising and promotional tools, such as meetings with growers and distributors, field demonstrations, advertisements in specialized publications, direct marketing activities, or information via the Internet. Syngenta is also in constant contact with the food and feed chain to evaluate current and future needs and

expectations.

A key element of Syngenta's marketing is grower support and education. This is particularly important with respect to small growers in developing countries. For many years, Syngenta has held numerous

17

---

## Table of Contents

courses around the world for growers as a result of which tens of thousands of people have been trained in the safe and sustainable use of crop protection products. Syngenta also trains agricultural extension workers and distributors so that they can further disseminate good practice and reach an even wider audience.

Products must obtain governmental regulatory approval prior to marketing. The regulatory framework for crop protection products is designed to ensure the protection of the consumer, the grower and the environment.

Most of Syngenta's principal markets have regular re-registration procedures for crop protection products. Within certain time periods a product's technical dossier is reviewed with the goal of ensuring that it adheres to all standards, which may have changed or been added to since the product was initially registered. The standards and requested trial protocols change over time. Re-registration of a product or compound may not be granted if the registration package fails to meet the then current requirements.

## Research and Development

Crop Protection research and development ("R&D") is dedicated to providing Syngenta with innovative new chemical solutions and intellectual property with the potential to create maximum business value and differentiation. This is done through maximizing Syngenta's chemical and biological expertise, its professional project and portfolio management and leveraging its global reach. New research areas are guided by the crop teams based on customer need, technology, regulatory requirements and political trends.

Syngenta has major research centers in Stein, Switzerland, Jealott's Hill, England and Goa, India, each of which is focused on identifying new active ingredients. Over 600 employees work on a research portfolio of herbicides, fungicides, insecticides and crop enhancing chemicals, with broad applicability as foliar, soil and seed treatments for agriculture and lawn and garden customers.

Syngenta is continuously improving its research process. State-of-the-art synthetic chemistry and high-speed automated synthesis are used in concert to effectively prepare the quantity and quality of compounds for both high throughput and highly targeted biological screening. A crucial feature is the structured design approach to chemistry, which ensures that the chemical entities possess properties most likely to relate to the desired product profile.

Once an active ingredient needs testing, the development team, supported by the global expertise of the trialing function, ensures that the work is efficiently and effectively completed to turn promising molecules into products which are safe to use, pass all registration requirements and meet customers' needs. Such development typically takes six to eight years. The active ingredient's efficacy and safety is assessed as early as possible in the development process and all data is compiled for registration and safe product use.

Syngenta tests compounds on target crops globally under different climatic conditions and in varying soils. In parallel, an industrial scale manufacturing process is identified and optimized, and appropriate formulations and packages are developed. The use of multidisciplinary research teams to refresh the existing product range is key to continued success in the face of competition, even after patent expiry.

Syngenta performs an extensive investigation of all safety aspects relating to its products. The human safety assessments address potential risks to both the users of the product and the consumers of food and feed, while in environmental safety Syngenta seeks assurance that the product will not adversely affect soil, water, air, flora or fauna.

In addition, Syngenta's current chemical products are improved by supporting the development of new mixtures, formulations and programs that bring new effects and opportunities to growers.



## Table of Contents

In addition to its own research and development efforts, Syngenta has strengthened its business platform through targeted acquisitions, collaborations and the use of open innovation. It has currently over 400 ongoing R&D collaborations to complement in-house expertise to access new technologies, chemical libraries, biological screening and follow-up of leads.

The total spent on research and development in Crop Protection was US\$624 million in 2011, US\$555 million in 2010 and US\$508 million in 2009.

## Environment

Syngenta designed its environmental management program with the aim of ensuring that its products and their manufacture pose minimal risks to the environment and humans. The crop protection industry is subject to environmental risks in three main areas: manufacturing, distribution and use of product. Syngenta aims to minimize or eliminate environmental risks by using appropriate equipment, adopting best industry practice and providing grower training and education.

The entire chain of business activities, from research and development to end use, operates according to the principles of product stewardship. Syngenta is strongly committed to the responsible and ethical management of its products from invention through ultimate use. Syngenta employs environmental scientists around the world who study all aspects of a product's environmental behavior.

Specially designed transportation and storage containers are used for the distribution of hazardous products and efficient inventory control procedures minimize the creation of obsolete stocks.

Syngenta has developed a rigorous screening and development process in order to mitigate risks relating to the use of its products. All active substances and products must meet both Syngenta's internal standards and regulatory requirements.

Syngenta provides support to growers on a local level such as training in application techniques and assistance in calibrating spray equipment in order to promote safe handling of its products. Syngenta extends product stewardship long after sales in several ways, for example, by collecting and safely destroying outdated products, and providing returnable containers to reduce waste.

Crop protection products are subject to rigorous registration procedures, which are aimed at ensuring safe product usage in the field. In addition to complying with these regulatory requirements, Syngenta has adopted its own Health, Safety and Environment ("HSE") management system. This provides a clear framework of management processes applicable at all sites, whatever the regulatory requirements in the country in which the site is situated.

Syngenta maintains a register of sites to identify manufacturing and distribution sites and locations that may have been contaminated in the past. The register is the basis for the allocation of appropriate provisions and action programs regarding measures to be taken. A risk portfolio is prepared for each site and reviewed annually. The risk portfolio is also applied to third-party manufacturers in order to identify and exclude poorly performing companies.

See Notes 2 and 25 to Syngenta's consolidated financial statements in Item 18 for a further discussion of environmental matters.

## Intellectual Property

Syngenta protects its investment in research and development, manufacturing and marketing through patents, design rights and trademarks. In addition to patent protection for a specific active substance, patent protection may be obtained for processes of manufacture, formulations, assays, mixtures, and intermediates. These patent applications may be filed to cover continuing research throughout the life of a product and may remain in force after the expiry of a product's per se patents in order to provide ongoing protection. The territorial coverage of patent filings and the scope of protection obtained vary depending on the circumstances and the country concerned.



Table of Contents

Patents relating to gene-based crop protection and enhancement products may cover transgenic plants and seeds gene effects, genetic constructs and individual components thereof and enabling technology for producing transgenic plants and seeds.

Trademark protection may be obtained to cover a trademark for a specific active substance and there may be more than one trademark covering the same active substance. Other trademarks may cover formulations, mixtures, intermediates and a variety of ancillary services. The trademarks may remain in force after the expiry of a product's patents in order to provide ongoing protection. The territorial cover of trademark filings and the scope of protection obtained vary depending on the circumstances and the country concerned.

Syngenta enforces its intellectual property rights, including through litigation if necessary.

Competitive Environment

The leading companies in the crop protection industry are mainly dedicated agribusinesses or large chemical companies based in Western Europe and North America. Companies compete on the basis of strength and breadth of product range, product development and differentiation, geographical coverage, price and customer service. Market pressures and the need to achieve a high level of research and development capability, particularly with the advent of biotechnology, have led to consolidation in the industry. The top six such companies account for about 70 percent of the worldwide market. Syngenta's key competitors include BASF, Bayer, Dow, Du Pont and Monsanto. In many countries, generic producers of off-patent compounds are additional competitors to the research-based companies in the commodity segment of the market.

## Table of Contents

### SEEDS

#### Products

Syngenta develops, produces and markets seeds and plants that have been developed using advanced genetics and related technologies. Syngenta sells seed products in all major territories.

Syngenta's seed portfolio is one of the broadest in the industry, offering over 200 product lines and over 6,800 varieties of Syngenta's own proprietary genetics. Syngenta has a significant market share in vegetables, flowers, corn, soybean, sugar beet and sunflower. Seed products are derived from a germplasm pool and trait portfolio and developed further utilizing sophisticated plant-breeding methods. Syngenta divides its products into field crops such as corn, soybean, rice, cereals, oilseeds and sugar beet, and horticultural crops, which consist of vegetables and flowers. Through Syngenta's enhanced corn breeding and trait conversion capabilities, 105 new products were brought into North America production in 2011 for customer use in the 2012 crop year. 24 of these products feature the Agrisure® Viptera™ 3111 trait stack, which provides breakthrough control of the broadest spectrum of above- and below-ground insects available. This year, growers also have access to hybrids with the Agrisure® Viptera™ 3220 trait stack for reduced refuge. This trait stack offers growers dual modes of action against above-ground corn pests—including corn borer and corn earworm—with a five percent structured Corn Belt refuge.

In August 2009, Syngenta acquired the global hybrid sunflower seeds business of Monsanto, strengthening its position in the key European and Latin American markets and enhancing its overall market leadership and product portfolio. In September 2010, Syngenta acquired the Maribo Seed sugar beet business from Nordic Sugar, a subsidiary of Nordzucker AG.

In November 2010, Syngenta acquired the 50 percent equity interest in Greenleaf Genetics LLC owned by Pioneer. This transaction dissolved a joint venture and terminated certain license agreements between Syngenta and Pioneer. The acquisition and related joint venture dissolution enables Syngenta and Pioneer to pursue independent licensing strategies for their respective proprietary corn and soybean genetics and biotechnology traits.

#### Key Marketed Products

##### Field Crops

- Corn (AGRISURE®, GARST®, GOLDEN HARVEST®, NK®) hybrids are sold by Syngenta via established distribution channels covering a full range of countries and maturities. In addition, hybrids and inbred lines are licensed to other seed companies in the US via Greenleaf Genetics LLC. Syngenta hybrids are characterized by their high yield potential, stability of performance, uniformity and vigor. Many of Syngenta's elite hybrids are offered as Agrisure® 3000GT and Agrisure® Viptera™ 3111 products which provide built-in insect protection against corn borers, corn rootworms and tolerance to glyphosate herbicide. Competitive hybrids in early maturities, some of them developed through marker assisted breeding, are sold for silage and grain markets.
- Sugar beet (HILLESÖG®, MARIBO®) seeds are bred to develop high yielding varieties with good stress and disease tolerance, high sugar content, low soil tare and improved juice purity.
- Oilseeds (NK®) include: sunflowers, soybeans and oilseed rape. Syngenta sunflower seed hybrids are bred for high yield as well as heat stress tolerance, disease resistance, herbicide tolerance and oil quality. Syngenta's soybean varieties combine high yield genetic superiority and herbicide tolerance, which give growers flexibility in their weed control. The company's oilseed rape varieties and hybrids offer good oil production and plant health.

- Cereals (NK®, AGRIPRO® COKER®, RESOURCE SEEDS INC., C.C. BENOIST®) wheat and barley varieties combine high yield, superior disease resistance and agronomic characteristics coupled with excellent grain quality for the milling, malting and animal feed industries.

## Table of Contents

### Vegetables

- Vegetables brands include DULCINEA®, ROGERS®, S&G®, ZERAIM GEDERA® and DAEHNFELDT®. Syngenta offers a full range of vegetable seeds, including tomatoes, peppers, melons, watermelons, squash, cauliflower, cabbage, broccoli, lettuce, spinach, sweet corn, cucumbers, beans, peas, okra and oriental radish. Syngenta breeds varieties with high-yield potential that can resist and tolerate pests and diseases. Syngenta develops genetics that address the needs of consumers as well as processors and commercial fresh market growers. In 2009, Syngenta acquired two US based lettuce seed companies, Synergene Seed & Technology, Inc. and Pybas Vegetable Seed Co., Inc., which established lettuce sales in the North American market and broadened its lettuce development portfolio in Europe and Asia.

### Flowers

- Flowers brands include GOLDFISCH®, GOLDSMITH SEEDS, YODER® and SYNGENTA FLOWERS. Syngenta offers a full range of flower seeds, plugs and cuttings which it sells to professional growers of horticultural crops. Syngenta focuses on breeding a full range of innovative flower varieties, including popular bedding plants such as viola, begonia, New Guinea impatiens, pelargonium and petunia; pot plants, such as cyclamen and poinsettia; cuttings for, amongst others, the growing market of hanging baskets, such as impatiens and verbena; and a wide range of attractive perennials.

### Recently Launched Products (last 3 years)

The following recently launched products illustrate Syngenta's capability as a technology integrator and its commitment to the food chain and the ornamental industry:

### Field Crops

- In 2010, Syngenta's corn portfolio was further enhanced by the launch of Agrisure® Viptera™, which provides enhanced control of lepidopteran insect pests through a new and unique mode of action. In 2011, Syngenta received full cultivation approval in Argentina for Agrisure® Viptera™ and for triple stack corn, combining herbicide tolerance and insect resistance.
- A number of high yielding barley varieties have been launched with excellent disease resistance, very high yield and lower cost of production. These have included malting varieties suitable for both brewing and feed type.
- In wheat, a number of new products have been launched across the spring and winter wheat ranges with high yield, good disease tolerance and high bread making qualities.
- Sugar beet varieties with Roundup Ready®7 tolerance in the US8 feature high sugar content and multiple resistances across a number of geographies.

---

7 Roundup Ready® is a registered trademark of Monsanto Technology LLC.

8 The US Department of Agriculture ("USDA") deregulation of sugar beet varieties with Roundup Ready®7 tolerance in the US is currently the object of third party plaintiff litigation against the US government and, as a result, was vacated in 2010. The USDA interim partial deregulation, which authorized continued planting, was challenged by third parties and is currently pending in the DC District Court. The same third parties also appealed the dismissal in September 2010 of their challenge to the USDA's approval of permits for steckling transplants (small sugar beet plants used to produce hybrid seed) to the Ninth Circuit Court of Appeals. Syngenta joined the DC District Court litigation in

support of full deregulation of Roundup Ready®7 sugar beet varieties in the US. For the 2011/2012 season, sugar beets with Roundup Ready®7 tolerance have been planted on over 90 percent of the US acres under special permits from the USDA.

## Table of Contents

### Vegetables

In Vegetables, Syngenta continues to launch and test market new and attractive consumer products in the United States, Europe, Japan and other parts of the world. Some examples of recently launched products include:

- In Pepper, a new sweet, baby seedless pepper called Angello™ in Europe.
- In Squash, significant new products Prometheus in Europe and Spineless Perfection in US, which offer growers excellent high yield performing varieties with a broad spectrum disease resistance.
- In Watermelon, Fascination, a large fruit size seedless watermelon, is winning significant market share in the USA and El Ghali, a large fruit size seeded variety, is our first major product launch in North Africa.
- Sweet Corn: GSS2259P/Shinerock, a multi disease resistant processing sweet corn variety with high yield potential and a native herbicide tolerance, launched globally.

### Flowers

In Flowers, some examples of recently launched products include:

- Calliope® – New Geranium series with leading retail shelf life and garden performance. Includes the darkest Red color ever shown in Geraniums.
- Mammoth® – Pansy series from Goldsmith with very large flowers.
- Mira® – Energy-efficient Poinsettia variety that can be grown under lower production temperatures.
- Winfall® – Innovative mini Cyclamen for indoor and outdoor use in fall and winter.

### Products in Late Stage Development

Syngenta seeks to produce improved hybrid and varietal seeds to meet the agronomical conditions and demands of its customers and to work towards further improvement of traits advantageous to the grower, i.e., input traits, such as resistance to diseases and insects, and greater yield. Syngenta is also concentrating on developing products that are advantageous to the food and feed industry and to the consumer, i.e., output traits such as improved digestibility and protein utilization for crops used for animal feed, oilseeds that produce higher quantities or healthier oils. In vegetable seeds, Syngenta develops new products to provide consumers with consistent high quality, improved appearance, taste and texture. Powerful analytical science has been expanding the knowledge of taste, flavor and post-harvest shelf life. Combined with advanced breeding technology, this is accelerating the introduction of novel varieties.

## Table of Contents

Below are examples of products in development:

### Field Crops

- Optimizing plants' water use could make a major contribution to saving vital resources, particularly for water-intensive crops such as corn. Syngenta is drawing on native corn genes as well as genes derived from arid-land plants to develop water optimization traits that Syngenta is testing across a wide range of moisture conditions in North and South America.
- Syngenta is working towards developing corn seeds across a variety of maturities with high yield, stress tolerance and improved agronomic characteristics.
- Developing the next generation corn rootworm control trait with a unique mode of action and high efficiency.
- Stacking multiple modes of action for the same target insects (trait pyramiding) to improve efficacy, combat insect resistance and provide refuge reduction in corn while increasing long term product sustainability.
- Creating Agrisure Viptera Artesian corn by combining water optimization technology, Agrisure® Artesian™, with Agrisure® Viptera™ insect control.
- Syngenta is expanding the product offering of the industry's first soybean aphid management system which combines genetics, a naturally occurring trait, and seed treatment products for a total integrated pest management approach. Rust-tolerant soybean varieties in pre-commercial trials will bring a new component to Syngenta's industry-leading solution for control of the critical soybean rust disease in South America. Syngenta continues to deliver a strong portfolio of soybean varieties with high yield, herbicide tolerance, cyst nematode resistance, and overall disease resistance.
- Healthy oil varieties in oilseeds, comprising higher heat stability of plant oils for frying.
- Sunflowers with high stable yields, integrating broomrape, herbicide and disease resistance.
- High yield Safecross™ hybrids with improved disease resistance and stress tolerance in winter oilseed rape.
- In wheat, Fusarium tolerance, high yield, improved and novel quality, new disease resistance and drought tolerance, "White" whole meal flour.
- In barley, next generation spring malting barley with improved enzyme characteristics and new winter barley hybrids combining high yield with improved production characteristics.
- Triticale development combines outstanding forage qualities for both the dairy and livestock industries.
- Sugar beet with second generation nematode tolerance for the European market and with broad spectrum disease and virus resistance in combination with Roundup Ready®7 tolerance for the North American market<sup>8</sup>.

## Table of Contents

### Vegetables

- Focus on increased agronomic quality, fruit quality and shelf life improvements and better plant performance in combination with virus, fungal and insect resistances to provide increased grower performance reliability.
- Advancing abiotic stress tolerant traits for rootstocks for the high value tomato and pepper markets.
- Developing new fruit sizes in melons and watermelons tailored to shrinking family sizes in North America and Europe.
- Bringing forward new consumer traits for texture that improve the quality of fresh cut fruit.
- Vegetable R&D is advancing convenience traits for consumers.

### Production

Independent contract farmers grow and harvest Syngenta's seed throughout the world. After the harvest, the raw seed is cleaned, calibrated, treated and packaged in Syngenta or third party processing plants. The largest facilities are located in Argentina, Brazil, France, Hungary, India, Morocco, the Netherlands, Spain, Sweden, Thailand and the United States. For large seed products, seed production tends to occur as close to the intended markets as possible, in order to achieve cost effectiveness and match the seeds with the growing conditions that are optimal for the variety. This also eases logistics for seed products that require secure storage and timely delivery for the use season.

Due to Syngenta's global presence, it can engage in seed production year-round and mitigate weather related seed production risk. In addition, because its facilities are located in both the northern and southern hemispheres, Syngenta can shorten the time required to multiply seeds from breeding to commercial production. This enables it to produce marketable quantities more quickly than if it were dependent on only one growing season.

### Marketing and Distribution

Syngenta's Seed products are marketed throughout the world through well-known brands, some of which have been established for over 100 years. Flagship brands are NK®, Golden Harvest®, Garst®, HILLESÖG®, S&G®, Rogers®, Zeraim Gedera® and Fischer. The NK® brand is used for corn, soybean, sunflowers, oilseed rape, and several other specialty crops. Golden Harvest® and Garst® are predominantly used in North America for corn and soybean. Corn germplasm and traits are marketed via GreenLeaf Genetics LLC, a fully owned subsidiary since fourth quarter 2010. Proprietary corn traits are marketed under the Agrisure® trademark. The HILLESÖG® brand is used for sugar beet and appears in every major market in Europe, Japan and the United States. For vegetables in Europe, the Middle East, Africa and Asia, S&G® is a leading brand, while Daehnfeldt® targets emerging markets via different distribution channels. The Rogers® vegetable brand is well known in the Americas to growers and the food-processing industry. Through the acquisition of Zeraim in 2007, Syngenta gained access to its global brand Zeraim Gedera®. In 2008, the Syngenta Flowers brand was introduced as an umbrella brand representing the entirety of Syngenta's offer in flower seeds, cuttings and young plants. Syngenta Flowers uses the Goldfish® brand and the Goldsmith and Yoder® brands as portfolio brands. Syngenta's sales force markets the majority of Syngenta's brands, either to customers directly, in partnership with distributors, or through a network of dealers.

### Research and Development

Syngenta operates approximately 100 breeding and germplasm enhancement centers strategically located around the world, with over 3,000 permanent employees focusing on advancing the performance, stability and quality of seed



varieties for over 50 food, feed and flower crops.

25

---

## Table of Contents

Seeds R&D is dedicated to creating new varieties of major field crops having improved quality and productivity, either alone or in combination with other technologies. The core strategic crops of focus are cereals (wheat, barley), corn, diverse field crops (sunflower, oilseed rape, sugar beet), rice, soybean, specialty crops (including fruits, trees, nuts, vines, potatoes, cotton, plantations), sugar cane and vegetables. This includes improving tolerance to pests and other environmental stresses as well as quality characteristics such as nutritional composition, consumer appeal and shelf life.

Syngenta expects that end users such as livestock feeders, grain processors, food processors and other partners in the food chain will continue to demand specific qualities in the crops they use as inputs. Working with state-of-the-art breeding techniques, Syngenta is building one of the most extensive germplasm libraries in the world. This diversity, combined with Syngenta's expertise, is expected to enable Seeds R&D to contribute significantly to Syngenta's growth.

Syngenta's biotechnology activities primarily take place at two sites. In Beijing, China, Syngenta focuses on early-stage evaluation of genetically modified traits, while at Research Triangle Park, NC, USA, Syngenta works on both research and development of key native and genetically modified traits. These two main sites, supported by smaller laboratories around the world, work together to significantly progress Syngenta's biotechnology capability.

Biofuels are an important market for corn and sugar cane growers. Approval of ENOGEN® in the US, Syngenta's corn amylase trait and first approved corn output trait worldwide, allows corn to be more easily digested during the biofuel preparation process. PLENE® is Syngenta's solution which is revolutionizing how sugarcane is grown and provides growers with quality and yield benefits. Both solutions provide reduced carbon footprint benefits.

In addition to general research and development agreements with other companies and academic institutions around the world, Syngenta has entered into a number of targeted alliances with other enterprises in order to further broaden its germplasm and trait base with the goal of creating more valuable products. None of these alliances are currently material to Syngenta's business, and it is difficult to predict which of these alliances is most likely to produce a successful product in the future. In most cases, royalties are payable upon commercial exploitation.

Total research and development spending in Seeds was US\$423 million in 2011, US\$410 million in 2010 and US\$364 million in 2009.

## Competitive Environment

The main competitive factor in the seeds industry remains the quality of genetics and the increasing importance of traits. Historically, competition in the seeds industry has been fragmented, with small producers competing in local markets. With the emergence of biotechnology, the seeds industry became research intensive. Technological advances requiring higher research and development spending have forced new alliances and led to industry consolidation creating greater competition in product development, marketing and pricing. This environment favors companies that have a biotechnological platform and a broad genetic range. At present, Syngenta's main competitors in the seeds business are: Monsanto, Pioneer, Vilmorin, KWS, Bayer, Dow, Ball, Sakata and Takii.

## Intellectual Property

Syngenta maintains the ownership, and controls the use, of its seeds (inbreds and varieties) and genomic-related products and processes by means of intellectual property rights, including, but not limited to, the use of patents, trademarks, licenses, trade secrets, plant variety protection certificates and contractual language placed on packaging. The level of protection varies from country to country according to local laws.



Table of Contents

Syngenta licenses certain of its intellectual property rights to third parties and also holds licenses from other parties relating to certain of Syngenta's products and processes.

Regulatory Approval

Governmental regulatory authorities perform a variety of risk assessments on genetically modified (GM) seed products to ensure the safety of the resulting plants and the food and feed derived from them. Syngenta must obtain regulatory approvals for both cultivation and for import of products thereof into key countries. Cultivation countries for Syngenta's GM seed currently include the US, Canada, Brazil, Argentina and the Philippines. Key import countries are defined based on the product and cultivation market and may include Japan, one of the largest importers of commodity crops. "Stacked" products developed through breeding to contain multiple GM traits are also subject to regulation in certain countries. Approvals in some countries are time limited and must be renewed on a periodic basis to ensure that each product adheres to current regulatory standards. Some countries also require safety monitoring and insect resistance management after product commercialization. Additionally, registration of new plant varieties, whether transgenic or not, is required in most countries, with the notable exception of the US.

Government regulations and the politics that influence them vary widely among jurisdictions and change often. Obtaining necessary regulatory approvals is time consuming and costly; there can be no guarantee of approval timelines, and data requirements for approval continue to increase.

## Table of Contents

### BUSINESS DEVELOPMENT

From improved food to biofuels, biotechnology holds enormous promise for humanity. Biotechnology has had a significant impact on agriculture, however, the products introduced to date only hint at the benefits that are possible for growers and consumers alike. With its strong research capabilities, intellectual property and leadership across multiple areas of agribusiness, Syngenta believes it is well positioned to realize the potential of this science.

The Business Development segment is built around a core of independent business teams with responsibilities for specific markets. The mission of Business Development is to capitalize upon Syngenta's considerable strengths and marshal the resources needed to take Syngenta to the forefront of commercial biotechnology.

Business Development directs early stage research and technology expenditures as well as expenditures for development and marketing activities to create new business opportunities. This focus allows Syngenta to identify the best new ideas in biotechnology.

#### Products in Development

Syngenta expects future income to arise from new product development, licensing and other partnership arrangements. To drive near term success, Business Development has put emphasis on the acceleration of new agronomic traits, also investing significantly in a new US genetics research facility, and the commercialization of close-to-market projects that are aligned with the strengths of the Syngenta Crop Protection and Seeds businesses.

Syngenta achieved approval of its proprietary ENOGEN® corn amylase, which improves the productivity of ethanol plants, from both the US Food and Drug Administration and the USDA, as well as from regulatory authorities in Japan, Canada, New Zealand, Mexico and the Philippines. Development in plant testing continued in 2011.

Syngenta also continued to focus on further developments in breeding and transformation activities, especially on corn and sugar cane in Latin America, with the long term strategy of enhancing the product portfolio offered to farmers and introducing new genetically modified varieties.

#### Production

Business Development is producing corn amylase via contracts with growers under a USDA permit.

#### Research and Development

Syngenta's primary center for agricultural genomics and biotechnology research is in Research Triangle Park in the United States. This research facility has recently been complemented with the move to a new permanent biotechnology research facility in Beijing, China that performs early stage evaluation of genetically modified traits. In-house work is complemented and strengthened through numerous alliances and collaborations.

The following are key capabilities in developing transgenic crops:

- Ability to find useful genes: Syngenta is capitalizing on its pioneering work in mapping the rice genome and also accessing external sources through its collaborations with various university laboratories around the world.
- Plant transformation: This is the process of introducing new genes into the existing genetic constitution of plants. Pioneering work in this area is done in Syngenta's research center in Research Triangle Park in the United States.



## Table of Contents

- Use of marker genes: There has been significant public and regulatory debate over the use of microbial antibiotic resistance as a marker technology. Syngenta has developed and patented an alternative sugar based system trademarked “Positech™” that is widely used by researchers.
- Trait expression: This is the process of regulating genes to achieve various levels of expression in different tissues. This is achieved through specialized promoter DNA sequences.

All biotechnology products are subject to intense regulatory scrutiny and Syngenta conducts extensive studies to ensure products are safe for both consumers and the environment. An extensive Syngenta network of regulatory specialists around the world ensures continued dialogue and compliance with the authorities regarding regulatory dossier submissions, insect resistance management programs and participation in further development of the biotech regulatory framework.

Total research and development spend for Business Development was US\$80 million in 2011, US\$67 million in 2010 and US\$80 million in 2009.

Syngenta’s Business Development segment has entered into a number of targeted alliances with other enterprises in order to broaden further Syngenta’s research and development scope. None of these alliances are currently material to Syngenta’s business, and it is difficult to predict which of these alliances is most likely to produce a successful product in the future. In most cases, royalties are payable upon commercial exploitation.

The list below is a sample of the alliances in which Syngenta’s Business Development segment is currently engaged:

- Queensland University of Technology – Biofuels, with concentration on development of sugar cane transformation and gene expression tools.
- Proteus S.A. – Biofuels, focusing on discovery and evolution of proprietary enzymes in the processing of biofuels.
- Chromatin, Inc. – Gene stacking, exclusive use of their unique gene stacking technology in sugarcane.
- Institute for Genetics and Developmental Biology, Beijing, China – Yield, drought trait gene discovery.

## Principal Markets

The market environment for products enhanced through biotechnology is complex. In the Americas, Australia and Asia, benefits such as better protection from pests and improved farming efficiency have been realized and the technology widely accepted. Although there has been progress recently in the European market, consumer opinion is mixed and the regulatory framework remains stalled.

## Competitive Environment

In addition to Syngenta, the major investors in biotechnology are the other main crop protection and seed companies: Monsanto, Pioneer, Bayer, BASF and Dow. The majority of the transgenic products commercialized to date are traits that improve performance and farming efficiency in major world crops such as corn, soybean, cotton and canola (input traits). As a result, companies having access to germplasm as a platform for trait commercialization have a key competitive advantage. In the future, Syngenta expects that increased emphasis will be placed on developing products that provide benefits to food and feed processors, fuel production, retail trade and consumers (output traits). One future competitive advantage is expected to be the ability to develop partnerships to allow delivery of biotechnology traits to the target market sectors. In the future, Syngenta’s move into new markets may result in other companies

becoming competitors including, for example, major companies such as DSM, Novozymes and Danisco.



Table of Contents

Intellectual Property

Intellectual property laws protect products developed through biotechnology in the countries in which they are made and marketed. Syngenta takes advantage of the full spectrum of intellectual property laws, including utility patents, plant variety protection certificates, plant breeders' rights, plant patents, trade secrets, and trademarks. The level and type of protection varies from country to country according to local laws and international agreements. Syngenta has one of the broadest patent and trademark portfolios in the industry. In addition to income from development and commercialization of transgenic products, income is generated from licensing arrangements. Syngenta respects the intellectual property rights of others and will defend its intellectual property rights as necessary.

Government Regulation

The field-testing, production, import, marketing and use of Syngenta's products are subject to extensive regulation and numerous government approvals. Registration and re-registration procedures apply in all major markets.

Products must obtain governmental regulatory approval prior to marketing. The regulatory framework for such products is designed to ensure the protection of the consumer, the grower and the environment. Examples of the regulatory bodies governing the science include the US Environmental Protection Agency and the US Food and Drug Administration.

Regulatory bodies can require ongoing review of products derived from biotechnology based upon many factors including the need for insect resistance management. Even after approval, products can be reviewed with the goal of ensuring that they continue to adhere to all standards, which may have changed or been added to since the product was initially approved. This type of ongoing review applies in most major markets.

Government regulations, regulatory systems, and the politics that influence them vary widely among jurisdictions. Obtaining necessary regulatory approval is time consuming and costly, and there can be no guarantee of the timing or success in obtaining approvals.

## Table of Contents

### Integrated Crop Strategy

Syngenta announced in February 2011 its new strategy to integrate its commercial operations across Crop Protection and Seeds on a global crop basis and to develop fully integrated product and service offers. Syngenta regards itself as uniquely positioned to address the increasing complexity of the challenges facing farmers. Under this strategy, Syngenta is building on the combined strength of its Crop Protection and Seeds businesses to develop an expanded crop-based product pipeline and local go-to-market strategies. R&D in Crop Protection and Seeds is being re-organized so that it can work more closely together to generate crop-specific combined genetic and chemical solutions for growers.

Integration activities commenced in 2011, with full integration of global commercial operations for Crop Protection and Seeds expected to be complete by mid-2012. The integration of commercial operations includes the creation of a new business model consisting of 19 territories with a strategic crop focus. The territories will be grouped under the four geographic regions against which Syngenta currently reports. In addition, crop teams have been appointed for each of eight global crops: cereals (wheat, barley), corn, diverse field crops (sunflower, oilseed rape, sugar beet), rice, soybean, specialty crops (high-value crops where Syngenta has a Crop Protection but no current Seeds offer, e.g. fruits, trees, nuts, vines, potatoes, cotton, plantations), sugar cane and vegetables. These crop teams will work alongside territory and regional management to develop and maximize an integrated product and services offer by crop.

As a result of the integration of the commercial teams and product offer, Syngenta will combine Crop Protection and Seeds, excluding the lawn and garden business included therein, on an integrated basis segmented by region. The components of Syngenta's lawn & garden business in the Crop Protection or Seeds segments will be combined into a new Lawn & Garden segment. These new segments will reflect the organizational and management structure of Syngenta that is in the process of being implemented. Reporting under this new segment structure is expected to begin by mid-2012 when the integration is completed. Syngenta is also in the process of modifying its information gathering and reporting systems to provide financial and other data under the new segment structure.

### Recently Launched Integrated Products

PLENE® is a revolutionary technology for sugar cane in Brazil, combining chemistry, plant genetics and mechanical technology to provide an integrated cane planting solution.

TEGRA™ is a solution for rice growers in Asia, consisting of high quality seeds coated with seed treatment and a new system to mechanically transplant seedlings and thereby reduce labor input.

Table of Contents

## Organizational Structure

The following are the significant legal entities in the Syngenta group of companies (the “Group”). Please refer to Note 2, “Accounting Policies”, to the consolidated financial statements in Item 18 for the appropriate consolidation method applied to each type of entity.

| Country                               | Percentage owned by Syngenta | Local Currency | Share capital in local currency | Function of company               |
|---------------------------------------|------------------------------|----------------|---------------------------------|-----------------------------------|
| <b>Argentina</b>                      |                              |                |                                 |                                   |
| Syngenta Agro S.A.                    | 100                          | % ARS          | 918,269,877                     | Sales/Production                  |
| <b>Bermuda</b>                        |                              |                |                                 |                                   |
| Syngenta Reinsurance Ltd.             | 100                          | % USD          | 120,000                         | Insurance                         |
| <b>Brazil</b>                         |                              |                |                                 |                                   |
| Syngenta Proteção de Cultivos Ltda.   | 100                          | % BRL          | 1,172,924,609                   | Sales/Production/Research         |
| <b>Canada</b>                         |                              |                |                                 |                                   |
| Syngenta Crop Protection Canada, Inc. | 100                          | % CAD          | –                               | Sales/Research                    |
| <b>France</b>                         |                              |                |                                 |                                   |
| Syngenta Seeds S.A.S.                 | 100                          | % EUR          | 50,745,240                      | Sales/Production/Development      |
| Syngenta Agro S.A.S.                  | 100                          | % EUR          | 22,543,903                      | Sales                             |
| <b>Germany</b>                        |                              |                |                                 |                                   |
| Syngenta Agro GmbH                    | 100                          | % EUR          | 2,100,000                       | Sales                             |
| <b>Italy</b>                          |                              |                |                                 |                                   |
| Syngenta Crop Protection S.p.A.       | 100                          | % EUR          | 5,200,000                       | Sales/Production/Development      |
| <b>Japan</b>                          |                              |                |                                 |                                   |
| Syngenta Japan K.K.                   | 100                          | % JPY          | –                               | Sales/Production/Research         |
| <b>Liechtenstein</b>                  |                              |                |                                 |                                   |
| Syntonia Insurance AG                 | 100                          | % USD          | 14,500,000                      | Insurance                         |
| <b>Mexico</b>                         |                              |                |                                 |                                   |
| Syngenta Agro, S.A. de C.V.           | 100                          | % MXN          | 157,580,000                     | Sales/Production/Development      |
| <b>Netherlands</b>                    |                              |                |                                 |                                   |
| Syngenta Seeds B.V.                   | 100                          | % EUR          | 488,721                         | Holding/Sales/Production/Research |
| Syngenta Finance N.V.                 | 100                          | % EUR          | 45,000                          | Finance                           |
| Syngenta Treasury N.V.                | 100                          | % EUR          | 45,001                          | Holding/Finance                   |
| <b>Panama</b>                         |                              |                |                                 |                                   |
| Syngenta S.A.                         | 100                          | % USD          | 10,000                          | Sales                             |
| <b>Russian Federation</b>             |                              |                |                                 |                                   |
| OOO Syngenta                          | 100                          | % RUB          | 895,619,000                     | Sales                             |
| <b>Singapore</b>                      |                              |                |                                 |                                   |
| Syngenta Asia Pacific Pte. Ltd.       | 100                          | % SGD          | 1,588,023,595                   | Holding/Sales                     |
| <b>Switzerland</b>                    |                              |                |                                 |                                   |
| Syngenta Supply AG                    | 100                          | % CHF          | 250,000                         | Sales                             |
| Syngenta Crop Protection AG(1)        | 100                          | % CHF          | 257,000                         | Holding/Sales/Production/Research |
| Syngenta Agro AG                      | 100                          | % CHF          | 2,100,000                       | Sales/Production/Research         |
| Syngenta Finance AG(1)                | 100                          | % CHF          | 10,000,000                      | Finance                           |
| Syngenta Participations AG(1)         | 100                          | % CHF          | 25,000,020                      | Holding                           |
| <b>United Kingdom</b>                 |                              |                |                                 |                                   |

Edgar Filing: SYNGENTA AG - Form 20-F

|                               |     |       |            |                             |
|-------------------------------|-----|-------|------------|-----------------------------|
| Syngenta Limited<br>USA       | 100 | % GBP | 85,000,000 | Holding/Production/Research |
| Syngenta Crop Protection, LLC | 100 | % USD | 100        | Sales/Production/Research   |
| Syngenta Seeds, Inc.          | 100 | % USD | –          | Sales/Production/Research   |
| Syngenta Corporation          | 100 | % USD | 100        | Holding/Finance             |

(1) Direct holding of Syngenta AG.

Table of Contents

## Property, Plants and Equipment

Syngenta's principal executive offices are located in Basel, Switzerland. Syngenta's businesses operate through a number of offices, research facilities and production sites. The following is a summary of Syngenta's principal properties (production sites are crop protection unless otherwise stated):

| Locations                                   | Freehold/<br>Leasehold | Approx. area<br>(thou. sq. ft.) | Principal Use                          |
|---|------------------------|---------------------------------|--|
| Rosental, Basel, Switzerland                | Freehold               | 282                             | Headquarters, global functions         |
| Monthey, Switzerland                        | Freehold               | 10,448                          | Production                             |
| Stein, Switzerland                          | Freehold               | 4,034                           | Research                               |
| Dielsdorf, Switzerland                      | Freehold               | 1,049                           | Administration, marketing              |
| Münchwilen, Switzerland                     | Freehold               | 610                             | Production                             |
| Kaisten, Switzerland                        | Freehold               | 125                             | (2) Production                         |
| St. Gabriel, Louisiana, USA                 | Freehold               | 54,663                          | Production                             |
| Cold Creek, Alabama, USA                    | Freehold               | 9,540                           | Production                             |
| Greens Bayou, Texas, USA                    | Freehold               | 5,899                           | Production                             |
| Gilroy, California, USA                     | Freehold               | 4,208                           | Production, research(1)                |
| Research Triangle Park, North Carolina, USA | Freehold               | 3,516                           | Research                               |
| Greensboro, North Carolina, USA             | Freehold               | 2,970                           | US headquarters, research              |
| Omaha, Nebraska, USA                        | Freehold               | 1,830                           | Production                             |
| Pasco, Washington, USA                      | Freehold               | 1,742                           | Production(1)                          |
| Lone Tree, Iowa, USA                        | Freehold               | 1,307                           | Production(1)                          |
| Minnetonka, Minnesota, USA                  | Freehold               | 120                             | Administration(1)                      |
| Jealott's Hill, Berkshire, UK               | Freehold               | 26,910                          | Research                               |
| Huddersfield, West Yorkshire, UK            | Freehold               | 10,756                          | Production                             |
| Grangemouth, Falkirk, UK                    | Freehold               | 904                             | Production                             |
| Enkhuizen, The Netherlands                  | Freehold               | 3,537                           | Administration, research, marketing(1) |
| Andijk, The Netherlands                     | Freehold               | 1,292                           | Research(1)                            |
| Aigues-Vives, France                        | Freehold               | 1,539                           | (3) Production                         |
| St Pierre, France                           | Freehold               | 1,507                           | Production                             |
| Nérac, France                               | Freehold               | 587                             | Production(1)                          |
| Landskrona, Sweden                          | Freehold               | 8,073                           | Research, production and marketing(1)  |
| Seneffe, Belgium                            | Freehold               | 2,476                           | Production                             |
| Pelpor, Portugal                            | Freehold               | 1,884                           | Production, research(1)                |
| Mezotur, Hungary                            | Freehold               | 1,292                           | Production(1)                          |
| Hillscheid, Germany                         | Freehold               | 1,175                           | Administration, research(1)            |
| Paulinia, Brazil                            | Freehold               | 6,860                           | Production                             |
| Jalapa, Guatemala                           | Freehold               | 4,418                           | Production, research(1)                |
| Amatitlan, Guatemala                        | Freehold               | 3,120                           | Production(1)                          |
| Kapok, Guatemala                            | Freehold               | 2,045                           | Production, research(1)                |
| San Jose Pinula, Guatemala                  | Freehold               | 1,655                           | Production(1)                          |
| Nantong, China                              | Leasehold              | 1,496                           | Production                             |
| Beijing, China                              | Leasehold              | 272                             | Research(1)                            |
| Goa, India                                  | Freehold               | 8,678                           | Production, research                   |
| Koka, Ethiopia                              | Leasehold              | 9,687                           | Production(1)                          |
| Pollen, Kenya                               | Leasehold              | 4,843                           | Production(1)                          |
| Thika, Kenya                                | Leasehold              | 3,013                           | Production(1)                          |

- (1) Used for Seeds business.
- (2) Surface area of building/factory that Syngenta owns; land (143 thousand square feet) is owned by a third party.
- (3) Only 876 thousand square feet are currently used and developed.

Table of Contents

Please also see Item 4 “Information on the Company—Business Overview” for a description of the products produced at the various properties listed above.

Capacity Expansion Program

In support of the roll-out in Asia of Syngenta’s technology offer, construction was completed in 2011 of a \$25 million hybrid seed corn processing facility in Indonesia having 6,000 metric tons of annual capacity. Syngenta is also near completion of an expansion in Phillipines, which will more than double its annual hybrid corn seed capacity there from 2,000 metric tons to over 4,000 metric tons.

In order to meet growing demand for corn in the European market, a project has commenced at Syngenta’s Meztotur site in Hungary to double its seed processing and storage capacity. The project is expected to cost \$38 million and, when completed in summer 2012, will increase annual capacity at the site by 8,000 metric tons.

To meet increasing demand for the new PLENE® technology for sugar cane, Syngenta is constructing a production facility in Brazil, currently expected to cost \$85 million and scheduled for completion in 2012.

ITEM 4A — UNRESOLVED STAFF COMMENTS

None.

Table of Contents

ITEM 5 — OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Introduction

The following discussion includes forward-looking statements subject to risks and uncertainty. See "Cautionary statement regarding forward-looking statements" at the end of this document. This discussion also includes non-GAAP financial data in addition to GAAP results. See Appendix A to this section and Note 2 to the financial highlights in Item 3 for a reconciliation of this data and explanation of the reasons for presenting such data.

Constant exchange rates

Approximately 61 percent of Syngenta's sales and 70 percent of Syngenta's costs in 2011 were denominated in currencies other than US dollars. Therefore, Syngenta's results for the period covered by the review were significantly impacted by the movements in exchange rates. Sales in 2011 were 14 percent higher than 2010 on a reported basis, but were 12 percent higher when calculated at constant rates of exchange. The Company therefore provides analysis of results calculated at constant exchange rates (CER) and also actual results to allow an assessment of performance before and after taking account of currency fluctuations. To present CER information, current period results for entities reporting in currencies other than US dollars are converted into US dollars at the prior period's exchange rates, rather than the exchange rates for this year. An example of this calculation is included in Appendix A of this section.

Overview

Syngenta is a world leading agribusiness operating in the Crop Protection and Seeds businesses. Crop Protection chemicals include herbicides, insecticides and fungicides to control weeds, insect pests and diseases in crops, and are essential inputs enabling growers around the world to improve agricultural productivity and food quality. Many of these products also have application in the professional products and lawn and garden sectors in areas such as public health and turf and ornamental markets. The Seeds business operates in high value commercial sectors: seeds for field crops including corn, soybean, other oilseeds and sugar beet as well as vegetable and flower seeds. Syngenta also has a Business Development segment, which is engaged in the development of enzymes and traits with the potential to enhance agronomic, nutritional and biofuel properties of plants. Syngenta aims to be the partner of choice for its grower customers with an unparalleled product offer and innovative marketing, creating value for customers and shareholders.

Syngenta's results are affected, both positively and negatively, by, among other factors: general economic conditions; weather conditions, which can influence the demand for certain products over the course of a season; commodity crop prices and exchange rate fluctuations. Government measures, such as subsidies or rules regulating the use of agricultural products, genetically modified seeds, or areas allowed to be planted with certain crops, also can have an impact on Syngenta's industry. Syngenta's results are also affected by the growing importance of biotechnology to agriculture and the use of genetically modified crops. In future years, climate change may have both positive and negative impacts on Syngenta's results. Climate change may make growing certain crops more or less viable in different geographic areas, but is not likely to reduce overall demand for food and feed. Syngenta currently sells and is developing products to improve the water productivity of plants and increase tolerance to drought and heat. Legislation may be enacted in the future that limits carbon dioxide emissions in the manufacture of Syngenta's products or increases the costs associated with such emissions. Syngenta works actively to make its production operations more energy efficient and to reduce the rate of carbon dioxide emissions per unit of operating income.

Syngenta operates globally to capitalize on its technology and marketing base. Syngenta's largest markets are Europe, Africa and the Middle East, and North America<sup>1</sup>, which represent approximately 32 percent and 28 percent respectively of consolidated sales in 2011 (2010: 31 percent and 29 percent). Both sales and operating profit are seasonal and are weighted towards the first half of the calendar year,

<sup>1</sup> Comprising the USA and Canada





## Table of Contents

which largely reflects the northern hemisphere planting and growing cycle. Latin America's main selling season is in the second half of the year due to its location in the southern hemisphere. Sales growth in Latin America over the past several years has resulted in the region's 2011 sales exceeding 25 percent of consolidated sales and consequently reduced the weighting of overall sales and operating profit in the first half.

Syngenta's most significant manufacturing and research and development sites are located in Switzerland, the United Kingdom (UK), the United States of America (USA or US) and India. Syngenta's primary center for agricultural genomics and biotechnology research is in the USA, complemented by a new biotechnology research facility in Beijing, China.

References in this document to market share estimates are based where possible on Agriservice Industry information provided by a third party or on information published by major competitors and are supplemented by Syngenta marketing staff estimates.

The consolidated financial statements in Item 18 are presented in US dollars, as this is the major currency in which revenues are denominated. However, significant, but differing proportions of Syngenta's revenues, costs, assets and liabilities are denominated in currencies other than US dollars. Approximately 18 percent of sales in 2011 were denominated in Euros, while a significant proportion of costs for research and development, administration, general overhead and manufacturing were denominated in Swiss francs and British pounds sterling (approximately 23 percent in total). Sales in Swiss francs and British pounds sterling together made up approximately 3 percent of total sales. Marketing and distribution costs are more closely linked to the currency split of the sales. As a result, operating profit in US dollars can be significantly affected by movements in exchange rates, in particular movements of the Swiss franc, British pound sterling and the Euro, relative to the US dollar, and the relative impact on operating profit may differ from that on sales. The effects of currency fluctuations within any one year have been reduced by risk management strategies such as hedging. For further information on these strategies please refer to Notes 27 and 29 of the consolidated financial statements in Item 18.

The consolidated financial statements in Item 18 are based upon Syngenta's accounting policies and, where necessary, the results of management estimations. Syngenta believes that the critical accounting policies and estimations underpinning the financial statements are in the areas of (i) impairment, (ii) adjustments to revenue and trade receivables, (iii) environmental provisions, (iv) defined benefit post-employment benefits, including pension asset ceiling, (v) deferred tax assets, (vi) uncertain tax positions and (vii) foreign currency translation of intercompany funding. These policies are described in more detail in Note 2 to the consolidated financial statements in Item 18.

## Summary of results

Net income in 2011 was 14 percent higher than 2010 mainly due to strong sales volume growth in both Crop Protection and Seeds and a broadly maintained operating income margin. Sales in 2011 were 14 percent higher, 12 percent at constant exchange rates, with 11 percent growth in sales volumes and an additional 1 percent from higher local currency sales prices. Sales price increases were achieved in both Crop Protection and Seeds, with Crop Protection prices having increased by 4 percent in the second half of the year after a 2 percent decline in the first half. In Seeds, operating income as a percentage of sales improved by 5 percentage points, 4 percentage points excluding restructuring and impairment, with a 2 percentage point improvement in gross profit margin from increased royalty income, higher sales prices and a further product mix improvement in the corn portfolio. Cash flow from operating activities reached a new high of US\$1,871 million, US\$164 million higher than 2010 from higher operating income and a lower ratio of trade working capital (trade accounts receivable plus inventories less trade payables) to sales. In the light of continuing strong cash flow generation, and subject to shareholder approval, the Company proposes to increase the dividend to CHF 8.00 per share from CHF 7.00 per share paid in 2011 and, in addition, currently plans to repurchase shares in 2012 for an amount of US\$200 million.



Table of Contents

Crop Protection sales increased by 14 percent, an increase of 12 percent at constant exchange rates. Sales volume was 11 percent higher and local currency sales prices were 1 percent higher. Price increases in Latin America offset a first half decline in North America; second half prices in North America were higher than the comparable 2010 period. Sales volume grew strongly in all four regions.

Seeds sales also increased by 14 percent, 12 percent higher at constant exchange rates from 9 percent higher sales volume and 3 percent higher local currency sales prices, with increases in all product lines except Flowers, which was impacted by the weak economic environment. The full year effect in 2011 of the Maribo acquisition completed in 2010 and the full consolidation of Greenleaf Genetics in 2011 contributed 4 percent to volume growth.

Gross profit margin for Syngenta in 2011 decreased by 0.4 percent, due to the adverse impact on cost of goods sold in Crop Protection from the stronger Swiss franc. At constant exchange rates, gross profit margin was approximately 0.6 percent higher in 2011 than 2010, with increases in both Crop Protection and Seeds.

Marketing and distribution expenses increased by 13 percent, 10 percent at constant exchange rates, due to the higher sales volume, increased expenditures in emerging markets, increased charges for potential bad debts and higher accrued employee incentives, which together more than offset savings generated by the restructuring program described below. Research and development expense was 9 percent higher, 4 percent at constant exchange rates, with increases particularly in Crop Protection and Business Development. General and administrative increased by 9 percent including higher exchange rate hedging gains of US\$177 million compared to US\$30 million in 2010. Excluding currency effects, General and administrative increased by 13 percent mainly due to higher information systems and litigation costs and increased accrued employee incentives. Restructuring and impairment expenses, excluding those reported in Cost of goods sold, were US\$72 million higher due to the first year costs of the program announced in February 2011 to integrate the commercial operations of Crop Protection and Seeds. Restructuring and impairment is reported net of the gain on divestment of the Materials Protection business, reported within Crop Protection. Net financial expense was US\$24 million higher than 2010 mainly due to higher net foreign currency losses. The tax rate remained broadly flat at around 16 percent.

Together, these factors resulted in net income attributable to Syngenta AG shareholders increasing by 14 percent over 2010 and diluted earnings per share increasing by 15 percent.

Comparing 2010 to 2009, net income in 2010 was broadly flat, 1 percent lower than 2009, with strong sales volume growth in both Crop Protection and Seeds and cost of goods savings offsetting lower sales prices in Crop Protection. Seeds operating income as a percentage of sales improved by 2 percentage points, with a 1 percentage point improvement in gross profit margin from an increase in the weighting of proprietary triple stack seed in the corn portfolio. In Crop Protection, operating income as a percentage of sales declined by 2 percent with lower local currency sales prices, increased expenditures in Research and development and emerging markets and the favorable outcome of a legal dispute in 2009. Sales in 2010 were 6 percent higher than 2009, 4 percent at constant exchange rates. Sales growth accelerated from 1 percent in the first half to 13 percent in the second and, at constant exchange rates, from a first half decline of 3 percent to second half growth of 14 percent. Gross profit margin in 2010 increased by 0.3 percent, with an improvement in Seeds partially offset by a lower margin in Crop Protection. The improvement in the Seeds gross profit margin largely reflected a continued increase in the weighting of proprietary triple stack corn seeds in the portfolio. In Crop Protection, the negative impact of the lower local currency sales prices was partially offset by raw material cost savings. Marketing and distribution expenses increased by 5 percent, 4 percent at constant exchange rates, from increased spending in emerging markets, particularly in Latin America. Research and development expense was 8 percent higher with increases in both Crop Protection and Seeds more than offsetting lower expenditures in Business Development. General and administrative increased by 26 percent including lower exchange rate hedging gains of US\$30 million compared to US\$109 million in 2009. Excluding currency effects, General and administrative increased by 12 percent over 2009 with increased expenditures in emerging markets,

higher information system costs and lower gains on disposal of property, plant and equipment. 2009 also benefited from a provision release following the favorable outcome of a legal dispute. Restructuring and impairment expenses, excluding those reported in cost of goods sold, were US\$29 million higher due to higher impairments and non-cash restructuring charges. Net financial expense was

Table of Contents

US\$19 million higher than 2009 mainly due to higher net interest and bank charges from financing business growth in Latin America and higher net foreign currency losses. The tax rate decreased by 1 percentage point to 16 percent. Together, these factors resulted in net income attributable to Syngenta AG shareholders and diluted earnings per share for 2010 both being close to the levels achieved in 2009.

Acquisitions, divestments and other significant transactions

In March 2011, in order to further strengthen its market position in Paraguay, Syngenta purchased 100 percent of the shares of Agrosan S.A., an agricultural distributor, together with the trademarks related to its business, for US\$32 million of cash, US\$12 million of which is deferred.

On April 13, 2011, Syngenta divested its Materials Protection business to Lanxess AG.

In March 2010, Syngenta acquired a field station in Chile and the associated contract research business by making a cash payment for the related assets. The primary reason for the acquisition was to support development projects in Syngenta's seeds businesses.

In June and December 2010, respectively, Syngenta acquired the non-controlling interests in its Golden Harvest and Garst seed businesses in the USA. The total cash paid was US\$48 million.

In July 2010, Syngenta and Dow AgroSciences, a wholly owned subsidiary of The Dow Chemical Company, announced an exclusive supply and distribution agreement under which Syngenta, on September 1, 2010, assumed responsibility for the supply and distribution of Dow AgroSciences crop protection products in the Commonwealth of Independent States (CIS).

In September 2010, Syngenta acquired 100 percent of the shares of Maribo Seed International ApS ("Maribo Seed") for a cash payment, plus contingent payments if certain sales targets are achieved. The transaction included the seed production and sales activities of the Maribo sugar beet business as well as the Maribo brand name.

In November 2010, Syngenta acquired the 50 percent equity interest in Greenleaf Genetics LLC owned by Pioneer Hi-Bred International Inc. ("Pioneer"), a subsidiary of E.I Du Pont de Nemours and Co. ("Du Pont"), which Syngenta did not already own. This transaction dissolved a joint venture between Syngenta and Pioneer and terminated certain license agreements between Syngenta and Pioneer. The acquisition and related joint venture dissolution has enabled Syngenta and Pioneer to pursue independent licensing strategies for their respective proprietary corn and soybean genetics and biotechnology traits.

Effective January 1, 2011, Syngenta granted Pioneer a non-exclusive, global license to its corn rootworm trait MIR604 (Agrisure®) for corn seed. The trait provides protection from below-ground coleopteran insects, including corn rootworm, a major corn pest in the United States and around the world.

During 2009, Syngenta completed five small acquisitions and three small divestitures, none of which were material either individually or in the aggregate. In addition, in August 2009, Syngenta acquired Monsanto's global hybrid sunflower seeds activities for a cash payment of US\$160 million, which included certain rights to receive services during the post-acquisition transition period.

In May 2009, Syngenta sold its 6.99 percent shareholding in Sakata Seeds Corp. for approximately US\$46 million.

In April 2009, Syngenta and Dow AgroSciences, a wholly owned subsidiary of The Dow Chemical Company, announced an agreement to cross license their respective corn traits for commercialization within their branded seed businesses. Syngenta received global non-exclusive licenses, with stacking rights, to Dow AgroSciences' Herculex® I

Insect Protection for broad lepidopteran control and to Herculex® RW for corn rootworm control. Dow AgroSciences received global non-exclusive licenses with stacking rights to Syngenta's Agrisure® GT trait for glyphosate tolerance, and to its insect control traits Agrisure® CB/LL for corn borer and Agrisure® RW for corn rootworm. The licenses also include access to Syngenta's Agrisure® Viptera™ trait for broad lepidoptera and to a second generation trait for corn rootworm control.

Acquisitions and divestments are described in Note 3 to the consolidated financial statements in Item 18.

Table of Contents

## Operational efficiency and integrated crop strategy restructuring programs

In 2004, Syngenta announced the operational efficiency cost saving program to realize further cost savings after completion of the integration of the former Novartis and Zeneca businesses and in response to low underlying growth in the Crop Protection markets seen at the time. In 2007, Syngenta began a further operational efficiency restructuring program to drive cost savings to offset increased expenditures in research and technology, marketing and product development in the growth areas of Seeds, Professional products and emerging country markets, targeting savings in both cost of goods sold and other operating expenses. The costs of these programs are together estimated at around US\$1,050 million in cash and up to US\$450 million in non-cash charges. Final costs under the programs are expected to be charged in 2012, with cash outflows continuing into 2013. Cash spent under the programs in 2011 and 2010 totaled US\$111 million and US\$92 million, respectively. Cumulative spending on the programs to the end of 2011 totaled US\$906 million.

Syngenta announced on February 9, 2011, a program to integrate global commercial operations for Crop Protection and Seeds. This will enable operational synergies from the commercial integration, additional cost savings from procurement and supply chain efficiencies and the presentation of an integrated product offer to grower customers. It is estimated that cash costs of approximately US\$400 million will be incurred over the period to 2014 to complete the program. During 2011, costs of US\$149 million were charged under the program, of which cash spending was US\$88 million. Cumulative costs incurred for the program through December 31, 2011 total US\$163 million.

Results of operations  
2011 compared to 2010

## Sales commentary

Syngenta's consolidated sales for 2011 were US\$13,268 million, compared to US\$11,641 million in 2010, a 14 percent increase year on year. At constant exchange rates sales grew by 12 percent. The analysis by segment is as follows:

(US\$ million, except growth %)

| Segment                   | 2011   | 2010   | Volume<br>% | Local<br>price % | Growth |               | Actual<br>% |
|---------------------------|--------|--------|-------------|------------------|--------|---------------|-------------|
|                           |        |        |             |                  | CER %  | Currency<br>% |             |
| Crop Protection           | 10,162 | 8,878  | +11         | +1               | +12    | +2            | +14         |
| Seeds                     | 3,185  | 2,805  | +9          | +3               | +12    | +2            | +14         |
| Business Development      | 1      | 23     | -95         | -                | -95    | +1            | -94         |
| Inter-segment elimination | (80 )  | (65 )  | -           | -                | -      | -             | -           |
| Total                     | 13,268 | 11,641 | +11         | +1               | +12    | +2            | +14         |

Sales by region were as follows:

(US\$ million, except growth %)

| Region                          | 2011   | 2010   | Volume<br>% | Local<br>price % | Growth |               | Actual<br>% |
|---------------------------------|--------|--------|-------------|------------------|--------|---------------|-------------|
|                                 |        |        |             |                  | CER %  | Currency<br>% |             |
| Europe, Africa and Middle East1 | 4,242  | 3,661  | +11         | +1               | +12    | +4            | +16         |
| North America1                  | 3,669  | 3,368  | +9          | -1               | +8     | +1            | +9          |
| Latin America1                  | 3,355  | 2,807  | +15         | +4               | +19    | -             | +19         |
| Asia Pacific                    | 2,002  | 1,805  | +6          | +1               | +7     | +4            | +11         |
| Total                           | 13,268 | 11,641 | +11         | +1               | +12    | +2            | +14         |



1 In 2011, Syngenta re-organized its region structure resulting in certain countries moving from one region to another and the former region “NAFTA” becoming region “North America”. For comparability purposes, 2010 region information has been adjusted to reflect the new region structure. See Note 5 to the consolidated financial statements in Item 18.

Table of Contents

## Crop Protection

Crop Protection sales increased by 14 percent to US\$10,162 million, and by 12 percent at constant exchange rates. Sales volume growth of 11 percent occurred consistently throughout the year and was broad based across all regions. Prices were 1 percent higher following increases in the second half in all regions, which more than offset weaker pricing in the first half in North America. Sales were further increased by 2 percent due to currency effects.

Sales of new products (defined as those launched since 2006) increased by 50 percent to reach US\$619 million. Sales of AVICTA®, a Seed Care nematicide for corn, soybean and cotton, grew by over 150 percent as a result of new launches on corn and soybean as well as expanded use on cotton. The cereal herbicide AXIAL® increased by approximately 30 percent, driven by launches in France and Iberia. Sales of DURIVO®, an insecticide for vegetables and rice, surpassed US\$150 million, expanding rapidly in emerging markets. Sales of the fungicide REVUS® increased by over 20 percent.

In Selective herbicides, sales increased by 13 percent, 11 percent at constant exchange rates, driven by volume increases in the European cereals market following the successful launch of AXIAL® in France and Iberia, and by good growth in both Europe and the USA in sales of CALLISTO®. Sales of Non-selective herbicides grew by 13 percent, 10 percent at constant exchange rates, mainly due to increased glyphosate-tolerant crop acreage in Latin America, which drove increased demand for TOUCHDOWN®. The broad spectrum of Syngenta's Fungicides portfolio enabled expansion on corn in North America, soybean in Latin America and rice and vegetables in Asia Pacific, resulting in sales growth of 13 percent, 10 percent at constant exchange rates. Insecticides sales grew by 21 percent, 19 percent at constant exchange rates, led by ACTARA® and DURIVO®, which continued to show strong growth in emerging markets on multiple crops. Seed Care sales exceeded US\$1 billion, up 21 percent and 18 percent at constant exchange rates, on strong volume growth in emerging markets and in developed markets in Europe. Professional products sales increased by 9 percent, 5 percent at constant exchange rates, reflecting volume growth from the golf and landscape business.

Sales volume growth was achieved in all four regions, with three regions growing by 10 percent or more; Asia Pacific sales volume grew by 8 percent. Sales in Europe, Africa and the Middle East grew across the region and notably in the emerging markets, with sales in the CIS up by more than 50 percent and good growth in South East Europe. In North America, a strong second half resulted in full-year sales volume growth of 12 percent. North American sales prices decreased by 3 percent from prior year, but in the second half of the year were 7 percent higher than the comparable prior year period. In Latin America, volume and price increases, driven by strong farm economics and broader acceptance of Syngenta's portfolio of products, resulted in an 18 percent increase in sales, 17 percent at constant exchange rates. In Asia Pacific, sales grew by 14 percent, 9 percent at constant exchange rates. Sales in emerging markets in Asia Pacific were 13 percent higher, 12 percent at constant exchange rates, as continued emphasis on the modernization of crop protection usage led to double digit growth in China, India and South East Asia.

Sales by product line are set out below:

| Product line             | (US\$ million, except growth %) |       | Volume % | Local price % | Growth |            | Actual % |
|--------------------------|---------------------------------|-------|----------|---------------|--------|------------|----------|
|                          | 2011                            | 2010  |          |               | CER %  | Currency % |          |
| Selective herbicides     | 2,617                           | 2,308 | +11      | -             | +11    | +2         | +13      |
| Non-selective herbicides | 1,117                           | 987   | +9       | +1            | +10    | +3         | +13      |
| Fungicides               | 2,998                           | 2,662 | +8       | +2            | +10    | +3         | +13      |
| Insecticides             | 1,790                           | 1,475 | +17      | +2            | +19    | +2         | +21      |
| Seed care                | 1,018                           | 838   | +17      | +1            | +18    | +3         | +21      |

Edgar Filing: SYNGENTA AG - Form 20-F

|                       |        |       |     |    |     |    |     |
|-----------------------|--------|-------|-----|----|-----|----|-----|
| Professional products | 511    | 470   | +8  | -3 | +5  | +4 | +9  |
| Others                | 111    | 138   | -17 | -4 | -21 | +2 | -19 |
| Total                 | 10,162 | 8,878 | +11 | +1 | +12 | +2 | +14 |

40

---

Table of Contents

Herbicides are products that prevent or reduce weeds that compete with the crop for nutrients, light and water. Herbicides can be subdivided into (i) selective herbicides, which are crop-specific and control weeds without harming the crop and (ii) non-selective herbicides, which reduce or halt the growth of all vegetation with which they come in contact.

Fungicides are products that prevent and cure fungal plant diseases that affect crop yield and quality.

Insecticides are products that control chewing pests such as caterpillars and sucking pests such as aphids, which reduce crop yields and quality.

Seed care products are insecticides and fungicides used to protect growth during the early stages.

Professional products are herbicides, insecticides and fungicides used in markets beyond commercial agriculture, and include a broad range of premium growing media mixes for professional flower growers.

Selective herbicides: major brands AXIAL®, CALLISTO® family, DUAL®/BICEP® MAGNUM, FUSILADE®MAX, TOPIK®

Sales increased by 13 percent, 11 percent at constant exchange rates, due to volume growth, with local currency sales prices being flat. AXIAL® grew significantly in Europe with successful new launches in France and Iberia, and the CALLISTO® family of products grew on increased European corn acreage and strong demand in the USA prompted by a favorable corn price and the need to control glyphosate resistant weeds.

Non-selective herbicides: major brands GRAMOXONE®, TOUCHDOWN®

Sales increased by 13 percent mainly due to higher volumes for TOUCHDOWN®, which showed particularly strong growth in Latin America due to increased acreage of glyphosate tolerant crops. Currency effects added 3 percent and local currency prices were increased by 1 percent. GRAMOXONE® volumes also increased during the year, most notably in North America where sales in the south benefited from growers' concerns about glyphosate resistance.

Fungicides: major brands ALTO®, AMISTAR®, BRAVO®, REVUS®, RIDOMIL GOLD®, SCORE®, TILT®, UNIX®

The 13 percent sales growth in Fungicides was driven by AMISTAR®, which grew by 14 percent during 2011, 12 percent at constant exchange rates, mostly attributable to higher volumes. The main growth area was in the USA where AMISTAR® sales grew by more than 50 percent reflecting increased application rates and the recognition of crop enhancement benefits. AMISTAR® sales grew by 24 percent in Asia Pacific due to the continued success of local marketing programs and increased adoption levels in rice.

Insecticides: major brands ACTARA®, DURIVO®, FORCE®, KARATE®, PROCLAIM®, VERTIMEC®

Sales of Insecticides increased by 21 percent, 19 percent at constant exchange rates, led once again by the broad spectrum insecticide ACTARA®, which grew by 26 percent, 24 percent at constant exchange rates, primarily driven by use on corn and soybean in Brazil as well as by the replacement of older chemistry. Sales of the recently introduced product DURIVO® grew by 86 percent to over US\$150 million largely driven by Brazil and Asia Pacific. Insecticides sales grew in all regions, with the largest contribution coming from Latin America, where sales in Brazil were up by more than 40 percent.

Seed care: major brands AVICTA®, CRUISER®, DIVIDEND®, MAXIM®, VIBRANCE®

Seed Care sales grew by 21 percent, 18 percent at constant exchange rates, to over US\$1 billion with continued strong growth in emerging markets where adoption of the technology is increasing. Sales volume increased by 17 percent and sales prices were increased by 1 percent. Expanded registrations in major markets as well as increased adoption in oilseeds resulted in sales of CRUISER® in Europe

Table of Contents

growing by more than 50 percent. Sales of AVICTA® nematicide increased largely driven by a launch on soybean and increased use on cotton in the USA, and the launch on both corn and soybean in Brazil where sales more than tripled.

Professional products: major brands FAFARD®, HERITAGE®, ICON®

Sales increased by 9 percent, 5 percent at constant exchange rates, as the launch of a new early order program and new product introductions in North America drove volume growth in golf and landscape. Growth in pest management was a result of increased pest pressure in Asia Pacific and Latin America. Local currency sales prices decreased by 3 percent.

Commentary on regional performance

(US\$ million, except growth %)

| Region                         | 2011   | 2010  | Volume % | Local price % | Growth |            | Actual % |
|--------------------------------|--------|-------|----------|---------------|--------|------------|----------|
|                                |        |       |          |               | CER %  | Currency % |          |
| Europe, Africa and Middle East | 3,046  | 2,638 | +10      | +1            | +11    | +4         | +15      |
| North America                  | 2,406  | 2,185 | +12      | -3            | +9     | +1         | +10      |
| Latin America                  | 2,955  | 2,509 | +13      | +4            | +17    | +1         | +18      |
| Asia Pacific                   | 1,755  | 1,546 | +8       | +1            | +9     | +5         | +14      |
| Total                          | 10,162 | 8,878 | +11      | +1            | +12    | +2         | +14      |

Sales increased by 15 percent in Europe, Africa and Middle East as volume increased by 10 percent, currency effects increased sales by a further 4 percent and local currency sales prices were increased by 1 percent. Volume increased in all areas of the region led by the CIS, which grew by over 50 percent, reflecting the recovery of the CIS markets and full integration of the Dow AgroSciences portfolio, and South East Europe, where volumes were more than 10 percent higher. The region also benefited from the continued success of new product launches, including AXIAL® in France and Iberia, and the expansion of CRUISER® in France and the CIS. Dry weather conditions early in the year resulted in a shift from cereal to corn acreage driving increased demand for the insecticides ACTARA® and KARATE®, and as well for CALLISTO®.

In North America, sales were 10 percent higher as volume growth of 12 percent and a favorable 1 percent currency effect were partially offset by a 3 percent decrease in prices. Sales volume was higher across all product lines, particularly in Fungicides and Insecticides. Selective herbicides experienced substantial volume growth driven by CALLISTO® and FLEX®. AMISTAR® sales were up almost 50 percent reflecting increased fungicide application rates and expanded use for crop enhancement benefits. Sales of AVICTA® nematicide Seed care almost doubled following an expansion in use on cotton and the approval for extended application on soybeans. Sales prices decreased 3 percent from 2010 to 2011 as decreases in the first half of the year caused by high channel inventories at the start of the year partially were offset by improved pricing in the second half from determined price actions.

Double digit volume growth continued in Latin America, supplemented by price increases. Despite challenging weather conditions towards the end of the fourth quarter, overall sales grew by 18 percent, 17 percent at constant exchange rates, as volume increased by 13 percent and prices were increased by 4 percent. Growth was fueled by continued favorable market sentiment, government support for agriculture and recognition by growers of Syngenta's strong product portfolio. Insecticide sales increased by over 30 percent driven by the continued success of DURIVO®, now approved for use on fruit, vegetables and soybean, and of ACTARA®, linked to the replacement of organophosphates. Strong growth also occurred in Seed care as growers continue to recognize the benefits derived from using this technology to increase yields. Sales of the Non-selective herbicide TOUCHDOWN® were also higher

due to increased glyphosate tolerant crop acreage.

In Asia Pacific, sales growth was broad-based across all product lines as growers in the region accelerate the adoption of technology. Sales increased by 14 percent, 9 percent at constant exchange rates, as volume grew by 8 percent and local currency prices were increased by 1 percent. Sales in China were up 11 percent at constant exchange rates reflecting the successful launch of DURIVO® as well as

Table of Contents

significantly expanded Seed care adoption rates and increased AMISTAR® volume. Sales growth was particularly strong in South East Asia due to continued government support to growers, high rice prices and favorable weather conditions.

**Seeds**

Seeds sales grew by 14 percent, driven by strong growth in Corn & Soybean, particularly in North America and Latin America, and Diverse Field Crops in Europe and Latin America. Reported sales volume growth was 9 percent and prices were increased by 3 percent. Favorable currency movements further increased sales by 2 percent.

| Product line        | (US\$ million, except growth %) |       | Volume % | Local price % | Growth |            | Actual % |
|---------------------|---------------------------------|-------|----------|---------------|--------|------------|----------|
|                     | 2011                            | 2010  |          |               | CER %  | Currency % |          |
| Corn & Soybean      | 1,470                           | 1,281 | +11      | +3            | +14    | +1         | +15      |
| Diverse Field Crops | 676                             | 524   | +23      | +3            | +26    | +3         | +29      |
| Vegetables          | 703                             | 663   | -        | +4            | +4     | +2         | +6       |
| Flowers             | 336                             | 337   | -2       | -1            | -3     | +3         | -        |
| Total               | 3,185                           | 2,805 | +9       | +3            | +12    | +2         | +14      |

Corn & Soybean: major brands AGRISURE®, GARST®, GOLDEN HARVEST®, NK®

Sales grew strongly in Latin America, the USA and the CIS, resulting in an overall increase of 15 percent, 14 percent at constant exchange rates. Volume grew by 11 percent and local currency prices were increased by 3 percent. Latin America sales increased by 38 percent in a rapidly expanding market, mostly due to higher volumes reflecting the advancement of Syngenta's portfolio, the rapid adoption rate of AGRISURE® VIPTERATM and the benefits of Syngenta's integrated sales force. In the USA, sales growth was double digit mainly due to increased volume driven by continued improvement in corn germplasm and trait performance. Increased corn acreage in Europe resulted in volume growth. Sales declined in Asia Pacific as strong volume growth in South Asia was offset by over-supply in the market in South East Asia.

Diverse Field Crops: major brands NK® oilseeds, HILLESHÖG® sugar beet

Sales increased by 29 percent on strong underlying volume growth supplemented by increased sales prices and favorable currency movements. Growth was particularly strong in emerging markets, where volumes increased by more than 30 percent. Syngenta estimates that it gained market share in sunflower in Russia, Ukraine and Argentina as these countries shift towards high value genetics. Sugar beet sales continued to grow reflecting the successful integration of the Maribo acquisition, which increased Diverse Field Crop sales by 9 percent. Oilseed rape sales decreased due to lower acreage in Europe resulting from adverse weather conditions.

Vegetables: major brands DULCINEA®, ROGERS®, S&G®, Zeraim Gedera®

Sales grew by 6 percent as prices were increased by 4 percent and currency movements contributed 2 percent. Sales volume was flat as growth in emerging markets, driven primarily by demand for peppers and tomatoes, was offset by declines in developed markets, particularly North America. Sales in Europe, Africa and Middle East grew 10 percent, 6 percent at constant exchange rates, with a strong first half in Europe resulting from favorable weather conditions that partially was offset by a decline in the second half largely caused by the deteriorating economic situation. In the USA, adverse weather conditions and high opening inventories in the processed sector resulted in lower sales volume.

Flowers: major brands GoldFisch®, Goldsmith Seeds, Yoder®



Sales were flat as 3 percent growth from favorable currency movements was offset by a 2 percent volume decline and a 1 percent decrease in prices. The continued challenging economic environment impacted sales, most notably in the second half. Asia showed moderate growth driven by Japan.

Table of Contents

## Commentary on regional performance

(US\$ million, except growth %)

| Region                         | 2011  | 2010  | Volume % | Local price % | Growth |            | Actual % |
|--------------------------------|-------|-------|----------|---------------|--------|------------|----------|
|                                |       |       |          |               | CER %  | Currency % |          |
| Europe, Africa and Middle East | 1,235 | 1,047 | +11      | +3            | +14    | +4         | +18      |
| North America                  | 1,291 | 1,203 | +6       | +1            | +7     | -          | +7       |
| Latin America                  | 410   | 306   | +24      | +10           | +34    | -          | +34      |
| Asia Pacific                   | 249   | 249   | -5       | +4            | -1     | +1         | -        |
| Total                          | 3,185 | 2,805 | +9       | +3            | +12    | +2         | +14      |

Sales increased by 18 percent in Europe, Africa and Middle East mainly due to strong volume growth in Diverse Field Crops and increased corn acreage. Local currency sales prices were increased by 3 percent, with increases in all product lines except Flowers, where local currency prices were marginally lower. Currency movements increased reported sales in the region by 4 percent.

In North America, sales grew by 7 percent as increased volume in Corn & Soybean more than offset volume declines in Vegetables and Flowers.

Sales grew by 34 percent in Latin America led by Corn & Soybean, which showed strong volume and price growth as customers adopted Syngenta's corn and soybean technology and in sunflowers within Diverse Field Crops in Argentina.

In Asia Pacific, sales were flat as increases in Vegetables in South Asia and China were offset by lower Corn & Soybean sales in an over-supplied market in South East Asia.

## Operating income

Variances in the tables below reflect the profit impact of changes year on year. For example, an increase of sales or a decrease in costs is a positive variance and a decrease in sales or increase in costs is a negative variance.

| Operating Income/(loss) (US\$ million) | 2011   | 2010  | Actual % |
|--|--------|-------|----------|
| Crop Protection                        | 1,906  | 1,738 | +10      |
| Seeds                                  | 273    | 120   | +128     |
| Business Development                   | (115 ) | (91 ) | -        |
| Inter-segment profit elimination       | (13 )  | 26    | -        |
| Total                                  | 2,051  | 1,793 | +14      |

Operating income increased by 14 percent to US\$2,051 million due to strong sales growth in both Crop Protection and Seeds. The ratio of operating income to sales was broadly flat with 2010, but approximately 1 percent higher at constant exchange rates. The ratio declined slightly in Crop Protection following increased charges for Restructuring and impairment, but increased by 5 percent in Seeds as gross profit margin improved by 2 percentage points and sales growth exceeded the growth rate of cost categories below gross profit.

Currency movements increased sales by 2 percent; at constant exchange rates, sales grew by 12 percent with sales volumes 11 percent higher from increases in both Crop Protection and Seeds, and overall local currency sales prices 1 percent higher. Gross profit margin was 1 percent lower, adversely impacted by the strength of the Swiss franc on cost of goods sold, and at constant exchange rates was approximately 1 percent higher than 2010. Marketing and distribution costs increased by 13 percent, 10 percent at constant exchange rates, with increased expenditures in

emerging markets, particularly Latin America, higher variable costs from the 11 percent higher sales volumes, some increase in charges to bad debt provisions compared to 2010 and increased employee incentive costs, together more than offsetting first-year savings from the program to integrate Crop Protection and Seeds commercial operations. Research and development expense increased by 9 percent, 4 percent at constant exchange rates, with higher expenditures in Crop Protection and Business Development.

Table of Contents

General and administrative was 9 percent higher than in 2010. General and administrative is reported net of the result of currency hedging programs, which in 2011 was a net gain of US\$177 million, US\$147 million more than in 2010. At constant exchange rates, general and administrative was 13 percent higher with increased information system costs and amortization, higher litigation costs and employee incentive costs more than offsetting savings from the ongoing restructuring programs. Restructuring and impairment, including the portion recorded in cost of goods sold, is described in Note 6 to the consolidated financial statements in Item 18 and increased by US\$67 million in 2011 to US\$245 million mainly due to costs incurred on the restructuring program announced in February 2011 to integrate the commercial operations of Crop Protection and Seeds.

Excluding the impact of hedging, the favorable impact on sales of a weaker average US dollar in 2011 was more than offset by the adverse impact on costs, particularly from the stronger Swiss franc. Taken together with the US\$147 million higher net favorable result from the hedging program for forecast foreign currency transactions (“EBITDA program”), the overall impact of exchange rate movements on operating income compared to 2010 was an adverse US\$91 million.

## Crop Protection operating income

|                                 | Total as reported under IFRS |          | Restructuring and impairment |        | Before restructuring and impairment <sup>1</sup> |          | Growth   |       |
|---------------------------------|------------------------------|----------|------------------------------|--------|--|----------|----------|-------|
|                                 | 2011                         | 2010     | 2011                         | 2010   | 2011   | 2010     | Actual % | CER % |
| (US\$ million, except growth %) |                              |          |                              |        |  |          |          |       |
| Sales                           | 10,162                       | 8,878    | –                            | –      | 10,162   | 8,878    | +14      | +12   |
| Cost of goods sold              | (5,226 )                     | (4,496 ) | –                            | –      | (5,226 )   | (4,496 ) | –16      | –11   |
| Gross profit                    | 4,936                        | 4,382    | –                            | –      | 4,936  | 4,382    | +13      | +13   |
| as a percentage of sales        | 49 %                         | 49 %     |                              |        | 49 %   | 49 %     |          |       |
| Marketing and distribution      | (1,521 )                     | (1,321 ) | –                            | –      | (1,521 )   | (1,321 ) | –15      | –11   |
| Research and development        | (624 )                       | (555 )   | –                            | –      | (624 )   | (555 )   | –12      | –5    |
| General and administrative      | (733 )                       | (667 )   | –                            | –      | (733 )   | (667 )   | –10      | –17   |
| Restructuring and impairment    | (152 )                       | (101 )   | (152 )                       | (101 ) | –  | –        | –        | –     |
| Operating income                | 1,906                        | 1,738    | (152 )                       | (101 ) | 2,058  | 1,839    | +12      | +15   |
| as a percentage of sales        | 19 %                         | 20 %     |                              |        | 20 %   | 21 %     |          |       |

This table does not represent an income statement prepared under IFRS. Please refer to the segmental information reported in Note 4 to the consolidated financial statements in Item 18.

<sup>1</sup> Amounts before restructuring and impairment are non-GAAP measures. Please refer to Appendix A of the Operating and Financial Review for a more detailed description.

Sales in 2011 increased by 14 percent, 12 percent at constant exchange rates, with 11 percent from higher volumes and 1 percent from higher local currency sales prices. Gross profit margin was flat versus 2010, held back by the impact on cost of goods sold of the stronger Swiss franc and was slightly higher at constant exchange rates due to increased sales prices.

Marketing and distribution costs were 15 percent higher, 11 percent at constant exchange rates, due to increased resources to support the strong sales growth in Latin America, higher distribution costs and employee incentives, and an increase in charges to bad debt provisions compared with a reduction in 2010. These increases were partially offset by savings from the restructuring program introduced in February 2011 to integrate commercial operations across Crop Protection and Seeds.

Research and development costs were 12 percent higher, 5 percent at constant exchange rates, with increased development expenditures to extend product life cycles and to advance the pipeline for new product development.

Table of Contents

General and administrative increased by 10 percent, 17 percent at constant exchange rates, mainly due to higher litigation costs and employee incentives in 2011. The constant currency increase, together with adverse impact on costs of the weaker US dollar, particularly relative to the Swiss franc, was partially offset by US\$141 million higher gains on the currency hedging program for forecast transactions, which are reported in general and administrative.

In 2011, restructuring costs excluding impairments and disposal gains were US\$176 million and included US\$116 million from the implementation of the new integrated crop strategy and US\$57 million from the continuation of the operational efficiency programs. An impairment of US\$38 million was recognized in the Professional products business. These restructuring and impairment charges were offset by US\$62 million of gains on the disposal of the Materials Protection business. Restructuring costs of US\$68 million in 2010 related mainly to the operational efficiency program announced in 2007 and in particular to the projects to standardize and consolidate global back office services and to further outsource information systems. 2010 impairments of US\$33 million included US\$10 million for the impairment of a Crop Protection supply agreement and US\$12 million for the impairment of a site disposal receivable. The increase in restructuring and impairment costs in 2011 is due the first year of the new restructuring program to integrate commercial activities across Crop Protection and Seeds while the operational efficiency program to standardize and consolidate back office services is still ongoing.

Operating income in 2011 of US\$1,906 million was 10 percent higher than 2010, driven by the increased sales volumes, partially offset by the higher operating and restructuring costs, and adverse impacts from currency movements. Operating income margin declined by 1 percentage point due to the adverse impact of the strong Swiss franc on operating costs and the higher net restructuring and impairment. At constant exchange rates and before restructuring and impairment, operating income was approximately 1 percent higher than 2010.

The weaker US dollar, particularly relative to the Euro, Japanese yen, and Australian and Canadian dollars increased reported sales by 2 percent, but this was more than offset by the adverse impact on the cost base of the stronger Swiss franc. This adverse impact has been partially mitigated by US\$169 million of hedging gains under the program to cover forecast transaction exposures, which were US\$141 million higher than in 2010. The net effect of the US dollar movements was to decrease the segment's operating income by approximately 3 percent.

## Seeds operating income

| (US\$ million, except growth %) | Total as reported<br>under IFRS |          | Restructuring<br>and<br>impairment |       | Before Restructuring<br>and impairment <sup>1</sup> |          | Growth<br>Actual |       |
|---------------------------------|---------------------------------|----------|------------------------------------|-------|---|----------|------------------|-------|
|                                 | 2011                            | 2010     | 2011                               | 2010  | 2011  | 2010     | %                | CER % |
| Sales                           | 3,185                           | 2,805    | –                                  | –     | 3,185   | 2,805    | +14              | +12   |
| Cost of goods sold              | (1,578 )                        | (1,450 ) | (14 )                              | (18 ) | (1,564 )  | (1,432 ) | –9               | –7    |
| Gross profit                    | 1,607                           | 1,355    | (14 )                              | (18 ) | 1,621   | 1,373    | +18              | +17   |
| as a percentage of sales        | 50 %                            | 48 %     |                                    |       | 51 %  | 49 %     |                  |       |
| Marketing and distribution      | (608 )                          | (559 )   | –                                  | –     | (608 )  | (559 )   | –9               | –6    |
| Research and development        | (423 )                          | (410 )   | –                                  | –     | (423 )  | (410 )   | –3               | –     |
| General and administrative      | (225 )                          | (217 )   | –                                  | –     | (225 )  | (217 )   | –4               | +1    |
| Restructuring and impairment    | (78 )                           | (49 )    | (78 )                              | (49 ) | –   | –        | –                | –     |
| Operating income                | 273                             | 120      | (92 )                              | (67 ) | 365   | 187      | +95              | +107  |
| as a percentage of sales        | 9 %                             | 4 %      |                                    |       | 11 %  | 7 %      |                  |       |

This table does not represent an income statement prepared under IFRS. Please refer to the segmental information reported in Note 4 to the consolidated financial statements in Item 18.

1 Amounts before restructuring and impairment are non-GAAP measures. Please refer to Appendix A of the Operating and Financial Review for a more detailed description.

Seeds sales in 2011 were 14 percent higher than 2010, 12 percent at constant exchange rates, with 9 percent from higher sales volumes and 3 percent from increased sales prices. Gross profit margin increased by 2 percentage points as the result of higher margins on Corn & Soybean sales. Increased

Table of Contents

royalty income and sales prices, and a higher weighting of proprietary triple stack seeds in the corn portfolio more than offset increased cost of goods sold caused by increased corn and soybean prices. Restructuring and impairment costs included in cost of goods sold in 2011 related to the purchase accounting inventory step-ups from the Agrosan, Maribo Seeds, Pybas and Synergene acquisitions, and in 2010 related to the inventory step-ups from the acquisitions of Goldsmith, Pybas, Synergene and Monsanto's sunflower business.

Marketing and distribution costs were 9 percent higher, 6 percent at constant exchange rates, with increased volume-related distribution costs and increased expenditures to support the growth in Corn & Soybean and Diverse Field Crop sales. Research and development costs were 3 percent higher, but flat with 2010 at constant exchange rates, as increased expenditures on Vegetables were offset by savings in Flowers and Diverse Field Crops. General and administrative increased 4 percent, but at constant exchange rates decreased by 1 percent mainly due to initial savings from the commercial integration restructure program noted above and lower costs for the implementation of an integrated operating system across the global Seeds business.

Restructuring and impairment costs in 2011 and 2010 included the reversals of the purchase accounting inventory step-ups noted above. Costs in 2011 also included US\$14 million amortization of licensing rights reacquired as part of the Greenleaf Genetics LLC ("Greenleaf") acquisition as described in Note 3 to the consolidated financial statements in Item 18. This offsets a similar sized gain resulting from the revaluation to fair value of the 50 percent equity interest in Greenleaf already owned by Syngenta when it acquired the remaining 50 percent interest in Greenleaf from Pioneer in 2010. Costs in 2011 are also net of the gains on the disposal of certain assets acquired in 2009 as part of Monsanto's sunflower business and US\$10 million of gains equal to the excess of fair values of the net assets acquired in the Maribo and Greenleaf acquisitions over their respective purchase prices. Cash restructuring costs in 2011 included US\$33 million related to the first year of the program announced in February 2011 to integrate the commercial operations of Crop Protection and Seeds, as well as US\$ 41 million related to the continuation of programs to standardize and outsource back office operations.

Restructuring and impairment costs in 2010 included US\$15 million to achieve synergies across Flowers sites, US\$17 million to integrate recently acquired businesses and US\$32 million for the continuation of the programs to standardize and outsource back office operations across the Syngenta business segments, of which US\$14 million related to implementing a global system across Seeds. In 2010, these costs were reported net of divestment gains of US\$19 million from the derecognition of the investment in the Greenleaf joint venture.

Operating income in 2011 of US\$273 million was more than double the 2010 amount, driven by the increased sales volumes and prices, and improved gross profit margin. Operating income margin also more than doubled, increasing by 5 percentage points over prior year, as the percentage increase in sales greatly exceeded the percentage increase in cost of goods sold and other operating costs.

The weaker average US dollar increased 2011 reported sales by 2 percent, but reduced operating income by approximately US\$21 million after the increase in net hedging income of US\$6 million from the program to hedge forecast transactions.

## Business Development operating loss

| (US\$ million, except growth %) | Total as reported<br>under IFRS |      | Restructuring<br>and impairment |      | Before<br>Restructuring and<br>impairment <sup>1</sup> |      | Growth      |          |
|---------------------------------|---------------------------------|------|---------------------------------|------|--|------|-------------|----------|
|                                 | 2011                            | 2010 | 2011                            | 2010 | 2011   | 2010 | Actual<br>% | CER<br>% |
|                                 | Sales                           | 1    | 23                              | -    | -  | 1    | 23          | -94      |



Edgar Filing: SYNGENTA AG - Form 20-F

|                              |        |       |      |      |        |       |     |     |
|------------------------------|--------|-------|------|------|--------|-------|-----|-----|
| Cost of goods sold           | –      | (11 ) | –    | –    | –      | (11 ) |     |     |
| Gross profit                 | 1      | 12    | –    | –    | 1      | 12    | –92 | –96 |
| as a percentage of sales     | 100 %  | 52 %  |      |      | 100 %  | 52 %  |     |     |
| Marketing and distribution   | (16 )  | (12 ) | –    | –    | (16 )  | (12 ) | –33 | –23 |
| Research and development     | (80 )  | (67 ) | –    | –    | (80 )  | (67 ) | –19 | –18 |
| General and administrative   | (19 )  | (15 ) | –    | –    | (19 )  | (15 ) | –27 | –7  |
| Restructuring and impairment | (1 )   | (9 )  | (1 ) | (9 ) | –      | –     | –   | –   |
| Operating loss               | (115 ) | (91 ) | (1 ) | (9 ) | (114 ) | (82 ) | –39 | –34 |

This table does not represent an income statement prepared under IFRS. Please refer to the segmental information reported in Note 4 to the consolidated financial statements in Item 18.

1 Restructuring and impairment is a non-GAAP measure. Please refer to Appendix A of the Operating and Financial Review for a more detailed description.

Table of Contents

Sales and gross profit in 2010 included the completion of biofuel technology sales in the year. No similar transactions were concluded in 2011. Research and development spending increased by 19 percent, 18 percent at constant exchange rates, with increased expenditures on the biotech platform and at Syngenta's new biotech center in China. The increase in General and administrative largely related to the strength of the Swiss franc. Restructuring and impairment in both years largely related to impairments of available-for-sale financial assets.

## Defined benefit pensions

Defined benefit pension expense was US\$76 million in 2011 compared to US\$77 million in 2010. Syngenta estimates that pension expense for 2012 will be approximately US\$20 million higher than in 2011 mainly due to the unfavorable impact of lower discount rates and a lower long term expected percentage return on asset values in order to reflect market yields on fixed interest investments, which have continued to decline in 2011.

Employer contributions to defined benefit pension plans, excluding contributions related to restructuring, decreased to US\$198 million in 2011 from US\$337 million in 2010, mainly due to accelerated payments of US\$125 million of employer contributions in 2011 compared to accelerated payments of US\$200 million in 2010. Syngenta estimates that its contributions to defined benefit pension plans for 2012 will be approximately US\$80 million, excluding restructuring costs and excluding any accelerated payments which Syngenta may decide to make as business and financial market conditions develop during 2012.

## Restructuring and impairment

Restructuring and impairment charges for the years ended December 31, 2011 and 2010, broken down into the main restructuring initiatives, consist of the following:

| (US\$ million)                                  | 2011 | 2010 |
|---|------|------|
| Operational efficiency programs:                |      |      |
| Cash costs                                      | 98   | 101  |
| Non-cash impairment costs                       | 3    | 17   |
| Integrated crop strategy programs:              |      |      |
| Cash costs                                      | 149  | 14   |
| Acquisition and related integration costs:      |      |      |
| Cash costs                                      | 14   | 19   |
| Non-cash items                                  |      |      |
| Reversal of inventory step-ups                  | 14   | 18   |
| Reacquired rights                               | 14   | –    |
| Divestment gains                                | (76) | (19) |
| Bargain purchase gains                          | (10) | –    |
| Other non-cash restructuring and impairment:    |      |      |
| Financial asset impairments                     | 1    | 9    |
| Other fixed asset impairments                   | 38   | 4    |
| Other non-cash costs                            | –    | 15   |
| Total restructuring and impairment <sup>1</sup> | 245  | 178  |

1 US\$14 million (2010: US\$18 million) is included with Cost of goods sold and US\$nil (2010: US\$1 million) is included within Income from associates and joint ventures.

## Table of Contents

Restructuring represents the effect on reported performance of initiating and enabling business changes that are considered major and that, in the opinion of management, will have a material effect on the nature and focus of Syngenta's operations, and therefore require separate disclosure to provide a more thorough understanding of business performance. Restructuring includes the incremental costs of closing, restructuring or relocating existing operations, and gains or losses from related asset disposals. Restructuring also includes the effects of completing and integrating significant business combinations and divestments, including related transaction costs, gains and losses. Recurring costs of normal business operations and routine asset disposal gains and losses are excluded.

Impairment includes impairment losses associated with major restructuring as well as impairment losses and reversals of impairment losses resulting from major changes in the markets in which a reported segment operates.

The incidence of these business changes may be periodic and the effect on reported performance of initiating them will vary from period to period. Because each such business change is different in nature and scope, there will be little continuity in the detailed composition and size of the reported amounts which affect performance in successive periods. Separate disclosure of these amounts facilitates the understanding of performance including and excluding items affecting comparability. Syngenta's definition of restructuring and impairment may not be comparable to similarly titled line items in financial statements of other companies.

2011

### Operational efficiency programs

During 2011, cash costs under the operational efficiency restructuring programs include US\$59 million for the continuing standardization and consolidation of global back office operations across Crop Protection and Seeds and US\$12 million for further outsourcing of information systems. Further operational efficiency cash costs consist of US\$6 million of onerous contract charges in the UK, US\$5 million relating to the reorganization of a Crop Protection site in Switzerland, US\$4 million of restructuring costs in the European Seeds business and US\$12 million for various other restructuring projects. Impairment costs relate mainly to the closure of a Seeds site in Germany.

### Integrated crop strategy programs

During 2011, cash costs for launching and initiating the implementation of the global integrated crop strategy included US\$143 million for integration of commercial operations of sales and marketing teams and US\$6 million for support function projects. These charges consist of US\$76 million for severance and pension payments and US\$73 million of other project-related costs, including those for developing and supporting the strategic transition; process re-design; consultancy and advisory services; retention, relocation, and re-training of employees; and project management.

### Acquisition and related integration costs

Acquisition and related integration cash costs relate mainly to the Agrosan, Maribo Seeds and Greenleaf acquisitions. Reversal of inventory step-ups relate to the acquisitions of Agrosan, Maribo Seeds and the Pybas and Synergene lettuce companies.

As part of the Greenleaf acquisition, Syngenta reacquired exclusive licensing rights that it had previously granted to Greenleaf. In accordance with IFRS, these reacquired rights have been recognized as an

## Table of Contents

intangible asset and are being amortized over the remaining term of the Syngenta/Greenleaf license contract, 3 years. This is a significantly shorter period than the expected economic life of the intellectual property rights underlying the license, which were generated internally within Syngenta. The resulting acceleration of amortization results in a 2011 charge of US\$14 million. Syngenta views this significant amortization charge as an accounting effect of integrating Greenleaf into Syngenta.

Divestment gains of US\$76 million include the gain on the disposal of Syngenta's Materials Protection business to Lanxess AG, gains on the disposal of certain assets acquired as part of Monsanto's sunflower business in 2009, as agreed with the European Commission in connection with their approval of that acquisition, and the gain arising on revaluing Syngenta's 50 percent equity interest in Greenleaf to fair value at the date it acquired the remaining 50 percent interest from Pioneer. Bargain purchase gains are recognized on completion of the acquisition accounting for the Maribo Seeds and Greenleaf acquisitions.

### Other non-cash restructuring and impairment

Other non-cash restructuring and impairment costs consist of the impairment of an available-for-sale financial asset and a write-down in the Professional products business within Crop Protection.

2010

### Operational efficiency programs

During 2010, cash costs under the Operational Efficiency restructuring projects included US\$54 million for the continuing standardization and consolidation of global back office operations across Crop Protection and Seeds and US\$12 million for further outsourcing of information systems. Further operational efficiency charges included US\$14 million largely to recognize synergies across the Flowers sites in the Seeds business, US\$10 million for reorganizations in the Crop Protection businesses in Western Europe, US\$8 million for restructuring at production and distribution sites in France and the US and US\$3 million of other costs. Impairment costs included US\$10 million for the impairment of a Crop Protection supply agreement, US\$4 million of impairment of a site in the UK and other impairments totaling US\$3 million.

### Integrated crop strategy programs

Restructuring costs of US\$14 million were incurred largely for preliminary costs relating to the project to integrate the global commercial operations of Crop Protection and Seeds.

### Acquisition and related integration costs

Acquisition and related integration cash costs of US\$19 million were charged in relation to the 2010 acquisition of Maribo Seeds and for continuing integration relating to the earlier acquisitions of the Monsanto sunflower business, Goldsmith, Yoder and Pybas and Synergene. Reversal of inventory step-ups related to the acquisitions of Goldsmith in the US and Europe, the Monsanto sunflower business and the Pybas and Synergene lettuce companies. Divestment gains of US\$19 million were recognized on derecognition of the investment in the Greenleaf joint venture; Syngenta acquired the remaining 50 percent equity interest in Greenleaf during 2010.

### Other non-cash restructuring and impairment

Other non-cash restructuring and impairment costs included US\$9 million of impairments of available-for-sale financial assets, US\$4 million of impairment in the Professional products business within Crop Protection, US\$12

million of impairment of a site disposal receivable due to a decrease in expected proceeds from redevelopment and US\$3 million of other costs.

50

---

Table of Contents

## Financial expense, net

Financial expense, net increased by US\$24 million compared to 2010 due to higher net currency losses.

## Taxes

Syngenta's effective tax rate in 2011 remained at 16 percent. The Swiss statutory tax rate applicable to Syngenta remained at 23 percent and the impact of income taxed at different rates reduced the rate by 5 percent in 2011 compared to 3 percent in 2010, due to a higher share of profit in certain lower tax jurisdictions. The 2011 tax rate was reduced by 2 percent, net, from recognizing previously unrecognized deferred tax assets whereas in 2010 recognition of previously unrecognized deferred tax assets reduced the tax rate by 5 percent, in both years due to an improvement in profitability in a Latin American country following strong sales growth. Following this sustained improvement in profitability, substantially all the deferred tax assets in this country have now been recognized.

The tax rate on restructuring and impairment costs was 22 percent, compared to 24 percent in 2010 due to the mix of pre-tax gains and losses in the net charge. Future rates applicable to restructuring and impairment will be dependent on the nature and size of the charges and may vary from year to year.

## Net income for the period and other supplementary income data

Net income attributable to Syngenta shareholders in 2011 was US\$1,599 million, 14 percent higher than the 2010 amount of US\$1,397 million primarily due to increased sales and despite increased charges for restructuring and impairment.

After related taxation, restructuring and impairment charges in 2011 were US\$190 million compared to US\$136 million in 2010.

Results of operations  
2010 compared to 2009

## Sales commentary

Total Syngenta consolidated sales for 2010 were US\$11,641 million, compared to US\$10,992 million in 2009, a 6 percent increase year on year. At constant exchange rates sales grew by 4 percent. The analysis by segment is as follows:

| Segment                   | (US\$ million, except growth %) |        | Volume % | Local price % | Growth |            | Actual % |
|---------------------------|---------------------------------|--------|----------|---------------|--------|------------|----------|
|                           | 2010                            | 2009   |          |               | CER %  | Currency % |          |
| Crop Protection           | 8,878                           | 8,491  | +9       | -6            | +3     | +2         | +5       |
| Seeds                     | 2,805                           | 2,564  | +8       | -             | +8     | +1         | +9       |
| Business Development      | 23                              | 8      | +197     | -             | +197   | -          | +197     |
| Inter-segment elimination | (65 )                           | (71 )  | -        | -             | -      | -          | -        |
| Total                     | 11,641                          | 10,992 | +9       | -5            | +4     | +2         | +6       |

Table of Contents

Sales by region were as follows:

(US\$ million, except growth %)

| Region                                      | 2010   | 2009   | Volume<br>% | Local<br>price<br>% | Growth |               | Actual<br>% |
|---|--------|--------|-------------|---------------------|--------|---------------|-------------|
|   |        |        |             |                     | CER %  | Currency<br>% |             |
| Europe, Africa and Middle East <sup>1</sup> | 3,661  | 3,576  | +4          | -3                  | +1     | +1            | +2          |
| North America <sup>1</sup>                  | 3,368  | 3,521  | +3          | -9                  | -6     | +2            | -4          |
| Latin America <sup>1</sup>                  | 2,807  | 2,344  | +23         | -4                  | +19    | +1            | +20         |
| Asia Pacific                                | 1,805  | 1,551  | +10         | -                   | +10    | +6            | +16         |
| Total                                       | 11,641 | 10,992 | +9          | -5                  | +4     | +2            | +6          |

### Crop Protection

Crop Protection sales in 2010 increased by 5 percent to US\$8,878 million, and by 3 percent at constant exchange rates. Volume growth beginning in the second quarter was further aided by a strong Latin American season in the second half of the year and more than offset lower prices. Sales volume was 9 percent higher than prior year. Following two years of price increases, the price environment in 2010 was more competitive, notably in North America, resulting in a 6 percent overall year on year decrease in local currency prices. The rate of price decline was less in the second half of the year. Sales in 2010 were further increased by 2 percent due to currency effects, particularly the stronger Canadian and Australian dollars and Japanese yen relative to the US dollar.

Sales of new products (defined as those launched since 2006) increased by 25 percent to reach US\$402 million. The cereal herbicide AXIAL® was launched in France and in Russia. The fungicide REVUS® showed strong growth in the USA and in a number of emerging markets. Sales of the insecticide DURIVO®/AMPLIGO® more than doubled with a highly successful launch in Brazil on vegetables and strong growth in emerging Asia. Sales of AVICTA® also doubled, with launches on corn in the USA and on soybean in Brazil. Isopyrazam, the first in a new class of next generation fungicides which work in an advanced way to control and shut down disease, had a successful initial launch on barley in the UK.

In Selective herbicides, sales increased by 4 percent driven by volume increases in Syngenta's corn and soybean crop protection portfolio from increased acreage and the continued benefit of its effectiveness in the management of glyphosate resistant weeds. Sales of Non-selective herbicides decreased by 13 percent due to a significant price reduction in glyphosate, although volumes recovered sharply in the second half of 2010. Growth of 9 percent in Fungicides was driven by AMISTAR®, particularly in Latin America where soybean rust pressure increased. Total sales of the AMISTAR® family of products reached a record level of US\$1.2 billion. Insecticides sales grew by 12 percent reflecting rapid growth in emerging Asia and Latin America where ACTARA® and DURIVO® showed strong growth on multiple crops. Strong Seed Care growth in emerging markets more than offset lower sales in North America resulting in sales growth of 2 percent. Professional Products sales increased due to currency effects as increased volume from some recovery in consumer demand in the garden and ornamental markets was offset by price declines in the turf market.

Volume growth was achieved in all four regions and was particularly strong in Latin America and Asia Pacific. In Europe, Africa & the Middle East, sales improved after a late start in the first half, which was caused by weather and high inventories in the distribution channel, notably in France. Eastern Europe continued to demonstrate strong growth potential despite drought in Russia over the summer. In North America, the impact of the competitive price environment was partly offset by volume growth. Latin America benefited from improved weather and economic conditions as well as higher commodity prices, and Syngenta was able further to reinforce its leading market position. In Asia-Pacific, strong demand was sustained throughout the year particularly in emerging markets, where growers



continued to invest in order to improve yield.

1 In 2011, Syngenta re-organized its region structure resulting in certain countries moving from one region to another and the former region “NAFTA” becoming region “North America”. For comparability purposes, 2010 and 2009 region information has been adjusted to reflect the new region structure. See Note 5 to the consolidated financial statements in Item 18.

Table of Contents

Sales by product line are set out below:

| Product line             | (US\$ million, except growth %) |       | Volume % | Local price % | Growth |            | Actual % |
|--------------------------|---------------------------------|-------|----------|---------------|--------|------------|----------|
|                          | 2010                            | 2009  |          |               | CER %  | Currency % |          |
| Selective herbicides     | 2,308                           | 2,221 | +8       | -7            | +1     | +3         | +4       |
| Non-selective herbicides | 987                             | 1,141 | -3       | -13           | -16    | +3         | -13      |
| Fungicides               | 2,662                           | 2,442 | +12      | -5            | +7     | +2         | +9       |
| Insecticides             | 1,475                           | 1,312 | +14      | -3            | +11    | +1         | +12      |
| Seed care                | 838                             | 821   | +8       | -6            | +2     | -          | +2       |
| Professional products    | 470                             | 458   | +5       | -5            | -      | +3         | +3       |
| Others                   | 138                             | 96    | +40      | +3            | +43    | -          | +43      |
| Total                    | 8,878                           | 8,491 | +9       | -6            | +3     | +2         | +5       |

Selective herbicides: major brands AXIAL®, CALLISTO® family, DUAL®/BICEP® MAGNUM, FUSILADE®MAX, TOPIK®

Sales in 2010 increased by 4 percent and 1 percent at constant exchange rates. Volume growth of 8 percent, driven in particular by corn herbicides, was largely offset by sales price declines. The CALLISTO® family of products showed growth in all regions, with the main contribution coming from the USA, where early purchases in advance of the 2011 season affirmed Syngenta's strong market position there. Sales of TOPIK® decreased significantly due to reduced acreage and increased competition in Canada. Significant volume growth in soybean herbicides reflected their value in combating glyphosate-resistant weeds.

Non-selective herbicides: major brands GRAMOXONE®, TOUCHDOWN®

Sales decreased by 13 percent from prior year mainly due to lower prices for TOUCHDOWN®, in line with developments in the glyphosate market. After decreasing earlier in the year, TOUCHDOWN® volumes recovered sharply in the second half with strong demand in Latin America, resulting in a slight overall year on year decrease. GRAMOXONE® volumes were lower during the year, but also improved in the second half with good growth in Asia-Pacific.

Fungicides: major brands ALTO®, AMISTAR®, BRAVO®, REVUS®, RIDOMIL GOLD®, SCORE®, TILT®, UNIX®

The 9 percent sales growth in fungicides was driven by AMISTAR®, which grew by 21 percent during 2010, 20 percent at constant exchange rates. The main growth area was Latin America, where applications against soybean rust increased owing to more moist conditions. Syngenta's market share in Latin America was reinforced with the opening of new azoxystrobin capacity. In Asia Pacific, AMISTAR® sales exceeded US\$100 million for the first time as the product was introduced in a number of emerging markets on a wide variety of crops.

Insecticides: major brands ACTARA®, DURIVO®, FORCE®, KARATE®, PROCLAIM®, VERTIMEC®

Sales of insecticides increased by 12 percent, 11 percent at constant exchange rates, led by the broad spectrum insecticide ACTARA®, used on multiple crops worldwide, which increased in 2010 by 27 percent, 25 percent at constant exchange rates. Sales of the new product DURIVO® more than doubled with a highly successful launch in Brazil and strong growth on rice and vegetables in a number of Asian markets.

Seed care: major brands AVICTA®, CRUISER®, DIVIDEND®, MAXIM®

Seed care volume grew by 8 percent, with strong growth in emerging markets where adoption of the technology increased. Sales prices were 6 percent lower than prior year due mainly to North America, where high channel inventories of treated seed and a competitive environment affected sales of CRUISER® and MAXIM®. This was partly offset by the introduction of AVICTA® on corn in the USA and on soybean in Brazil.

Table of Contents

Professional products: major brands FAFARD®, HERITAGE®, ICON®

Sales increased by 3 percent, but were flat at constant exchange rates, as a recovery in the Garden and Ornamentals product area from improved consumer demand was offset by a competitive North American turf market. New registrations in Europe contributed to an 11 percent volume increase in the region.

Commentary on regional performance

(US\$ million, except growth %)

| Region                          | 2010  | 2009  | Volume<br>% | Local<br>price % | Growth |               | Actual<br>% |
|---------------------------------|-------|-------|-------------|------------------|--------|---------------|-------------|
|                                 |       |       |             |                  | CER %  | Currency<br>% |             |
| Europe, Africa and Middle East1 | 2,638 | 2,662 | +3          | -4               | -1     | -             | -1          |
| North America1                  | 2,185 | 2,381 | +3          | -14              | -11    | +3            | -8          |
| Latin America1                  | 2,509 | 2,098 | +24         | -5               | +19    | +1            | +20         |
| Asia Pacific                    | 1,546 | 1,350 | +9          | -1               | +8     | +7            | +15         |
| Total                           | 8,878 | 8,491 | +9          | -6               | +3     | +2            | +5          |

Sales decreased slightly in Europe, Africa and the Middle East as the 3 percent volume increase was more than offset by sales price declines. In Western Europe, sales volumes recovered strongly in the second half of the year, following a slow start to the season due to cold weather and high channel inventories in France. Eastern Europe showed solid volume growth for the full year driven by Ukraine, where sales increased by almost 50 percent as the result of accelerated investment in cereals in an improved credit environment.

In North America, sales were 8 percent lower due to price pressure caused by the high level of channel inventories at the start of the year, which resulted in a more competitive market. This was partially offset by volume growth and favorable currency movements. Sales prices were lower across all product lines, particularly in Fungicides and Non-selective herbicides. Sales of the Non-selective herbicide glyphosate decreased significantly from 2009 levels due both to lower prices and volumes, although volumes recovered during the second half of 2010. Double digit volume growth, which was broad-based across product lines, was recorded in the second half of the year as customers started to respond to higher crop prices. Sales volume growth was particularly strong in corn Fungicides, which achieved adoption close to levels reached in the strong 2008 growing season.

The sales growth rate was double digits in all product lines in Latin America, where an overall 24 percent volume increase, slightly offset by a 5 percent decrease in prices, resulted in overall sales increasing by 19 percent. Soybean acreage expanded and more favorable weather conditions also brought increased disease pressure. A strong soybean price resulted in greater usage by growers of technology to improve yields. Consequently, sales volume of Syngenta's product PRIORI Xtra™, based on azoxystrobin, increased by almost 50 percent. Argentina experienced particularly strong volume growth, with sales up by 46 percent resulting from an easing of liquidity constraints, drought recovery and a resumption of technology adoption, notably in Seed care.

In Asia Pacific, sales growth was broad-based across the region as the result of a crop yield productivity drive in many emerging markets. Sales volume grew by 9 percent, favorable currency movements contributed 7 percent and sales prices decreased slightly resulting in an overall 15 percent growth in sales in the region. The sales growth rate was double digits in China, India and Vietnam, with the rapid expansion of AMISTAR® and strong growth of Insecticides and Seed care. In developed markets in the region, sales in Australia grew in all product lines while sales in Japan were unchanged.

1 In 2011, Syngenta re-organized its region structure resulting in certain countries moving from one region to another and the former region “NAFTA” becoming region “North America”. For comparability purposes, 2010 and 2009 region information has been adjusted to reflect the new region structure. See Note 5 to the consolidated financial statements in Item 18.

Table of Contents

## Seeds

Seeds sales grew by 9 percent, with all regions and all product lines showing increased sales over prior year. Reported sales volume growth was 8 percent despite 2009 sales having benefitted from the implementation of new sales terms in the fourth quarter of that year in North America Corn & Soybean. The new sales terms resulted in sales that otherwise would have been recognized in early 2010 being recognized in 2009, and reduced reported sales volume growth in 2010 by approximately 6 percent. Favorable currency movements increased sales by 1 percent. Prices were flat year on year.

| Product line        | (US\$ million, except growth %) |       | Volume % | Local price % | Growth |            | Actual % |
|---------------------|---------------------------------|-------|----------|---------------|--------|------------|----------|
|                     | 2010                            | 2009  |          |               | CER %  | Currency % |          |
| Corn & Soybean      | 1,281                           | 1,210 | +5       | -1            | +4     | +2         | +6       |
| Diverse Field Crops |                                 |       |          |               |        |            |          |
| Crops               | 524                             | 429   | +18      | -             | +18    | +4         | +22      |
| Vegetables          | 663                             | 594   | +9       | +2            | +11    | +1         | +12      |
| Flowers             | 337                             | 331   | +1       | +1            | +2     | -          | +2       |
| Total               | 2,805                           | 2,564 | +8       | -             | +8     | +1         | +9       |

Corn & Soybean: major brands AGRISURE®, GARST®, GOLDEN HARVEST®, NK®

Sales grew in all regions, led by North America, Asia Pacific and Eastern Europe, resulting in an overall increase of 6 percent over prior year, 4 percent at constant exchange rates, with 5 percent volume growth partly offset by a 1 percent reduction in local currency prices. Reported volume growth was reduced by 12 percent due to the aforementioned change in North America sales terms. In the USA, Syngenta's AGRISURE® 3000 GT proprietary triple stack corn seed accounted for 60 percent of the corn portfolio compared with 25 percent in 2009. In soybean, while reported volume decreased due to the change in North America sales terms in 2009, Syngenta estimates to have increased market share in both North America and Latin America. The 1 percent reduction in local currency sales prices reflected the competitive market environment, particularly in soybean.

Diverse Field Crops: major brands NK® oilseeds, HILLESÖG® sugar beet

Sales increased by 22 percent on strong underlying growth supplemented by acquisitions, which added 9 percent to sales. Growth was particularly strong in Eastern Europe, with expanded sales in Russia and Ukraine on higher sunflower acreage and improved credit conditions compared with 2009. This, combined with the full year impact on sales from the third-quarter 2009 acquisition of Monsanto's sunflower business, resulted in overall volume growth of 18 percent.

Vegetables: major brands, DULCINEA®, ROGERS®, S&G®, Zeraim Gedera

Sales grew by 12 percent as a strong start to the year accelerated in the second half, with all regions except Europe, Africa and the Middle East showing double digit growth. In Europe, Africa and the Middle East, sales grew by 4 percent as the expansion of fresh vegetable sales more than offset a decline in the processing market. Growth in emerging markets was broad-based and reflected increased demand for high quality produce.

Flowers: major brands Fischer, Goldfish, Goldsmith Seeds, S&G®, Yoder

Sales grew by 2 percent from both volume and price increases. Moderate volume growth occurred in the two main Flowers regions of Western Europe and the USA reflecting advances in genetics as well as some improvement in the economic environment.



Table of Contents

## Commentary on regional performance

(US\$ million, except growth %)

| Region                                      | 2010  | 2009  | Volume<br>% | Local<br>price<br>% | Growth |               | Actual<br>% |
|---|-------|-------|-------------|---------------------|--------|---------------|-------------|
|   |       |       |             |                     | CER %  | Currency<br>% |             |
| Europe, Africa and Middle East <sup>1</sup> | 1,047 | 933   | +10         | -                   | +10    | +2            | +12         |
| North America <sup>1</sup>                  | 1,203 | 1,169 | +2          | -                   | +2     | +1            | +3          |
| Latin America <sup>1</sup>                  | 306   | 261   | +15         | +1                  | +16    | +1            | +17         |
| Asia Pacific                                | 249   | 201   | +14         | +4                  | +18    | +6            | +24         |
| Total                                       | 2,805 | 2,564 | +8          | -                   | +8     | +1            | +9          |

Sales increased by 12 percent in Europe, Africa and the Middle East mainly due to strong volume growth in corn and Diverse Field Crops, including benefits from the sunflower acquisition. Volume growth was strongest in Eastern Europe. Sales prices in local currency were flat as price increases in Vegetables offset decreases in corn, which reflected high industry stock levels. Currency movements increased reported sales in the region by 2 percent.

In North America, sales grew by 3 percent led by increased volume in Vegetables and Corn & Soybean. Sales prices were flat as price increases in Diverse Field Crops and Flowers were offset by price decreases in Corn & Soybean. Sales growth in 2010 was impacted by the aforementioned new sales terms in fourth quarter 2009 in North America Corn & Soybean.

Sales grew 17 percent in Latin America led by Corn & Soybean, particularly in Brazil where corn sales increased significantly. Argentina sales also showed strong growth, increasing over prior year due to increased soybean volumes and the full year impact on sales from the third quarter 2009 acquisition of Monsanto's sunflower business.

In Asia Pacific, sales grew in all product lines and most major countries. The main contributors to the 24 percent sales growth were Corn & Soybean, which grew by over 30 percent driven by higher volumes and prices in emerging markets, and Vegetables which grew by 24 percent on higher volumes in China and India.

## Operating income

Variances in the tables below reflect the profit impact of changes year on year. For example, an increase of sales or a decrease in costs is a positive variance and a decrease in sales or increase in costs is a negative variance.

| Operating Income/(loss) (US\$ million) | 2010  | 2009   | Actual % |
|--|-------|--------|----------|
| Crop Protection                        | 1,738 | 1,909  | -9       |
| Seeds                                  | 120   | 42     | +186     |
| Business Development                   | (91 ) | (127 ) | -        |
| Inter-segment profit elimination       | 26    | (5 )   | -        |
| Total                                  | 1,793 | 1,819  | -1       |

Operating income decreased from 2009 by US\$26 million, 1 percent, as strong sales and margin growth in Seeds coupled with lower raw material costs in Crop Protection were more than offset by a significant decline in Crop Protection sales prices. Currency movements increased sales by 2 percent; at constant exchange rates, sales grew by 4 percent with higher sales volumes in both Crop Protection and Seeds offsetting lower sales prices in Crop Protection. Overall gross profit margin increased slightly with higher gross profit margins in Seeds offsetting a 1 percent decline in the larger Crop Protection business. Marketing and distribution costs increased by 5 percent, 4 percent at constant exchange rates, including increased expenditures in emerging markets, particularly Latin America, and higher variable



costs from

---

1 In 2011, Syngenta re-organized its region structure resulting in certain countries moving from one region to another and the former region “NAFTA” becoming region “North America”. For comparability purposes, 2010 and 2009 region information has been adjusted to reflect the new region structure. See Note 5 to the consolidated financial statements in Item 18.

56

---

Table of Contents

the 9 percent higher sales volumes. Research and development expense increased by 8 percent, with higher expenditures in Crop Protection and Seeds having more than offset a reduction in Business Development.

General and administrative was 26 percent higher than in 2009. General and administrative is reported net of the result of currency hedging programs described below, where the net gain in 2010 was US\$79 million less than in 2009. At constant exchange rates, general and administrative was 12 percent higher including the impact of acquisitions in Seeds, increased information system costs and amortization and lower gains on disposals of property, plant and equipment, all of which more than offset savings coming from the operational efficiency programs. Restructuring and impairment, including the portion recorded in cost of goods sold, is described in Note 6 to the financial statements in Item 18 and increased by US\$29 million in 2010 to US\$178 million mainly due to higher asset impairments.

Excluding the impact of hedging, the favorable impact on sales of a weaker US dollar relative to the Australian and Canadian dollars and overall relative to emerging market currencies was partly offset by the adverse impact on costs, particularly from the stronger Swiss franc. The net result of the hedging program for forecast foreign currency transactions (“EBITDA program”) was a gain of US\$30 million compared to a gain of US\$109 million in 2009. Taken together, the overall impact of exchange rate movements on operating income was broadly neutral.

## Crop Protection operating income

|                                 | Total as reported under IFRS |          | Restructuring and impairment |       | Before restructuring and impairment <sup>1</sup> |          | Growth   |       |
|---------------------------------|------------------------------|----------|------------------------------|-------|--|----------|----------|-------|
|                                 | 2010                         | 2009     | 2010                         | 2009  | 2010   | 2009     | Actual % | CER % |
| (US\$ million, except growth %) |                              |          |                              |       |  |          |          |       |
| Sales                           | 8,878                        | 8,491    | –                            | –     | 8,878  | 8,491    | +5       | +3    |
| Cost of goods sold              | (4,496 )                     | (4,262 ) | –                            | –     | (4,496 )   | (4,262 ) | -5       | -4    |
| Gross profit                    | 4,382                        | 4,229    | –                            | –     | 4,382  | 4,229    | +4       | +1    |
| as a percentage of sales        | 49 %                         | 50 %     |                              |       | 49 %   | 50 %     | -        | -     |
| Marketing and distribution      | (1,321 )                     | (1,255 ) | –                            | –     | (1,321 )   | (1,255 ) | -5       | -4    |
| Research and development        | (555 )                       | (508 )   | –                            | –     | (555 )   | (508 )   | -9       | -8    |
| General and administrative      | (667 )                       | (496 )   | –                            | –     | (667 )   | (496 )   | -35      | -15   |
| Restructuring and impairment    | (101 )                       | (61 )    | (101 )                       | (61 ) | –  | –        | –        | –     |
| Operating income                | 1,738                        | 1,909    | (101 )                       | (61 ) | 1,839  | 1,970    | -7       | -6    |
| as a percentage of sales        | 20 %                         | 22 %     |                              |       | 21 %   | 23 %     |          |       |

This table does not represent an income statement prepared under IFRS. Please refer to the segmental information reported in Note 4 to the consolidated financial statements in Item 18.

<sup>1</sup> Amounts before restructuring and impairment are non-GAAP measures. Please refer to Appendix A of the Operating and Financial Review for a more detailed description.

Sales in 2010 increased by 5 percent, 3 percent at constant exchange rates, with volumes 9 percent higher but local currency prices 6 percent lower. Gross profit margin decreased by approximately 1 percentage point from 2009, with the adverse impact of the lower local currency sales prices largely offset by reductions in raw material costs, including the full year benefit of savings achieved in 2009. Marketing and distribution costs were higher from the 9 percent growth in sales volumes and increased expenditures in emerging markets, particularly Latin America, where sales were 21 percent higher, partially offset by lower provisions for doubtful receivables in the region. Research and development costs were 9 percent higher, 8 percent at constant exchange rates, as Syngenta continued to progress its strong development pipeline. General and administrative costs increased by 35 percent, partly impacted by lower gains on the currency hedging program for forecast transactions and at constant exchange rates increased by 15 percent. In 2009 these costs were net of the impact of the favorable outcome of a legal dispute.

Restructuring and impairment in 2010 and 2009 related primarily to the operational efficiency program announced in 2007 and in particular to the projects to standardize and consolidate global back office services and to further outsource information systems. The increase in costs in 2010 was mainly the

57

---

Table of Contents

result of higher impairments and non-cash restructuring charges, including US\$12 million for the impairment of a receivable related to a site disposal due to lower likely redevelopment proceeds.

Operating income in 2010 of US\$1,738 million was 9 percent lower than 2009, due to the increased restructuring and impairment charges and because the benefits of the increased sales volumes and lower raw material costs were more than offset by the impact of the lower sales prices and higher other operating costs. Operating income margin declined by 2 percentage points with gross profit as a percentage of sales 1 percentage point lower than in 2009.

The weaker US dollar relative to the Australian and Canadian dollars and emerging market currencies increased reported sales by approximately 2 percent, but this was partly offset by the adverse impact on the cost base of the stronger Swiss franc. In addition, hedging gains under the program to cover forecast transaction exposures, at US\$28 million, were US\$75 million lower than in 2009 and were reported in general and administrative. The net effect of the US dollar movements was to decrease the segment's operating income by approximately 1 percent.

## Seeds operating income

|                                 | Total as reported<br>under IFRS |          | Restructuring<br>and impairment |       | Before Restructuring<br>and impairment <sup>1</sup> |          | Growth      |          |
|---------------------------------|---------------------------------|----------|---------------------------------|-------|---|----------|-------------|----------|
|                                 | 2010                            | 2009     | 2010                            | 2009  | 2010  | 2009     | Actual<br>% | CER<br>% |
| (US\$ million, except growth %) |                                 |          |                                 |       |   |          |             |          |
| Sales                           | 2,805                           | 2,564    |                                 |       | 2,805   | 2,564    | +9          | +8       |
| Cost of goods sold              | (1,450 )                        | (1,361 ) | (18 )                           | (17 ) | (1,432 )  | (1,344 ) | -7          | -4       |
| Gross profit                    | 1,355                           | 1,203    | (18 )                           | (17 ) | 1,373   | 1,220    | +13         | +12      |
| as a percentage of sales        | 48 %                            | 47 %     |                                 |       | 49 %  | 48 %     |             |          |
| Marketing and distribution      | (559 )                          | (540 )   | –                               | –     | (559 )  | (540 )   | -4          | -4       |
| Research and development        | (410 )                          | (364 )   | –                               | –     | (410 )  | (364 )   | -13         | -13      |
| General and administrative      | (217 )                          | (199 )   | –                               | –     | (217 )  | (199 )   | -9          | -11      |
| Restructuring and impairment    | (49 )                           | (58 )    | (49 )                           | (58 ) | –   | –        | –           | –        |
| Operating income                | 120                             | 42       | (67 )                           | (75 ) | 187   | 117      | +60         | +46      |
| as a percentage of sales        | 4 %                             | 2 %      |                                 |       | 7 %   | 5 %      |             |          |

This table does not represent an income statement prepared under IFRS. Please refer to the segmental information reported in Note 4 to the consolidated financial statements in Item 18.

<sup>1</sup> Amounts before restructuring and impairment are non-GAAP measures. Please refer to Appendix A of the Operating and Financial Review for a more detailed description.

Seeds sales in 2010 were 9 percent higher than 2009, 8 percent at constant exchange rates, due to higher sales volumes. Gross profit margin increased by 1 percentage point due to higher margins on North America Corn & Soybean sales from the increased weighting of proprietary triple stack seeds in the corn portfolio and increased royalty income. Cost of goods sold in restructuring and impairment in 2010 related to the reversal of the purchase accounting inventory step-up from the Goldsmith, Monsanto's sunflower business, Pybas and Synergene acquisitions and, in 2009, to the Goldsmith acquisition.

Marketing and distribution costs were 4 percent higher than in 2009 due to continued investment in emerging markets and acquisitions, though partly offset by lower charges for doubtful receivables. Research and development costs were 13 percent higher driven by increased spending in field crops and vegetables. General and administrative costs increased 9 percent, 11 percent at constant exchange rates, due to additional costs resulting from the acquisitions completed in the latter part of 2009 and, in 2010, from higher amortization of acquired intangible assets as well as expenses and amortization related to the implementation of a new global seeds business system.

Restructuring and impairment costs included the reversal of the purchase accounting inventory step-ups noted above. In addition, costs in 2010 included US\$15 million to achieve synergies across Flowers sites, US\$17 million to integrate recently acquired businesses and US\$36 million for the continuation of the programs to standardize and outsource back office operations across the Syngenta business segments, of which US\$14 million related to implementing a global system across Seeds. In 2010, these costs were

Table of Contents

reported net of divestment gains of US\$19 million from the de-recognition of the investment in the Greenleaf Genetics LLC joint venture. Syngenta acquired the remaining 50 percent equity interest in Greenleaf Genetics LLC during 2010. Costs in 2009 included US\$12 million for the global systems implementation and US\$24 million to integrate and drive synergies from the acquisitions of Goldsmith, Yoder, Fischer and Zeraim Gedera.

The weaker average US dollar increased 2010 reported sales by approximately 1 percent and operating income by US\$16 million.

## Business Development operating loss

| (US\$ million, except growth %) | Total as reported under IFRS |        | Restructuring and impairment |       | Before Restructuring and impairment <sup>1</sup> |        | Growth Actual |       |
|---------------------------------|------------------------------|--------|------------------------------|-------|--|--------|---------------|-------|
|                                 | 2010                         | 2009   | 2010                         | 2009  | 2010   | 2009   | %             | CER % |
| Sales                           | 23                           | 8      | –                            | –     | 23   | 8      | +197          | +197  |
| Cost of goods sold              | (11 )                        | (15 )  | –                            | –     | (11 )  | (15 )  | +28           | +29   |
| Gross profit                    | 12                           | (7 )   | –                            | –     | 12   | (7 )   | –             | –     |
| as a percentage of sales        | 52 %                         | –88 %  | –                            | –     | 52 %   | –88 %  | –             | –     |
| Marketing and distribution      | (12 )                        | (10 )  | –                            | –     | (12 )  | (10 )  | -18           | -17   |
| Research and development        | (67 )                        | (80 )  | –                            | –     | (67 )  | (80 )  | +17           | +17   |
| General and administrative      | (15 )                        | (19 )  | –                            | –     | (15 )  | (19 )  | +23           | +26   |
| Restructuring and impairment    | (9 )                         | (11 )  | (9 )                         | (11 ) | –  | –      | –             | –     |
| Operating loss                  | (91 )                        | (127 ) | (19 )                        | (11 ) | (82 )  | (116 ) | +30           | +31   |

This table does not represent an income statement prepared under IFRS. Please refer to the segmental information reported in Note 4 to the consolidated financial statements in Item 18.

<sup>1</sup> Restructuring and impairment is a non-GAAP measure. Please refer to Appendix A of the Operating and Financial Review for a more detailed description.

Higher sales in 2010 were due to the completion of biofuel technology sales in the year. Otherwise, sales and cost of goods sold related largely to products used in development and marketing trials. Research and development spending decreased 17 percent, with lower expenditures on enzymes and biofuel projects partly offset by increases in sugar cane. Restructuring and impairment in both years largely related to losses on disposal and impairments of available-for-sale financial assets.

## Defined benefit pensions

Defined benefit pension expense increased to US\$77 million in 2010 from US\$72 million in 2009. Employer contributions to defined benefit pension plans, excluding contributions related to restructuring, increased to US\$337 million in 2010 from US\$125 million in 2009, mainly due to accelerated payment of US\$200 million of employer contributions which Syngenta would otherwise have been required to pay in 2011 and 2012. The amounts prepaid included all deficit recovery contributions expected to be due for Syngenta's UK plan up to its next statutory valuation, which will take place in 2012, a portion of the 2011 and 2012 service contributions for the Swiss plan, and all contributions to the US plan expected at that time to be required until the second half of 2012.

## Restructuring and impairment

The following table analyzes restructuring and impairment charges for the years ended December 31, 2010 and 2009:

| (US\$ million)                                  | 2010 | 2009 |
|---|------|------|
| Cash costs:                                     |      |      |
| Operational efficiency programs                 | 101  | 98   |
| Integration and acquisition costs               | 19   | 28   |
| Other restructuring costs                       | 14   | —    |
| Total cash costs                                | 134  | 126  |
| Non-cash restructuring and impairment, net      | 44   | 23   |
| Total restructuring and impairment <sup>1</sup> | 178  | 149  |

<sup>1</sup>US\$18 million (2009: US\$17 million) is included within cost of goods sold and US\$1 million (2009: US\$2 million) is included within income/(loss) from associates and joint ventures.

Table of Contents

2010

For discussion regarding Restructuring and impairment during 2010, please see the “Restructuring and impairment” sub-section of the preceding “2011 compared to 2010” section under “Results of Operations” in this “Operating and financial review and prospects”.

2009

Operational efficiency programs

Operational efficiency cash costs included US\$15 million for site closure costs in North America, US\$18 million for further outsourcing of information systems and US\$55 million for the global back office operations project across Crop Protection and Seeds. Non-cash costs consisted of US\$16 million of fixed asset write-offs.

Acquisition and related integration costs

Acquisition and related integration cash costs related mainly to the Goldsmith and Yoder acquisitions made in 2008 and to the continued integration and synergy program of the Fischer group. Non-cash costs included reversal of inventory step-up related mainly to the Goldsmith acquisition, divestment gains related to the sale of an available-for-sale financial asset and a bargain purchase gain realized on the Goldsmith acquisition.

Other non-cash restructuring and impairment

Other non-cash restructuring and impairment included financial asset impairments of US\$16 million related to write-downs of available-for-sale financial assets and a gain of US\$10 million from the recognition of a reimbursement receivable for a product right impairment.

Financial expense, net

Financial expense, net increased by US\$19 million compared to 2009 mainly due to higher net interest and bank charges from financing business growth in Latin America and higher net currency losses caused by currency gains from 2009 internal funding restructuring not having reoccurred in 2010.

Taxes

Syngenta’s effective tax rate in 2010 was 16 percent, compared with 17 percent in 2009. The Swiss statutory tax rate applicable to Syngenta remained at 23 percent and the impact of income taxed at different rates reduced the rate by 3 percent in 2010 compared to 4 percent in 2009, due to a smaller share of profit in certain lower tax jurisdictions. The effect of other disallowed expenditures and income not subject to tax reduced the tax rate by 1 percent in 2010, less than the 3 percent decrease in the 2009 tax rate, mainly due to lower non-taxable income. Recognizing previously unrecognized deferred tax assets reduced the tax rate by 5 percent, net, in 2010 compared to a 2 percent decrease in 2009. The recognition was due to improved profitability in a Latin American country, following strong sales growth, although the benefit was partly offset by the impact of deteriorating profitability in another country. The tax rate on restructuring and impairment costs was 24 percent, compared to 28 percent in 2009 due to the mix of pre-tax gains and losses in the net charge.



## Table of Contents

### Net income for the period and other supplementary income data

Net income attributable to Syngenta shareholders in 2010 was US\$1,397 million, 1 percent lower than the 2009 amount of US\$1,408 million primarily due to lower operating income, including higher net restructuring and impairment charges.

After related taxation, restructuring and impairment charges in 2010 were US\$136 million compared to US\$107 million in 2009.

### Foreign operations and foreign currency transactions

Syngenta's subsidiaries use their local currency as their functional currency for accounting purposes except where the use of a different currency more fairly reflects their actual circumstances.

Syngenta operates worldwide and its business has grown significantly in emerging markets, with a broadening of the currency effects that need to be closely monitored. Next to the Euro, the Swiss franc and the British pound, the Brazilian real gives rise to a major currency exposure. The exposure arises from the operations in Brazil where the Brazilian real is the functional currency of the subsidiaries. Sales prices to customers in Brazil are largely linked to the US dollar, but must be invoiced in Brazilian real to meet local legal requirements. During 2011, the Brazilian real depreciated approximately 12 percent against the US dollar. To manage its exposure to risks associated with fluctuations of the real, Syngenta has implemented programs to protect the US dollar value of trade receivables from customers and has hedged its balance sheet exposure using currency derivatives. Syngenta is not able to estimate the effect of any future depreciation or appreciation of the Brazilian real on operating income in future periods. At December 31, 2011, approximately 70 percent of Syngenta's cash and cash equivalents was held in US dollars, approximately 4 percent in Euros and approximately 3 percent in Brazilian reals. No other individual currency made up more than 2 percent.

### Liquidity and capital resources

Syngenta's principal source of liquidity is cash generated from operations. In the period 2006 to 2011, this has been more than sufficient to cover cash used for investment activities and, except for any significant business acquisitions or a significant deterioration in the rate of receivables collections from that currently expected by management, this is also expected to be the case in 2012. Working capital fluctuations are supported by short-term funding available through commercial paper and related syndicated committed credit facilities. Operating in a seasonal business, Syngenta typically obtains funds from its short-term facilities during the first half of the year to fund operations during the northern hemisphere growing season and repays these funds during the second half when receivables are collected. Longer-term capital resources include unsecured non-current bonds issued under a Euro Medium Term Note (EMTN) program and unsecured non-current Notes issued under a Note Purchase Agreement in the US Private Placement market.

For information on Syngenta's funding and treasury policies and objectives in terms of the manner in which treasury activities are controlled, please see Note 27 to the consolidated financial statements in Item 18.

Syngenta reported cash and cash equivalents on December 31, 2011 and 2010 of US\$1,666 million and US\$1,967 million, respectively. At December 31, 2011 and 2010, Syngenta had current financial debt of US\$743 million and US\$992 million, respectively, and non-current financial debt of US\$2,178 million and US\$2,585 million, respectively.

### Capital markets and credit facilities

Funds for Syngenta's working capital needs were available during the year from its US\$2,500 million Global Commercial Paper program supported by a US\$1,200 million committed, revolving, multi-currency, syndicated credit

facility. Syngenta entered into its Global Commercial Paper program in 2000 and amended it in 2007. At December 31, 2011, Syngenta had no commercial paper issuances outstanding.

Table of Contents

The US\$1,200 million syndicated credit facility (the “Credit Facility”) was signed in 2006, amended in 2007, and will mature in July 2013. At December 31, 2011, Syngenta had no borrowings under the Credit Facility.

Absent major acquisitions, Syngenta targets maintaining a solid investment grade credit rating, as recognized by major third-party rating agencies, which it currently believes provides an optimal balance between financial flexibility and the cost of capital. Syngenta’s short- and long-term credit facilities and outstanding bond note instruments do not contain any significant covenants affecting its ability to pay dividends or borrow additional funds. In addition, there are no material legal or economic restrictions on the ability of subsidiaries to transfer funds to the Company in the form of cash dividends.

The table below summarizes Syngenta’s unsecured notes in issuance at December 31, 2011:

| (US\$ million)                        | Carrying amount | Value at issue |
|---------------------------------------|-----------------|----------------|
| 3.500% Swiss franc domestic bond 2012 | 398             | 316            |
| 3.375% Swiss franc domestic bond 2013 | 530             | 484            |
| 4.000% Eurobond 2014                  | 679             | 700            |
| 4.125% Eurobond 2015                  | 665             | 641            |
| 5.110% US private placement 2020      | 93              | 75             |
| 5.350% US private placement 2025      | 75              | 75             |
| 5.590% US private placement 2035      | 100             | 100            |
| Total                                 | 2,540           | 2,391          |

Management is of the opinion that, absent a major business acquisition or a very significant deterioration in working capital or the rate of receivables collections from that currently expected, the funding available from these sources will be sufficient to satisfy its working capital, capital expenditures and debt service requirements for the foreseeable future, including cash expenditures relating to restructuring programs. In the event of a major business acquisition, Syngenta would seek additional funding from capital markets and other sources. Syngenta regards as sufficiently remote the likelihood that a very significant deterioration in working capital or unexpected decline in the rate of receivables collections will occur so as not to require the development of a detailed contingency funding plan.

Commitments for capital expenditures of US\$131 million at December 31, 2011 relate mainly to the current capital investment program. Substantially all of these committed expenditures are expected to be incurred in 2012.

## Cash flow

The following table sets out certain information about cash flow for each of the periods indicated:

| (US\$ million)                          | Year ended December 31 |        |
|---|------------------------|--------|
|   | 2011                   | 2010   |
| Cash flow from operating activities     | 1,871                  | 1,707  |
| Cash flow used for investing activities | (472 )                 | (450 ) |
| Cash flow used for financing activities | (1,684 )               | (844 ) |

## Cash flow from operating activities

Cash flow from operating activities was US\$1,871 million in 2011, increased from US\$1,707 million in 2010. Income before taxes after adjusting for non cash charges was US\$220 million higher in 2011 than in 2010 due to growth in

operating income. Contributions to pension plans were US\$137 million lower than 2010, with an accelerated contribution of US\$125 million in 2011 compared to US\$200 million in 2010. Contributions of approximately US\$80 million are expected to be made in 2012 excluding restructuring costs and excluding any accelerated payments which Syngenta may decide to make as business and financial market conditions develop during 2012. Restructuring costs were US\$33 million

## Table of Contents

higher from the implementation of the integrated crop strategy restructuring program. Net outflows from financial expenses were US\$114 million in 2011, down from US\$164 million in 2010 due to higher gains realized on hedges of uncommitted foreign exchange transaction exposures. Cash outflows from working capital of US\$50 million in 2011 contrasted with US\$125 million of inflows in 2010, with higher investments in inventories and trade receivables reflecting the sales growth in 2011, largely offset by increased payables including accruals for employee incentives.

### Cash flow used for investing activities

Cash used for investing activities increased to US\$472 million in 2011 from US\$450 million in 2010. Additions to property, plant and equipment increased by US\$83 million due in part to the continued expansion of the PLENETM sugarcane facility in Brazil. Investment in financial assets grew by US\$22 million, mainly from investments by Syngenta's venture capital activities. Purchases of intangibles decreased from US\$118 million in 2010 to US\$62 million in 2011 because of fewer stage payments under various license agreements signed during 2008, 2009 and 2010. In 2011, proceeds from disposals of property, plant and equipment, intangible assets and financial assets decreased by US\$13 million and net disposals of marketable securities decreased by US\$20 million, respectively. Cash outflows from business acquisitions were US\$9 million higher in 2011 than in 2010; however, in 2011, the divestment of the Materials Protection business and of parts of the former Monsanto sunflower businesses in Spain and Hungary as required by the European Union competition authorities contributed cash inflows of US\$69 million.

### Cash flow used for financing activities

Cash used for financing activities was US\$840 million higher in 2011 than in 2010. Repayment of net borrowings increased US\$575 million compared to 2010 due to a EUR 500 million Eurobond having matured during the year. Distributions paid to shareholders and net purchases of treasury shares and options over own shares were US\$182 million and US\$131 million higher than in 2010, respectively, with an increased dividend and a higher number of shares repurchased to meet the needs of Syngenta's employee share plans. In 2010, there were US\$48 million of outflows from the acquisitions of non-controlling interests in Syngenta's Golden Harvest and Garst seed businesses in the USA.

### Research and development (R&D)

To continue to meet growers' key needs for products to protect crops, improve agricultural yields and quality, and reduce the environmental impact of farming, Syngenta's research and development (R&D) function, currently consisting of over 5,000 people working at R&D centers and field stations around the world, has been and continues to focus its efforts in the following areas:

- In Crop Protection, on the discovery and development of chemicals to enhance Syngenta's portfolio of products to control weeds, insects, fungi and other biotic stresses (such as nematodes, bacteria and viruses), as well as crop enhancement and other abiotic benefits (such as water and nutrient optimization).
- In Seeds, on the creation and development of products having genetically improved germplasm through natural breeding and biotechnology techniques, leading to plants with improved yield, tolerance of or resistance to biotic stress (as above) and/or tolerance of abiotic stress.

Syngenta is committed to improving crop yield and quality in a sustainable way and, through its global product safety group and global regulatory team worldwide, is committed to developing and registering products that are safe and effective. Syngenta maximizes its innovation potential by leveraging the industry expertise of Syngenta and partnering with technology leaders across the globe.

The total spent on research and development was US\$1,127 million in 2011, US\$1,032 million in 2010 and US\$952 million in 2009. Attribution of research and development costs for 2011 was US\$624 million for Crop Protection, US\$423 million for Seeds and US\$80 million in Business Development. In 2010, the attribution was US\$555 million for Crop Protection, US\$410 million for Seeds and US\$67 million in Business Development. In 2009, the attribution was US\$508 million for Crop Protection, US\$364 million for Seeds and US\$80 million in Business Development.

There are no off-balance sheet financing transactions associated with research and development activity.

Table of Contents

## Contractual obligations, commitments and contingent liabilities

At December 31, 2011 Syngenta had the following contractual obligations to make future payments in the following periods:

| (US\$ million)   | Notes to<br>the<br>financial<br>statements<br>reference | Total | Less<br>than<br>1 year | 1-3<br>years | 3-5<br>years | 5-10<br>years | More<br>than<br>10<br>years |
|--|---|-------|------------------------|--------------|--------------|---------------|-----------------------------|
| Financial debt   | 16, 18  | 2,876 | 732                    | 1,211        | 665          | 93            | 175                         |
| Interest on financial debt                                       | 27  | 414   | 98                     | 124          | 35           | 63            | 94                          |
| Other non-current liabilities                                    | 18  | 21    | –                      | 21           | –            | –             | –                           |
| Capital lease payments   | 25  | 45    | 11                     | 20           | 14           | –             | –                           |
| Operating lease payments   | 25  | 120   | 31                     | 21           | 40           | 28            | –                           |
| Unconditional purchase obligations                               | 25  | 1,262 | 615                    | 503          | 144          | –             | –                           |
| Long-term research agreements and other<br>long-term commitments | 25  | 480   | 101                    | 146          | 149          | 84            | –                           |
| Total  |   | 5,218 | 1,588                  | 2,046        | 1,047        | 268           | 269                         |

Of the total financial debt, floating rate financial debt is US\$336 million (mainly local bank loans and overdraft facilities), US\$334 million of which is due within one year. No interest obligation in respect of this debt is included in the table above. There is no contractual obligation to renew this debt. The debt amount, and the interest payments associated with it, will vary over time according to Syngenta's funding requirements and future interest rates.

Fixed rate debt of US\$2,540 million is comprised primarily of the outstanding Eurobonds, Swiss franc domestic bonds and US private placement notes. Fixed rate interest payments of US\$414 million on these are included above. At December 31, 2011, US\$1,000 million of this long-term debt is converted to floating rate debt through derivatives. The impact of these derivatives on the interest cash flows has not been included in the above table as they can result in cash payments or receipts depending on the market position at any given time.

Other non-current liabilities arise from license agreements signed during 2010, 2009 and 2008 with several counterparties where the related cash flows are payable over several years, as well as from deferred payments related to acquisitions.

Provisions for long-term liabilities totaling US\$968 million shown in Syngenta's consolidated balance sheet have not been included in the above table because the timing of their payment is not contractually fixed and cannot be estimated with sufficient certainty within the context of the time periods in the table. This applies particularly to those amounts which are not expected to be paid during 2012. Note 19 to the consolidated financial statements in Item 18 presents the components of the estimated US\$232 million of provisions that are expected to be paid during 2012.

## Table of Contents

The supply agreements for materials giving rise to the unconditional purchase obligations are entered into by Syngenta to ensure availability of materials meeting the specifications required by Syngenta. Where suppliers have made significant capital investment, these agreements generally provide for Syngenta to pay penalties in the event that it terminates the agreements before their expiry dates.

The above table excludes pension contributions. The rules of Syngenta's main Swiss defined benefit pension fund commit Syngenta to contributing a fixed percentage of employees' pensionable pay to the fund. Syngenta's 2012 contributions to the Swiss fund were partly prepaid in December 2010 and December 2011. Syngenta is committed to pay contributions to its UK defined benefit pension fund according to a schedule, which it agrees in advance with the plan Trustee following each statutory valuation, which normally takes place every three years. In addition to paying a fixed percentage of pensionable pay for employees' current service, the schedule requires payment of a fixed amount over a fixed number of years to eliminate the past service deficit in the fund. Under the schedule of contributions in force at December 31, 2011, Syngenta is committed to pay deficit contributions of approximately US\$31 million per year to the UK fund over the agreed 10 year deficit recovery period, which ends in March 2019. A further US\$16 million per year may be payable at three year intervals over this period if the actual return on plan assets falls below a specified level. Syngenta prepaid US\$100 million of deficit contributions to the fund in December 2010. As a result, no further deficit contributions are expected to be payable before the next valuation, which will be as at March 31, 2012. Upon completion of the valuation, a revised schedule of contributions will be agreed based on the fund's actuarial position at that date. Because of this, the future contributions payable in accordance with the existing schedule have not been included in the above table. As disclosed in Note 22 to the consolidated financial statements in Item 18, Syngenta expects to pay \$80 million of contributions to its defined benefit pension plans in 2012 excluding restructuring costs and excluding any accelerated payments which Syngenta may decide to make as business and financial market conditions develop during 2012.

The above table excludes liabilities of US\$274 million in respect of uncertain tax positions because it is not possible to make a reasonably reliable estimate of the period of cash settlement with the respective taxing authorities.

### Off-balance sheet arrangements

Syngenta had no off-balance sheet arrangements as at December 31, 2011, other than the above contractual obligations, commitments and contingent liabilities. Syngenta has no unconsolidated special purpose entities that are likely to create material contingent obligations.

### Critical accounting estimates

Critical accounting estimates and new accounting pronouncements are discussed in Note 2 to the consolidated financial statements in Item 18.

### Recent developments

Note 30 to the consolidated financial statements in Item 18 provides details of events which occurred between the balance sheet date and February 16, 2012, the date of this filing, that would require adjustment to or disclosure in the consolidated financial statements.

### Future prospects

Farm incomes in most regions in 2011 were at high levels. At the start of 2012, prices of key crops such as corn, soybean, wheat and cotton remain higher than at the end of 2009 and, except for wheat, were close to or above the average for the last three years. These conditions continue to be supportive to farmer profitability and incentivize use



of high quality seeds and crop protection products to maximize yields and improve crop quality. Volatility in all financial markets, including crop commodities, continues to be at a high level and crop prices may weaken in response to further adverse economic or financial market conditions.

Sales volumes of Crop Protection products were 11 percent higher in 2011 than in 2010. With crop prices near current levels and assuming generally normal weather patterns, Syngenta expects continued volume

Table of Contents

growth in 2012, although at a lower rate than in 2011 and 2010. Local currency sales prices in 2011 were 1 percent higher on average than 2010 and in the second half were 4 percent higher than the comparable prior year period. With this positive momentum at the end of 2011, some local currency price growth is expected in 2012.

Weather is always a short-term risk to sales in businesses linked to agriculture and adverse weather conditions for crop growers can reduce sales of Syngenta's products. For example, at the start of 2012, drought conditions exist in parts of Latin America which, if they persist, may reduce sales. Macro-economic risk has increased in 2011 and Syngenta continues to closely monitor liquidity and credit risk in several countries. Adverse developments may cause Syngenta to reduce sales in certain areas or lead to increased bad debt losses.

In Seeds, sales volumes grew by 9 percent in 2011 but were 1 percent lower in the second half, partially due to a high level of royalty income in this period in 2010 and to over-supply in South East Asia. Syngenta expects overall Seeds volume growth in 2012 from a resumption of growth in emerging markets in Asia and ongoing strength in Latin America. Local currency sales prices increased by 3 percent in 2011 and further price increases are expected in 2012 to reflect the increase in seeds production costs resulting from higher commodity crop prices.

As a Swiss-based company operating globally and with a relatively small domestic market, Syngenta has significant currency exposures, with a short position against the US dollar in Swiss francs and British pounds, and a long position in Euros and many emerging market currencies. Forecast transaction exposures in the major currencies are hedged under a rolling 12 month program, largely through forward contracts. In 2011, hedge gains of approximately US\$177 million were realized under this program, mainly due to the strength of the Swiss franc, and will not reoccur in 2012. Partly due to the implementation by the Swiss National Bank in September 2011 of a cap on appreciation of the Swiss franc at 1.2 francs to the Euro, at rates at the beginning of January 2012 Syngenta expects a favorable impact on operating income from the underlying exposures in developed market currencies. This will be partially offset by losses on the related 2012 hedges. However, the resulting net gain is currently expected to be offset by losses on the underlying long exposures to emerging market currencies. The combined adverse year-on-year impacts of the change in the net hedging result and underlying exposures are estimated to total approximately US\$250 million to US\$300 million. However, as emerging market currency exposures are largely unhedged, the actual impact may differ positively or negatively from this estimate. The net hedging result is reported within General and administrative in the consolidated income statement in Item 18.

Unless a significant escalation in oil prices occurs in the first half of 2012, Crop Protection gross profit margin at constant exchange rates is expected to increase as overall average sales prices are expected to increase by more than overall average unit costs. The impact of higher 2012 raw material costs on Crop Protection average unit costs is expected to be partially offset by the favorable impact on unit costs from higher production volumes. Cost increases or decreases in the second half of 2012 mainly will impact gross profit margins in 2013 as product inventories are produced in the latter part of 2012 for sale during the Spring 2013 growing season in the Northern Hemisphere. Seeds gross profit margins at constant exchange rates, excluding the impact of purchase accounting inventory adjustments, improved in 2011 compared to 2010 reflecting portfolio enhancement, increased royalties, including those arising from the consolidation of Greenleaf Genetics, and higher sales prices. As indicated above, further sales price increases are expected in 2012, offsetting the higher cost of goods sold resulting from lower corn seed production yields during the 2011 growing season in the United States and from higher crop commodity prices, which have an adverse impact on seed product costs.

In 2012, Syngenta will continue to increase its investments in sales and marketing and in research and development. These increases will be largely offset by cost savings from the restructuring programs described in the above "Restructuring and impairment" section, particularly those related to integrating the Crop Protection and Seeds commercial operations. The rate of growth in operating costs excluding cost of goods sold, restructuring and the impact of exchange rate movements including the net hedging result is currently expected to be lower than in 2011.



## Table of Contents

While it is not possible reliably to predict currency exchange gains and losses in 2012, based on interest and forward exchange rates prevailing at the start of the year it is currently expected that financial expense, net, in 2012 will be at a similar level to 2011.

Net income in 2012 will be impacted by restructuring and impairment charges related particularly to the integrated crop strategy program announced in February 2011. Restructuring and impairment charges in 2012 are forecast to be near the level incurred in 2011, excluding financial asset and other impairment losses and the gain realized in 2011 on the divestment of the Materials Protection business. However, actual charges could differ significantly from those forecast in any one calendar year as they are dependent on the timing of irrevocable restructuring commitments.

Subject to approval by the shareholders at the Annual General Meeting on April 24, 2012, the Board is recommending to increase the dividend to CHF 8.00 per share from CHF 7.00 per share paid in 2011. Syngenta also currently plans to repurchase shares in 2012 for an amount of US\$200 million.

### Quantitative and qualitative disclosure about market risk

For quantitative and qualitative disclosure about market risk, see Item 11.

### Appendix A

#### Reconciliation of non-GAAP measures to equivalent GAAP measures

A non-GAAP measure is a numerical measure of financial performance, financial position or cash flows that either:

includes, or is subject to adjustments that have the effect of including, amounts that are excluded in the most directly comparable measure calculated and presented under IFRS as issued by the IASB; and

excludes, or is subject to adjustments that have the effect of excluding, amounts that are included in the most directly comparable measure calculated and presented under IFRS as issued by the IASB.

Syngenta uses non-GAAP measures in this report where they are regarded by management as important for the investor to fully understand Syngenta's performance. The non-GAAP measures presented in this report are measures adjusted for exchange rate movements and to exclude restructuring gains and losses and impairment losses. The Company presents these measures because:

movements in exchange rates historically have had, and in the future are expected to have, a significant impact on sales and operating income from period-to-period; and

– restructuring and impairment charges historically have fluctuated, and in the future are expected to fluctuate, significantly from period-to-period and thereby have a volatile impact on results.

Syngenta has been engaged in significant restructuring activities, including the integration of business combinations, since the formation of the Company in November 2000. In the period following the formation of the Company, restructuring programs were initiated to integrate and extract synergies from the now combined operations of the Zeneca agrochemicals business and the Novartis agribusiness. Subsequently, further restructuring programs have been initiated in response to low underlying growth in Crop Protection markets seen at the time these programs were announced. The incidence of restructuring charges is periodic and volatile, reflecting the timing of irrevocable commitments related to specific sites and operations. Therefore the impact on reported performance varies from period to period and there is limited continuity in the specific composition or size of such charges. Internal financial reporting and management and employee incentive plans are substantially based on financial measures excluding the

charges for restructuring and impairment so that management is incentivized to deliver the benefits of the associated restructuring and not to achieve short term financial targets by deferring implementation of restructuring plans. Restructuring programs typically deliver benefits with a payback

## Table of Contents

over several years, similar to capital investments, and control over restructuring expenditures is performed on a similar project basis to that applied with capital investments.

Syngenta presents non-GAAP measures on operating income before restructuring and impairment at both the segmental and group levels. Restructuring and impairment charges have had a material effect on operating income in the period covered by the review. In the opinion of management, reporting operating performance excluding restructuring and impairment in addition to the GAAP measures provides a more thorough understanding of business performance. Together with disclosure of the material elements within restructuring and impairment and of the overall anticipated size and timeframe of restructuring programs, these measures may assist investors in forecasting future operating performance. In addition to GAAP measures, Syngenta uses measures of operating performance excluding restructuring and impairment in internal reporting to management and the Board of Directors, and these measures are used in the incentive plans for Syngenta management and other employees. Restructuring and impairment charges have been incurred in all the periods covered by the review and are expected to continue to arise and have a material effect on operating performance in future periods. Consequently, non-GAAP measures of operating income before restructuring and impairment do not present a complete picture of operating performance and these measures should be seen only as supplementary to the GAAP measure.

Syngenta presents non-GAAP information on income before taxes excluding restructuring and impairment together with income tax expense before restructuring and impairment to assist investors to calculate the Group tax rate both including and excluding the impact of restructuring and impairment charges. The tax rate on restructuring and impairment charges has been volatile and different from the tax rate on income before taxes excluding restructuring and impairment, due in part to many categories of restructuring or impairment charges not being deductible for tax purposes. In addition to GAAP measures, measures of income before taxes excluding restructuring and impairment and income tax expense excluding restructuring and impairment are used in internal reporting to management and the Board of Directors. Restructuring and impairment charges have been incurred in all the periods covered by the review and are expected to continue to arise and have a material effect on operating performance in future periods. Consequently, non-GAAP measures of income before taxes excluding restructuring and impairment and income tax expense before restructuring and impairment do not present a complete picture of financial performance and these measures should be seen only as supplementary to the GAAP measure.

Syngenta presents non-GAAP information on net income and earnings per share before restructuring and impairment and, where relevant, on net income and earnings per share from continuing operations before restructuring and impairment. As above, restructuring and impairment charges have had a material effect on operating income in the period covered by the review. In the opinion of management, reporting net income and earnings per share excluding restructuring and impairment in addition to the GAAP measures provides a more thorough understanding of business performance. Together with disclosure of the material elements within restructuring and impairment and of the overall anticipated size and timeframe of restructuring programs, this disclosure may assist investors in forecasting future performance. In addition to net income and earnings per share prepared in accordance with GAAP, Syngenta uses net income and earnings per share excluding restructuring and impairment in internal reporting to management and the Board of Directors, and the measure is used in the incentive plans for Syngenta management and other employees. Restructuring and impairment charges have been incurred in all the periods covered by the review and are expected to continue to arise and have a material effect on financial performance in future periods. Consequently, the non-GAAP measures of net income and earnings per share before restructuring and impairment do not present a complete picture of financial performance and these measures should be seen only as supplementary to the GAAP measures.

For improved clarity, the definitions of these non-GAAP measures and reconciliations of non-GAAP measures to the appropriate GAAP measure are provided below. The tables below are included to show the reconciliation of the GAAP measures to the non-GAAP measures used in the report and do not represent income statements prepared under IFRS as issued by the IASB.



Table of Contents

Reconciliation of net income excluding Restructuring and impairment (non-GAAP measure) to profit for the period (GAAP measure)

| 2011 (US\$ million)                                 | Total  | Restructuring<br>and<br>impairment | Before<br>Restructuring<br>and<br>impairment |
|---|--------|------------------------------------|--|
| Operating income                                    | 2,051  | (245 )                             | 2,296  |
| Income/(loss) from associates and joint ventures    | 15     | -                                  | 15   |
| Financial expense, net                              | (165 ) | -                                  | (165 )                                       |
| Income before taxes                                 | 1,901  | (245 )                             | 2,146  |
| Income tax expense                                  | (301 ) | 55                                 | (356 )                                       |
| Net income  | 1,600  | (190 )                             | 1,790  |
| Attributable to non-controlling interests           | (1 )   | -                                  | (1 )   |
| Net income attributable to Syngenta AG shareholders | 1,599  | (190 )                             | 1,789  |
| Tax rate  | 16 %   | 22 %                               | 17 %   |
| Number of shares – basic (millions)                 | 92     |                                    | 92   |
| Number of shares – diluted (millions)               | 92     |                                    | 92   |
| Basic earnings per share                            | 17.40  | (2.07 )                            | 19.47  |
| Diluted earnings per share                          | 17.31  | (2.05 )                            | 19.36  |

| 2010 (US\$ million)                                 | Total  | Restructuring<br>and<br>impairment | Before<br>Restructuring<br>and<br>impairment |
|---|--------|------------------------------------|--|
| Operating income                                    | 1,793  | (177 )                             | 1,970  |
| Income/(loss) from associates and joint ventures    | 25     | (1 )                               | 26   |
| Financial expense, net                              | (141 ) | -                                  | (141 )                                       |
| Income before taxes                                 | 1,677  | (178 )                             | 1,855  |
| Income tax expense                                  | (275 ) | 42                                 | (317 )                                       |
| Net income  | 1,402  | (136 )                             | 1,538  |
| Attributable to non-controlling interests           | (5 )   | -                                  | (5 )   |
| Net income attributable to Syngenta AG shareholders | 1,397  | (136 )                             | 1,533  |
| Tax rate  | 16 %   | 24 %                               | 17 %   |
| Number of shares – basic (millions)                 | 93     |                                    | 93   |
| Number of shares – diluted (millions)               | 93     |                                    | 93   |
| Basic earnings per share                            | 15.07  | (1.47 )                            | 16.54  |
| Diluted earnings per share                          | 14.99  | (1.45 )                            | 16.44  |



Table of Contents

| 2009 (US\$ million)                                 | Total  | Restructuring<br>and<br>impairment | Before<br>Restructuring<br>and<br>impairment |
|---|--------|------------------------------------|--|
| Operating income                                    | 1,819  | (147 )                             | 1,966  |
| Income/(loss) from associates and joint ventures    | (3 )   | (2 )                               | (1 )   |
| Financial expense, net                              | (122 ) | –                                  | (122 )                                       |
| Income before taxes                                 | 1,694  | (149 )                             | 1,843  |
| Income tax expense                                  | (283 ) | 42                                 | (325 )                                       |
| Net income  | 1,411  | (107 )                             | 1,518  |
| Attributable to non-controlling interests           | (3 )   | –                                  | (3 )   |
| Net income attributable to Syngenta AG shareholders | 1,408  | (107 )                             | 1,515  |
| Tax rate  | 17 %   | 28 %                               | 18 %   |
| Number of shares – basic (millions)                 | 93     |                                    | 93   |
| Number of shares – diluted (millions)               | 94     |                                    | 94   |
| Basic earnings per share                            | 15.11  | (1.15 )                            | 16.26  |
| Diluted earnings per share                          | 15.01  | (1.14 )                            | 16.15  |

| 2008 (US\$ million)                                 | Total  | Restructuring<br>and<br>impairment | Before<br>Restructuring<br>and<br>impairment |
|---|--------|------------------------------------|--|
| Operating income                                    | 1,880  | (205 )                             | 2,085  |
| Income/(loss) from associates and joint ventures    | 3      | –                                  | 3  |
| Financial expense, net                              | (169 ) | –                                  | (169 )                                       |
| Income before taxes                                 | 1,714  | (205 )                             | 1,919  |
| Income tax expense                                  | (315 ) | 50                                 | (365 )                                       |
| Net income  | 1,399  | (155 )                             | 1,554  |
| Attributable to non-controlling interests           | –      | –                                  | –  |
| Net income attributable to Syngenta AG shareholders | 1,399  | (155 )                             | 1,554  |
| Tax rate  | 18 %   | 24 %                               | 19 %   |
| Number of shares – basic (millions)                 | 94     |                                    | 94   |
| Number of shares – diluted (millions)               | 95     |                                    | 95   |
| Basic earnings per share                            | 14.90  | (1.65 )                            | 16.55  |
| Diluted earnings per share                          | 14.77  | (1.63 )                            | 16.40  |

Table of Contents

| 2007 (US\$ million)                                 | Total  | Restructuring<br>and<br>impairment | Before<br>Restructuring<br>and<br>impairment |
|---|--------|------------------------------------|--|
| Operating income                                    | 1,501  | (40 )                              | 1,541  |
| Income/(loss) from associates and joint ventures    | (3 )   | –                                  | (3 )   |
| Financial expense, net                              | (42 )  | –                                  | (42 )  |
| Income before taxes                                 | 1,456  | (40 )                              | 1,496  |
| Income tax expense                                  | (321 ) | 38                                 | (359 )                                       |
| Net income  | 1,135  | (2 )                               | 1,137  |
| Attributable to non-controlling interests           | (2 )   | –                                  | (2 )   |
| Net income attributable to Syngenta AG shareholders | 1,133  | (2 )                               | 1,135  |
| Tax rate  | 22 %   | 95 %                               | 24 %   |
| Number of shares – basic (millions)                 | 96     |                                    | 96   |
| Number of shares – diluted (millions)               | 97     |                                    | 97   |
| Basic earnings per share                            | 11.80  | (0.03 )                            | 11.83  |
| Diluted earnings per share                          | 11.66  | (0.03 )                            | 11.69  |

## Constant exchange rates

Syngenta compares results from one period to another period in this report using variances calculated at constant exchange rates (“CER”). To present that information, current period results for entities reporting in currencies other than US dollars are converted into US dollars at the prior period’s exchange rates, rather than the exchange rates for the current year. See Note 26 to the consolidated financial statements for information on average exchange rates in 2011 and 2010. For example, if a European entity reporting in Euro sold €100 million of products in 2011 and 2010, Syngenta’s financial statements would report US\$140 million of revenues in 2011 (using 0.71 as the rate, which was the average exchange rate in 2011) and US\$133 million in revenues in 2010 (using 0.75 as the rate, which was the average exchange rate in 2010). The CER presentation would translate the 2011 results using the 2010 exchange rates and indicate that underlying revenues were flat. Syngenta presents this CER variance information in order to assess how its underlying business performed before taking into account currency exchange fluctuations. Syngenta also presents its actual reported results in order to provide the most directly comparable data under GAAP.

Table of Contents

ITEM 6 — DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Board of Directors

Members of the Board of Directors (at February 15, 2012)

Qualifications, elections and terms of office

Syngenta is led by a strong and experienced Board. The Board includes representatives from six nationalities, drawn from broad international business and scientific backgrounds. Its members bring diversity in expertise and perspective to the leadership of a complex, highly regulated, global business.

The activities performed by the non-executive Directors, apart from their duties as non-executive Directors of the Board of Syngenta, are not related to the Company.

The members of the Board of Directors are elected by the shareholders at the Annual General Meeting. The elections are held individually. According to the Articles of Incorporation, the terms of office are coordinated so that every year approximately one-third of all members of the Board are subject to election; a term of office may not exceed three years. The members of the Board automatically retire after the lapse of the twelfth year of office or, if earlier, on expiry of the seventieth year of age. In each case, retirement becomes effective on the date of the next Annual General Meeting following such event.

Role of the Board of Directors and the Board Committees

The Board exercises full and effective control of the Company. It holds ultimate responsibility for the strategy and for the supervision of executive management. In addition, the Board of Directors takes an active role in reviewing and enhancing Corporate Governance within Syngenta.

The main responsibilities of the Board of Directors are the following:

Responsibilities

- Ultimate direction of the business of the Company and the giving of the necessary directives
- Approval of the strategic direction and the strategic plans of the Company and of its Divisions; approval of budgets and other financial targets and decisions on the financial means necessary to attain those targets
- Determination of the essential features of the organization of the Company
- Determination of the duties and responsibilities of the Chairman of the Board, the Chairman's Committee, the CEO and the Executive Committee
- Approval of the organization of accounting, financial control, and financial planning
- Approval of the quarterly Reports and of the Annual Report for the Company as a whole and for the Divisions
- Appointment and removal of the persons entrusted with the management and representation of the Company
- Approval of the principles of leadership and communication
- Ultimate supervision of the persons entrusted with the management of the Company, specifically in view of their compliance with the law, the Articles of Incorporation, regulations and directives
- Preparation of General Meetings of shareholders and the carrying out of the resolutions adopted by such General Meetings of shareholders
- Approval of corporate policy, including financial, investment, personnel, and safety and environmental protection policies

- Approval of acquisitions/divestments of companies, businesses, fixed assets, land, IT projects, product lines and licenses

72

---

## Table of Contents

- Approval of the Company's entry into new spheres of activity and withdrawal from existing ones
- Approval of the choice of new or the closing of existing sites of fundamental significance
- Adoption of resolutions concerning the increase of share capital to the extent that such power is vested in the Board of Directors, as well as resolutions concerning the confirmation of capital increases and respective amendments to the Articles of Incorporation
- Examination of the professional qualifications of the external auditor
- Approval of the institution or defense of legal proceedings in cases of fundamental significance for the Company
- Notification of the court if liabilities exceed assets.

The Company Secretary acts as Secretary to the Board.

The Board of Directors meets on a regular basis. The Chairman, after consultation with the Chief Executive Officer (CEO), determines the agenda for the Board meetings. Any member of the Board of Directors may request the convening of a meeting or the inclusion of items of business in the agenda. In 2011, apart from the Board meetings, Board members conducted discussions with Officers of the Company to review relevant matters at hand, visited operating locations of the Company and provided information to management as needed.

The Board of Directors regularly reviews its own and senior management's performance, and takes responsibility for succession planning.

Some of the Board's responsibilities are delegated to the Chairman's Committee, the Audit Committee, the Compensation Committee, and the Corporate Responsibility Committee. The Board Committees meet on a regular basis. Their members are provided with the materials necessary to fulfill their duties and responsibilities, and to submit full reports to the Board.

Risk Management is of highest importance in Syngenta; responsibility for this is assumed by the full Board and, within the scope of its duties, by every individual Board Committee.

The Board members nominate the Chairman of the Board. He shares responsibility for the strategic direction of Syngenta with the CEO. He ensures close liaison between the Board, its Committees and the CEO. In consultation with the CEO, the Chairman supervises the implementation of resolutions of the Board and of its Committees. The Chairman represents, jointly with the CEO, the interests of the Company as a whole towards authorities and business associations, both in Switzerland and internationally.

The Board of Directors of Syngenta has delegated the operational management of business operations to the Executive Committee.

### Information and control instruments of the Board of Directors

The Board recognizes the importance of being fully informed on material matters that impact Syngenta. It supervises management and monitors its performance through reporting and controlling processes and through the Board Committees. It ensures that it has sufficient information to make the appropriate decisions through the following means:

- All members of the Executive Committee are regularly invited to attend Board meetings to report on their areas of responsibility, including key data for the core businesses, financial information, existing and potential risks, and updates on developments in important markets. Other members of management attend Board meetings as deemed necessary by the Board.

- At each Board meeting, the CEO reports on the meetings of the Executive Committee. The Chairman receives the minutes of the Executive Committee meetings; on request the minutes are available to all members of the Board of Directors.
- Board Committees regularly meet as appropriate with members of management, external advisors and the external auditor.
  - Important information is regularly sent to the Board.

#### Internal Audit

Internal Audit, as an inspecting and monitoring body, carries out control, operational and system audits. All organizational subsidiaries are within the scope of internal audit. Audit plans are reviewed and approved by the Audit Committee, and any suspected irregularities are reported without delay. Internal Audit maintains a regular dialogue with the external auditor to share reports and risk issues arising from their respective audits.

Table of Contents

In connection with the operation of controls, including controls over financial reporting, a self-certification “Letter of Assurance” process is in place. The letters of assurance are cascaded down through the organization. The returned letters are analyzed, evaluated and any arising issues and deficiencies are reported to the Head of Internal Audit and the Audit Committee. Internal Audit reports on issues arising from internal audits to the Audit Committee. The Audit Committee reports to the Board of Directors.

**External auditor**

The external auditor is accountable to the Audit Committee, the Board of Directors and ultimately to the shareholders. At the completion of the audit, the external auditor presents and discusses the audit report on the financial statements with the Audit Committee, highlighting any significant internal control issues identified during the course of the audit. The external auditor regularly participates in the Audit Committee meetings, and at least once a year the lead partners take part in a meeting with the Board of Directors.

**Board of Directors oversight over external audit**

The Audit Committee, on behalf of the Board of Directors, is responsible for monitoring the performance of the external auditor and checking its independence. In addition, the Audit Committee monitors the implementation of findings of external and internal auditors by management. The Audit Committee meets regularly with the lead partners of the external auditor, as well as with Internal Audit. In addition, it prepares proposals for the appointment or removal of the external auditor for submission to the Board, which then nominates the external auditor for election by the Annual General Meeting. As an additional duty, according to the US Sarbanes-Oxley Act of 2002, the Audit Committee pre-approves all audit and non-audit services rendered by the external auditor. It reports to the Board of Directors about the discussions with the external auditor.

**Board of Directors**

| Members                    | Meetings attended <sup>1</sup> |
|----------------------------|--------------------------------|
| Martin Taylor <sup>2</sup> | 7                              |
| Jürg Witmer                | 5                              |
| Michael Mack               | 6                              |
| Stefan Borgas              | 6                              |
| Peggy Bruzelius            | 7                              |
| Pierre Landolt             | 7                              |
| David Lawrence             | 7                              |
| Peter Thompson             | 7                              |
| Jacques Vincent            | 6                              |
| Rolf Watter                | 7                              |
| Felix A. Weber             | 7                              |

<sup>1</sup> Seven meetings held in 2011, thereof two phone conferences

<sup>2</sup> Chairman

**Chairman’s Committee****Responsibilities**

- Prepares the meetings of the Board of Directors
- Makes decisions on behalf of the Board in urgent cases
- Deals with all business for the attention of the Board of Directors, and comments on matters falling within the Board’s authority before the latter makes any decision on them
- Acts as Nomination Committee for Board successions
- Upon request of the CEO, approves on its own authority appointments to selected senior positions

Edgar Filing: SYNGENTA AG - Form 20-F

- Approves acquisitions/divestments of companies, businesses, fixed assets, land, IT projects, product lines and licenses within the financial limits established by the Board of Directors

The Chairman's Committee consists of four members: the Chairman, the Vice Chairman, the CEO and one other member of the Board; the Company Secretary acts as Secretary to the Committee.

| Members                    | Meetings attended <sup>1</sup>                          |
|----------------------------|---|
| Martin Taylor <sup>2</sup> | 6   |
| Jürg Witmer                | 6   |
| Michael Mack               | 6   |
| Rolf Watter                | 6   |
| 1                          | Six meetings held in 2011, thereof one phone conference |
| 2                          | Chairman  |



Table of Contents

Audit Committee

Responsibilities

- Monitors the performance of external and internal auditors as well as the independence of the external auditor
- Monitors the implementation of findings of external and internal auditors by Management
- Assesses the quality of the financial reporting and prepares Board decisions in this area
- Reviews critical accounting policies, financial control mechanisms and compliance with corresponding laws and regulations

The Audit Committee consists of at least three independent, non-executive Directors; a member of the Corporate Legal Department acts as Secretary to the Committee<sup>1</sup>.

| Members                      | Meetings attended <sup>2</sup> |
|------------------------------|--------------------------------|
| Peggy Bruzelius <sup>3</sup> | 4                              |
| Stefan Borgas                | 4                              |
| Peter Thompson               | 4                              |

|   |   |
|---|---|
| 1 | The external auditor attended all meetings in 2011                  |
|   | The CFO is generally invited to the meetings of the Audit Committee |
| 2 | Four meetings held in 2011  |
| 3 | Chairman  |

Compensation Committee

Responsibilities

- Reviews and sets the compensation of the members of the Executive Committee
- Makes recommendations to the Board on the compensation of the Chairman, the CEO and the members of the Board
- Approves the structure of the compensation plans for senior management based on the CEO's recommendations
- Defines the rules of the Long-Term Incentive Plan (LTI) and the Deferred Share Plan (DSP)

The Compensation Committee consists of four non-executive Directors; the Global Head of Human Resources acts as Secretary to the Committee<sup>1</sup>.

| Members                     | Meetings attended <sup>2</sup> |
|-----------------------------|--------------------------------|
| Felix A. Weber <sup>3</sup> | 4                              |
| Martin Taylor               | 4                              |
| Jacques Vincent             | 3                              |
| Jürg Witmer                 | 3                              |

|   |  |
|---|--|
| 1 | The CEO attends the Compensation Committee meetings as a permanent guest, except when his own compensation or other subjects with reference to his own situation are discussed |
| 2 | Four meetings held in 2011   |
| 3 | Chairman   |

Corporate Responsibility Committee

Responsibilities

- Acts as custodian of the Board in all Corporate Responsibility matters
- Reviews Corporate Responsibility related actions proposed by the Executive Committee

- Monitors the effectiveness of the implementation of Corporate Responsibility related internal policies

The Corporate Responsibility Committee consists of at least three non-executive Directors and the CEO; the Company Secretary acts as Secretary to the Committee.

| Members                    | Meetings attended <sup>1</sup> |
|----------------------------|--------------------------------|
| Martin Taylor <sup>2</sup> | 2                              |
| Pierre Landolt             | 2                              |
| Michael Mack               | 2                              |
| David Lawrence             | 2                              |

<sup>1</sup> Two meetings held in 2011  
<sup>2</sup> Chairman

Table of Contents

Members of the Board of Directors  
(at February 15, 2012)

Martin Taylor  
British, age 59

Functions in Syngenta

Chairman of the Board, non-executive Director

Chairman of the Chairman's Committee and the Corporate Responsibility Committee, and member of the Compensation Committee. He is also Chairman of the Syngenta Foundation for Sustainable Agriculture.

Professional background

Martin Taylor is currently Vice Chairman of RTL Group SA. Previously he was an Advisor to Goldman Sachs International (1999–2005), Chairman of WHSmith plc (1999–2003), and Chief Executive Officer of Barclays plc (1993–1998) and Courtaulds Textiles (1990–1993). He recently served as a member of the British Government's Independent Banking Commission.

Martin Taylor has a degree in oriental languages from Oxford University.

Initial appointment

in: 2000  
Term of office: 2013

Jürg Witmer  
Swiss, age 63

Functions in Syngenta

Vice Chairman, non-executive Director

Member of the Chairman's Committee and of the Compensation Committee

Professional background

Jürg Witmer is currently Chairman of Givaudan SA and Clariant AG. He joined Roche (1978) in the legal department and subsequently held a number of positions including Assistant to the CEO, General Manager of Roche Far East based in Hong Kong, Head of Corporate Communications and Public Affairs at Roche headquarters in Basel, Switzerland, and General Manager of Roche Austria. Thereafter he became Chief Executive Officer of Givaudan Roure (1999) and then Chairman of the Board of Directors of Givaudan (2005).

Jürg Witmer has a doctorate in law from the University of Zurich, as well as a degree in international studies from the University of Geneva.

Initial appointment: 2006  
Term of office: 2012

Michael Mack  
American, age 51

Functions in Syngenta

Chief Executive Officer (CEO), executive Director

Member of the Chairman's Committee and the Corporate Responsibility Committee

Professional background

Michael Mack 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 is also Chairman of the Board of the Swiss-American Chamber of Commerce.

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.

Initial appointment

in: 2008  
Term of office: 2013

Table of Contents

Stefan Borgas  
German, age 47

Functions in Syngenta  
Non-executive Director  
Member of the Audit Committee

Professional background

Stefan Borgas was Chief Executive Officer of Lonza Group from June 2004 to January 2012. Prior to joining Lonza, he spent 14 years with BASF Group where he held various leadership positions in Fine Chemicals and Engineering Plastics in the USA, Germany, Ireland and China. Stefan Borgas is a member of the Board of scienceindustries, the association of Swiss chemical, pharmaceutical and biotech industries, and of the Swiss-American Chamber of Commerce. He is also president of the Swiss Management Gesellschaft (SMG). Stefan Borgas holds a degree in Business Administration from the University of Saarbrücken and an MBA from the University of St. Gallen.

Initial appointment: 2009  
Term of office: 2012

Peggy Bruzelius  
Swedish, age 62

Functions in Syngenta  
Non-executive Director  
Chairman of the Audit Committee

Professional background

Peggy Bruzelius is currently Chairman of Lancelot Holding AB. In addition she serves as Vice Chairman of Electrolux AB and as a Director of Husqvarna AB, Akzo Nobel NV, Axfood AB and Diageo plc. Peggy Bruzelius is a member of the Royal Swedish Academy of Engineering Sciences. Previously she was Executive Vice President of SEB-bank (1997–1998) and Chief Executive Officer of ABB Financial Services (1991–1997). Peggy Bruzelius holds a Master of Science from the Stockholm School of Economics and an Honorary Doctorate from the same university.

Initial appointment: 2000  
Term of office: 2012

Pierre Landolt  
Swiss, age 64

Functions in Syngenta  
Non-executive Director  
Member of the Corporate Responsibility Committee. He is also a member of the Board of the Syngenta Foundation for Sustainable Agriculture.

Professional background

Pierre Landolt is currently Chairman of the Sandoz Family Foundation and a Director of Novartis AG. He is also a partner with unlimited liabilities of the private bank Landolt & Cie. Pierre Landolt serves, in Brazil, as President of the Instituto Fazenda Tamanduá, of the Instituto Estrela de Fomento ao Microcrédito, of AxialPar Ltda and Moco Agropecuaria Ltda, and, in Switzerland, as Chairman of Emasan AG and Vaucher Manufacture Fleurier SA, and as Vice Chairman of Parmigiani Fleurier SA. He is a Director of EcoCarbone SAS, France, and Amazentis SA, Switzerland. He is also Vice Chairman of the Montreux Jazz Festival Foundation.

Pierre Landolt graduated with a Bachelor of Laws from the University of Paris Assas.

Initial appointment: 2000

Term of office: 2012

Table of Contents

David Lawrence  
British, age 62

Functions in Syngenta  
Non-executive Director  
Member of the Corporate Responsibility Committee and Chairman of the Science and Technology Advisory Board

Professional background

David Lawrence was Head of Research & Development at Syngenta from September 1, 2002 until the end of September, 2008. Prior to this role, David Lawrence was Head Research & Technology Projects (2000–2002) for Syngenta. Prior to this, he was Head International R&D Projects for Zeneca Agrochemicals, having previously held several senior scientific roles. He was a member of the UK Foresight Lead Expert Group on Food and Farming. Currently he is a member of the BBSRC Council and of the UK Industrial Biotechnology Leadership Team. He is also a Board member for Rothamsted Research, Plastid AS and the UK Biosciences Knowledge Transfer Network for which he chairs the Industrial Biotechnology Group.

David Lawrence graduated in chemistry from Oxford University with an MA and DPhil in chemical pharmacology.

Initial appointment: 2009  
Term of office: 2012

Peter Thompson  
American, age 65

Functions in Syngenta  
Non-executive Director  
Member of the Audit Committee

Professional background

Peter Thompson is currently a Director of Sodexo SA. Previously he was President and Chief Executive Officer of PepsiCo Beverages International (1996–2004), President of PepsiCo Foods International's Europe, Middle East and Africa Division (1995–1996) and of Walkers Snack Foods in the UK (1994–1995). Before joining PepsiCo he held various senior management roles with Grand Metropolitan plc, including President and Chief Executive Officer of GrandMet Foods Europe (1992–1994), Vice Chairman of The Pillsbury Company (1990–1992), and President and Chief Executive Officer of The Paddington Corporation (1984–1990). He is also Chairman of the Vero Beach Museum of Art.

Peter Thompson has a degree in modern languages from Oxford University and an MBA from Columbia University.

Initial appointment: 2000  
Term of office: 2013

Jacques Vincent  
French, age 65

Functions in Syngenta  
Non-executive Director  
Member of the Compensation Committee

Professional background

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 Mediaperformance. 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.

Initial appointment: 2005

Term of office: 2013



Table of Contents

Rolf Watter  
Swiss, age 53

Functions in Syngenta  
Non-executive Director  
Member of the Chairman's Committee

Professional background

Rolf Watter has been a partner of the law firm Bär & Karrer in Zurich since 1994. He was a member of its executive board and later an executive Director from 2000 until 2009. He is a non-executive Director of Zurich Financial Services (and its subsidiary Zurich Insurance Company), of Nobel Biocare Holding AG (currently interim Chairman), of UBS Alternative Portfolio AG and A.W. Faber-Castell (Holding) AG. He was formerly non-executive Chairman of Cablecom Holding (2003–2008), a Director of Centerpulse AG (2002–2003), of Forbo Holding AG (1999–2005) and of Feldschlösschen Getränke AG (2001–2004). In addition, Rolf Watter is a part-time professor at the Law School of the University of Zurich and a member of the SIX Swiss Exchange Regulatory Board and its Disclosure Commission of Experts.

Rolf Watter graduated from the University of Zurich with a doctorate in law and holds an LLM degree from Georgetown University; he is admitted to the Bar of Zurich.

Initial appointment: 2000  
Term of office: 2012

Felix A. Weber  
Swiss, age 61

Functions in Syngenta  
Non-executive Director  
Chairman of the Compensation Committee

Professional background

Felix A. Weber is currently Executive Committee Co-Chairman of Nomura Switzerland, a Managing Director of Nomura International Ltd. and Chairman of Nomura Insurance Holdings AG. Previously, he was a Director of Publigroupe (2005–2009), a Director of Valora (2006–2008), a Director of Glacier Holdings GP SA and Glacier Holdings S.C.A (former parent entities of Cablecom GmbH) (2003–2005), a Director of Cablecom GmbH (2004–2005), Managing Director of Lehman Brothers Ltd. (2006–2008), Executive Vice President and Chief Financial Officer of Adecco SA (1998–2004), Associate Project Manager and Principal of McKinsey & Company in Zurich (1989–1997), and Chief Executive Officer of Alusuisse South Africa (1982–1984).

Felix A. Weber graduated from the University of St. Gallen with an MBA in operations research and finance and a PhD in marketing.

Initial appointment: 2000  
Term of office: 2013

Changes announced

Rolf Watter's and Pierre Landolt's terms of office expire at the Annual General Meeting of shareholders (AGM) of April 24, 2012; they will retire from the Board at this date. The Company has announced on February 8, 2012, that at the 2012 AGM, Mrs. Vinita Bali, Mr. Gunnar Brock and Mr. Michel Demaré will be proposed to shareholders for election to the Board.



Table of Contents

Executive Committee

Under the direction of the CEO, the Executive Committee is responsible for the operational management of the Company. It consists of the Chief Executive Officer (CEO), the Chief Operating Officer (COO) EAME & Latin America, the Chief Operating Officer (COO) APAC & North America, the Chief Financial Officer (CFO), the Head of Research & Development, the Head of Global Operations, the Head of Business Development, and the Head of Legal & Taxes.

The CEO is nominated by the Board and shares responsibility for the strategic direction of Syngenta with the Chairman. The CEO is ultimately responsible for the active leadership and operational management of Syngenta and chairs the Executive Committee, representing the latter both inside and outside the Company. Members of the Executive Committee are directly responsible to the CEO. The CEO in turn ensures the Executive Committee's efficiency and effectiveness for the Chairman, the Chairman's Committee, and the Board. The CEO represents, jointly with the Chairman, the interests of the Company as a whole to authorities and business associations, both in Switzerland and internationally.

Executive Committee

Responsibilities

- Formulates the fundamentals of corporate policy
- Draws up and approves the Group strategy and strategic plans for the submission to the Board of Directors or the Chairman's Committee
- Implements the strategies and the periodic assessment of the attainment of goals
- Draws up, approves, and implements one-year plans for the Company and the Divisions for the attention of the Chairman's Committee
- Submits quarterly and yearly reports for the attention of the Board of Directors or its Committees
- Makes personnel appointments and modifications to the organization within its own area of authority
- Promotes a modern and active leadership style
- Ensures provision and optimal utilization of resources (finances, management capacity)
- Promotes an active communications policy both within and outside the Company
- Examines and approves significant agreements with third parties and business activities involving extraordinary high risks
- Establishes guidelines for planning, organization, finance, reporting, information technology etc.

Members

Michael Mackl  
Alejandro Aruffo  
John Atkin  
Robert Berendes  
Christoph Mäder  
Mark Peacock  
Davor Pisk  
John Ramsay



Table of Contents

Members of the Executive Committee  
(at February 15, 2012)

Michael Mack  
American, age 51

Functions in Syngenta  
Chief Executive Officer (CEO), executive Director  
Member of the Chairman's Committee and the Corporate Responsibility Committee

Professional background

Michael Mack 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 is also Chairman of the Board of the Swiss-American Chamber of Commerce.

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.

Appointment: 2008

Alejandro Aruffo  
Italian/American, age 52

Function in Syngenta  
Head of Research & Development

Professional background

Alejandro Aruffo was Vice President Global Pharmaceutical Development, Abbott (2005–2008), President Abbott Bioresearch Center and Vice President Abbott Immunology Research and Development (2003–2005), President Abbott Bioresearch Center and Divisional Vice President Abbott Immunology Research (2002–2003), Vice President Cardiovascular and Metabolic Disease Drug Discovery (2001–2002), and Vice President Immunology Drug Discovery (1998–2001) for Bristol-Myers Squibb. Prior to these roles he held various positions at Bristol-Myers Squibb.

He graduated from the University of Washington with BSc degrees in chemistry and mathematics and from Harvard University with a PhD in biophysics.

Appointment: 2008

John Atkin  
British, age 58

Function in Syngenta  
Chief Operating Officer

Professional background

John Atkin was Chief Operating Officer Crop Protection for Syngenta since its foundation until February 2011. Prior to that, he was Chief Executive Officer (1999–2000), Chief Operating Officer (1999), Head of Product Portfolio Management (1998), and Head of Insecticides and Patron for Asia (1997–1998) of Novartis Crop Protection. Prior to 1998, he was General Manager of Sandoz Agro France (1995–1997) and Head of Sandoz Agro Northern Europe (1993–1995). In 2008 he was appointed Visiting Professor at the Institute for Research on Environment and Sustainability (IRES) at the University of Newcastle upon Tyne. He is also Chairman of CropLife’s Crop Protection Strategy Council (global industry association). He was appointed as a non-executive Director of Driscoll’s in 2011. He graduated from the University of Newcastle upon Tyne with a PhD and a BSc degree in agricultural zoology.

Appointment: 2000

Table of Contents

Robert Berendes  
German, age 47

Function in Syngenta  
Head of Business Development

Professional background

Robert Berendes was Head of Diverse Field Crops (2005–2006) and Head of Strategy, Planning and M&A (2002–2005) for Syngenta. Prior to this, he was a partner and co-leader of the European chemical practice at McKinsey & Company.

He graduated from the University of Cologne with a diploma in chemistry and has a PhD in biophysics from the Max-Planck-Institute for Biochemistry/Technical University of Munich.

Appointment: 2007

Christoph Mäder  
Swiss, age 52

Functions in Syngenta  
Head of Legal & Taxes and Company Secretary

Professional background

Christoph Mäder was Head of Legal & Public Affairs for Novartis Crop Protection (1999–2000) and Senior Corporate Counsel for Novartis International AG (1992–1998). He is Chairman of scienceindustries, the association of Swiss chemical, pharmaceutical and biotech industries. He is also a Vice Chairman of economiesuisse, the main umbrella organization representing Swiss economy, and a member of the Executive Board of the Business and Industry Advisory Committee (BIAC) to the Organization for Economic Co-operation and Development (OECD).

He graduated from Basel University Law School, and is admitted to the Bar in Switzerland.

Appointment: 2000

Mark Peacock  
British, age 51

Function in Syngenta  
Head of Global Operations

Professional background

Mark Peacock was previously Head of Global Supply (2003–2006) and Regional Supply Manager for Asia Pacific (2000–2003) for Syngenta. Prior to this he was a Product Manager in Zeneca Agrochemicals and General Manager of the Electrophotography Business in Zeneca Specialties.

He has a degree in chemical engineering from Imperial College, London, and a Masters in international management from McGill University in Montreal.

Appointment: 2007

Davor Pisk  
British, age 53

Function in Syngenta  
Chief Operating Officer

Professional background

Davor Pisk was Chief Operating Officer Seeds for Syngenta from 2008 to February 2011. Prior to that, he was Region Head Crop Protection Asia Pacific (2003–2007) for Syngenta and Region Head Asia for Zeneca Agrochemicals (1998–2001). Prior to 1998, he was Head of Herbicides for Zeneca (1993–1997) and General Manager of ICI Czechoslovakia (1991–1993).

He has a BA in Economics and Politics from Exeter University, UK, and an MA in Political Science from the University of California, USA.

Appointment: 2008



Table of Contents

John Ramsay  
British, age 54

Function in Syngenta  
Chief Financial Officer

Professional background

John Ramsay was Group Financial Controller (2000–2007) for Syngenta. Prior to that, he was Zeneca Agrochemicals Finance Head Asia Pacific (1994–1999), Financial Controller ICI Malaysia (1990–1993), and ICI Plant Protection Regional Controller Latin America (1987–1990). Before joining ICI in 1984, he worked in Audit and Tax at KPMG. He is a Chartered Accountant and also holds an honors degree in finance and accounting.

Appointment: 2007

Service contracts / Change of control

The employment agreements with members of the Executive Committee, including the CEO, and the agreements with the members of the Board of Directors, including the Chairman, do not have any change of control clauses. Neither the Executive Committee nor the Board of Directors agreements contain any provisions for termination payments (“golden parachute” or “handshake” or similar arrangements) with regard to severance or other termination events. In case the Chairman is removed from office by the Board of Directors prior to expiry of his term of office, he is entitled to a payment of one fourth of the annual fee.

Relationships and arrangements involving Directors or members of the Executive Committee

None of the above Directors or members of the Executive Committee has any family relationship with any other Director or member of the Executive Committee. There were no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any of the above Directors or of the Executive Committee members was selected as a Director or as member of the Executive Committee.

Compensation Report

Compensation, shareholdings and loans

Syngenta refers to the following discussion and disclosures regarding compensation, shareholdings and loans as its “Compensation Report” (or “report”). References herein to the “2010 report” are referring to the Compensation Report included in the “Compensation, shareholdings and loans” section of Item 6 in Syngenta’s annual report on Form 20-F for the year ended December 31, 2010, as filed on February 17, 2011.

Content and method of setting compensation and share-based awards

Members of the Syngenta Executive Committee and Board of Directors receive their cash compensation in Swiss francs. The US dollar compensation amounts presented below have been converted into US dollars using the average currency exchange rate in effect during each year reported. The average Swiss franc per US dollar exchange rate for the year ended December 31, 2011 is 0.88 (2010: 1.05). The exchange rate movement from 2010 to 2011 increased reported US dollar compensation amounts by 19 percent over what they would have been had the exchange rate remained constant. For further information regarding currency exchange rates, see Note 26 to consolidated financial

statements in Item 18.

#### Overview

The Compensation Report provides a comprehensive overview of Syngenta's compensation principles, elements, structure and governance. In accordance with Appendix 1 of the Swiss Code of Best Practice for Corporate Governance and in line with Swiss law and the relevant reporting standards, it includes detailed information on the compensation of the Board of Directors and the Executive Committee for 2011. The compensation system will be submitted to an advisory vote of the shareholders at the Annual General Meeting.

83

---

## Table of Contents

### Compensation system

#### Compensation principles

Syngenta's compensation principles provide a transparent, performance-oriented and market-competitive compensation framework for all employees, including senior executives. In particular, the compensation policy and system are designed to:

- attract and retain highly qualified, successful employees to deliver the strategic plans and objectives of the Company
- encourage and reward personal contribution and individual performance in accordance with the Company's values
- align reward with sustainable performance and recognize superior results
- align the interests of employees, shareholders and other stakeholders.

All employees, including senior executives, are subject to a formal annual performance management process. This process aims to align individual, team and organizational objectives, stretch performance, and support individual development.

The Syngenta compensation system links compensation to both individual performance and the financial success of the Company. This link is one of the key elements by which Syngenta differentiates and recognizes individual performance and leadership. Annual performance ratings of individuals influence both the annual base salary and variable compensation. Changes to annual base salary are also influenced by individual performance over time within the context of Company affordability, external market movements and the economic environment.

#### Compensation of employees and managers

The compensation of all employees is reviewed on a regular basis and is determined by reference to total compensation levels for comparable jobs in relevant benchmark companies. For example, an individual who achieves his or her performance objectives is generally awarded compensation comparable to the median level of compensation provided by benchmark companies. Each country regularly conducts market reviews and participates in salary surveys such as those conducted by the Hay Group, Hewitt, Mercer and Towers Watson plus any appropriate local surveys.

#### Compensation of Board of Directors and the Executive Committee

The Compensation Committee annually reviews the compensation and, periodically, pension, insurance and other benefits of the members of the Executive Committee. The benchmarks used are a set of relevant, comparable companies and markets that are selected to provide the best representation of the labor markets and industries in which Syngenta competes for top talent. In 2011, the peer groups were as follows:

- Swiss Group: 14 comparable companies headquartered in Switzerland, which included 11 relevant SMI companies, two SMI Expanded companies and one SMIM company. Financial institutions and insurance companies were excluded.
- Pan-European Group: 26 companies selected from the FT Euro 500 list. These companies operate within the following industry sectors: 10 chemical, six consumer goods, two pharmaceutical, two aerospace, two other industrial and four other industry. All have significant R&D operations and represent a well balanced mix of comparable companies, encompassing in size a range from 40 to 250 percent of Syngenta. The measures of size used to select the peer companies are total revenues, earnings before interest, tax, depreciation and amortization (EBITDA), enterprise value, total assets, market capitalization and the number of employees.

–North America Group: 21 comparable companies (19 USA and two Canada). These are companies in the agribusiness, pharmaceutical, chemical and biotechnical industries. The same selection criteria as for the Pan-European Group apply.

The compensation of members of the Board of Directors of Syngenta is determined by reference to the Swiss peer group.

Table of Contents

The Board of Directors and the Compensation Committee currently consult with an external provider on compensation policy matters, benchmarking of the Executive Committee and Board of the Directors and other relevant compensation-related market information. When necessary, other independent compensation advisors are consulted. In addition, support and expertise are provided by internal compensation experts, including the Global Head of Human Resources and Global Head of Compensation and Benefits.

Taking into account the market data, the performance of the business and individuals, and the recommendation of the external advisor, the Compensation Committee exercises judgment to determine the appropriate compensation levels of the Executive Committee.

Compensation elements

Syngenta's total compensation package includes:

- fixed compensation – base salary
- variable compensation – short-term incentive plans and, for selected leaders, long-term incentive plans
- benefits (including all insured benefits and pension/retirement plans).

Fixed compensation

Fixed compensation is represented as annual base salary paid in cash, typically on a monthly basis and set by reference to the:

- size and scope of the job
- external market value of the job
- level or grade to which the job is assigned
- skills, experience and performance of the employee.

To ensure market competitiveness, base salaries are subject to review every year by considering factors such as Company affordability, benchmark data, market movement, economic environment and individual performance.

In addition, certain employees may receive customary cash allowances for expenses and, if applicable, housing, relocation or transition assistance as part of an international transfer.

Variable compensation

Variable compensation consists of short-term and, for selected leaders, long-term incentives. Both are linked to financial and individual performance. Variable compensation is determined by the level and scope of the individual's job, as well as the external market value of the respective job, the location, business performance and individual performance. It may be granted in cash, shares, restricted stock units and/or stock options. Equity-based compensation is subject to a three-year vesting period.

Short- and long-term incentive awards are based on pre-defined performance measures. They are only awarded if the employee or executive fully meets the performance objectives. Details of the various short- and long-term incentive plans are provided in the following sections.



Table of Contents

Table 1. Fixed and variable compensation

|                                     | Chairman of<br>the Board | Members<br>of the<br>Board | Executive<br>Committee | Senior<br>Management | All<br>employees | Description   | Linkage to<br>compensation<br>principles   |
|-------------------------------------|--------------------------|----------------------------|------------------------|----------------------|------------------|---|--|
| Fixed compensation                  |                          |                            |                        |                      |                  |   |  |
| Fixed pay                           | •                        | •                          | •                      | •                    | •                | Cash – all employees<br>Members of the Board may opt for cash and/or shares   | Attract and retain high quality employees; reference to relevant markets and comparable companies    |
| Variable compensation               |                          |                            |                        |                      |                  |   |  |
| Short-Term Incentive (STI)          |                          |                            | •                      | •                    | •                | Cash – all employees  | Performance-based compensation   |
| Deferred Share Plan (DSP)           |                          |                            | •                      | •                    |                  | For senior management and Executive Committee, deferred share awards or shares and matching shares <sup>1</sup>                                 | Equity-based compensation focusing on sustainable business performance and alignment to shareholders |
| Long-Term Incentive Plan (LTI)      |                          |                            | •                      | •                    |                  | For senior management and Executive Committee, stock options and RSUs   | Equity-based compensation focusing on sustainable business performance and alignment to shareholders |
| Sales Incentive Plan (SIP)          |                          |                            |                        | •                    | •                | Cash – sales employees only   | Performance-based compensation   |
| Employee Share Purchase Plan (ESPP) |                          |                            | •                      | •                    | •                | Plan for all Switzerland-based Syngenta employees: share purchase up to CHF 5,000 <sup>2</sup> .– p.a. at 50 percent discount rate <sup>3</sup> | Identification with and commitment towards Company   |

<sup>1</sup> In Switzerland, employees are offered a choice of share awards or shares under the DSP and in all other countries, share awards. For purposes of this report, both are referred to as “share awards”

<sup>2</sup> Equivalent to US\$5,682 using the average exchange rate for 2011 of 0.88 CHF per US\$.

<sup>3</sup> Employee Share Purchase Plans are also established in many other countries





Table of Contents

## Short-Term Incentive (STI)

The STI is an annual discretionary award paid in cash for all eligible employees.

## STI targets for managers and Executive Committee members

Individuals are granted an STI award as a percentage of their base salary.

|                                | STI targets<br>(as a percentage<br>of base salary) |
|--------------------------------|--|
| Management <sup>1</sup>        | 25%  |
| Senior Management <sup>1</sup> | 30%–40%  |
| Executive Committee            | 50%  |
| Chief Executive Officer        | 80%  |

<sup>1</sup> Higher target percentages apply to managers and senior managers in the USA

## STI award for employees and managers below the Executive Committee

For employees and managers below the Executive Committee, the STI award weights equally Company financial results and individual performance. This variable compensation allows employees to participate in the Company's success while being rewarded for their individual performance. Personal objectives are set as part of the annual performance management program. Financial targets are also set on an annual basis and may include measures such as Group net income, business value added, EBITDA, etc.

At the end of the incentive year both individual and financial performance are assessed, and actual achievement is compared with the targets set at the beginning of the year. The assessment of individual performance results in a performance rating which is used to determine an individual percentage award for STI purposes. The assessment of financial performance is formula-driven, i.e. actual achievement against target determines the STI percentage award.

Both the individual and financial percentage awards can range from zero to 200 percent of the STI target. The STI payout is therefore limited to two times the target award. In addition, the STI payout at all levels is contingent upon the annual Group net income (GNI) reaching a threshold of 85 percent of the target budget.

## STI award for Executive Committee members

For Executive Committee members, a greater emphasis is placed on the achievement of financial results. Group financial performance measures account for 70 percent of the STI award while 30 percent is based on individual performance. The Group financial performance measures are earnings per share (EPS) and return on invested capital (ROIC) of the Group.

The methodology and conditions of STI awards for members of the Executive Committee are identical to all other employees.

## Deferred Share Plan (DSP)

The DSP is an additional long-term incentive for members of the Executive Committee and selected senior managers to further align their interest with shareholders by converting part of their STI into Syngenta share awards with a blocking period of three years and thus be fully exposed to the share value development over this period. In return, subject to continued employment with Syngenta at expiry of the blocking period, Syngenta matches at that time each deferred share award on a one-for-one basis with an additional share, thus doubling the total number of shares received by the employee. The DSP requires a mandatory percentage of the STI to be deferred. A participant may voluntarily defer a further portion of the STI into share awards.

| STI subject to deferral | Mandatory | Voluntary | Maximum |
|-------------------------|-----------|-----------|---------|
| Management              | 0%        | 20%       | 20%     |
| Senior Management       | 10%–30%   | 20%–40%   | 50%     |
| Executive Committee     | 40%       | 40%       | 80%     |
| Chief Executive Officer | 40%       | 40%       | 80%     |

The Compensation Committee determines the value of a share award at the grant date by reference to the market price of the Syngenta share. The number of share awards is calculated based on the closing share price at grant date and the amount of STI eligible for deferral (mandatory and any voluntary amount). The calculation is made by applying the following formula:

Table of Contents

Number of share awards = (mandatory deferral percent + voluntary deferral percent) x STI award divided by the closing share price at the grant date.

The matching of the share awards is subject to continued employment with Syngenta until after the expiration of the three-year deferral period. If retirement age is reached prior to expiration of the deferral period, the conversion of share awards and matching is accelerated.

**Long-Term Incentive (LTI)**

LTI is designed to reward leadership, innovation and performance by providing participants with equity-based incentives that link the potential amount of total compensation to Syngenta's market value (share price) and aligns participants' rewards more closely with the long-term interests of the Company's shareholders.

Participants are granted an LTI award as a percentage of their base salary, multiplied by their performance rating which is based on the achievement of individual performance objectives as well as the Company's annual financial performance.

|                                | LTI targets<br>(as a percentage<br>of base salary) |
|--------------------------------|--|
| Management <sup>1</sup>        | 20%  |
| Senior Management <sup>1</sup> | 25%–40%  |
| Executive Committee            | 60%  |
| Chief Executive Officer        | 100%   |

<sup>1</sup>Higher target percentages apply to managers and senior managers in the USA

Depending on the performance achieved against the relevant targets, the individual awards may be lower or higher than the target and can range from zero to 150 percent of the target incentive. The maximum LTI award is therefore limited to 1.5 times the target award.

Participants receive 50 percent of their LTI in the form of stock options and 50 percent in Restricted Stock Units (RSUs). Both are subject to a three-year vesting period.

Granting equal allocations of stock options and RSUs balances the advantages and risks of these instruments. The awards allow participants to benefit from increases in the stock price over time; however participants are equally exposed to decreases in the stock price.

**Stock options:** Syngenta stock options represent the right to purchase Syngenta shares at a fixed price for a defined period of time. The number of options awarded is calculated by dividing the relevant portion of the LTI award by the option value at the grant date. The option value is determined using the Black-Scholes-Merton formula, a commonly accepted stock option pricing method. The exercise price of the options is set equal to the closing share price at the grant date. Stock options granted vest after three years of continued employment with Syngenta and are exercisable for a period of seven years from the vesting date.

**RSUs:** Syngenta RSUs represent the right to receive Syngenta shares at nil cost at the end of a three-year vesting period, subject to continued employment with Syngenta. The number of RSUs awarded is calculated by dividing the relevant portion of the LTI award by the closing share price at the grant date. At vesting, RSUs convert to shares based on the Syngenta closing share price on the vesting date.

For both stock options and RSUs if retirement age is reached prior to expiration of the vesting period, vesting is accelerated.

#### Sales Incentive Plans

Sales Incentive Plans are designed for sales employees. They offer these employees the opportunity to be compensated for individual and team success, based on performance achieved against sales targets.

No member of the Executive Committee participates in a Sales Incentive Plan.

#### Employee Share Purchase Plan (ESPP)

The ESPP provides employees with the opportunity to become Syngenta shareholders through the purchase of Syngenta shares at a preferential price.

The Swiss ESPP allows participants to purchase shares at 50 percent of the share price at the date of grant, up to a maximum value of CHF 5,000 (equivalent to US\$5,682 using the average exchange rate for 2011 of 0.88 CHF per US\$). These shares are subject to a blocking period of three years. Regulations of the Swiss ESPP allow all employees in Switzerland, including members of the Executive Committee, to be eligible to participate in the ESPP.

Where reasonably possible, similar all employee share purchase plans are in operation in other countries, taking into account local practices, tax and legal requirements.

#### Benefits

Benefits consist mainly of pension, insurance and healthcare plans designed to provide a reasonable level of security for all employees and their dependents in respect to retirement, health, disability and death in service. The level of benefits is subject to country-specific laws, regulations and market practice. Other benefits that may be paid according to local market practice include long-service awards and perquisites. Employees of all levels who are on an international assignment may also receive benefits in line with the Syngenta International Assignment Policy.

Table of Contents

## Compensation structure

The compensation elements described in the Compensation Report refer primarily to Switzerland and to senior executives. Although many of the elements are operated consistently on a global basis, local market variations apply.

## Correlation between fixed and variable compensation, and between cash and equity-based compensation for members of Executive Committee (including Chief Executive Officer)

The correlation between fixed and variable compensation is as follows:

Table 2. Fixed and variable compensation

|                       | Members of the<br>Executive Committee |                      | Chief Executive Officer |                      |
|-----------------------|---------------------------------------|----------------------|-------------------------|----------------------|
|                       | Target<br>incentive                   | Maximum<br>incentive | Target<br>incentive     | Maximum<br>incentive |
|                       | [%]                                   | [%]                  | [%]                     | [%]                  |
| Fixed compensation    | 100                                   | 100                  | 100                     | 100                  |
| Variable compensation | 150                                   | 270                  | 244                     | 438                  |
| Total                 | 250                                   | 370                  | 344                     | 538                  |

Table 2 shows that variable compensation at both target and maximum level forms a higher proportion of total compensation than fixed compensation.

Total compensation is split between cash and equity-based components as follows:

Table 3. Cash and equity-based compensation

|                           | Members of the<br>Executive Committee |                      | Chief Executive Officer |                      |
|---------------------------|---------------------------------------|----------------------|-------------------------|----------------------|
|                           | Target<br>incentive                   | Maximum<br>incentive | Target<br>incentive     | Maximum<br>incentive |
|                           | [%]                                   | [%]                  | [%]                     | [%]                  |
| Cash compensation         | 44                                    | 32                   | 34                      | 25                   |
| Equity-based compensation | 56                                    | 68                   | 66                      | 75                   |
| Total                     | 100                                   | 100                  | 100                     | 100                  |

100 percent in table 3 are equal to 250/370/344/538 percent in table 2, respectively

Table 3 shows that equity-based compensation at both target and maximum level is greater than cash compensation. Members of the Executive Committee are therefore highly exposed to share price movements, which reinforces a focus on the long-term success of Syngenta and aligns their interests with those of the Syngenta shareholders.

## Compensation governance

The Compensation Committee of the Board of Directors is the supervisory and governing body for the Syngenta compensation policy and practices for members of the Executive Committee and members of the Board of Directors. It has the responsibility to propose, determine and review compensation and benefits in accordance with the authorization levels set out below. The Committee consists of four independent non-executive Directors. The Committee does not include any members with interlinked company mandates. The Chief Executive Officer (CEO) is invited to meetings of the Committee except when his own compensation is reviewed. The Chairman and the Vice Chairman do not attend the meeting when the Committee reviews and agrees proposals for the Board of

Directors covering their own compensation.

89

---

Table of Contents

Compensation-related decisions are governed as follows:

Table 4. Authorization levels

| Topic   | Recommendation         | Decision-making authority |
|---|------------------------|---------------------------|
| Compensation of the Chairman                                    | Compensation Committee | Board of Directors        |
| Compensation of non-executive Directors                         | Compensation Committee | Board of Directors        |
| Compensation of the CEO   | Compensation Committee | Board of Directors        |
| Compensation of other members of the Executive Committee        | CEO                    | Compensation Committee    |
| STI and LTI awards for the CEO                                  | Compensation Committee | Board of Directors        |
| STI and LTI awards for other members of the Executive Committee | CEO                    | Compensation Committee    |

The Compensation Committee reviews annually the compensation policies and systems applicable to members of the Executive Committee as well as non-executive Directors of the Company, and makes recommendations to the Board of Directors. The Compensation Committee also has responsibility for any decision in respect of pensions, insurance and other benefits for members of the Executive Committee (excluding the CEO, for which the Board of Directors has responsibility). Furthermore, it has the authority to make decisions with regard to any material pension or insurance plans of the Company and any shareholding and compensation program that involves the use of equity.

The Chairman of the Compensation Committee submits the Committee's recommendations in respect of the annual compensation of the Chairman and all members of the Board, including the CEO, to the entire Board for approval. At the same time, he informs the entire Board of Directors of the process and outcome of the resolutions adopted by the Compensation Committee with regard to the compensation of the other members of the Executive Committee based on the CEO's recommendations. In the event of termination or recruitment of Executive Committee members during the year, the Chairman of the Compensation Committee informs the Board of Directors of resolutions adopted or requests approval of recommendations as applicable. On an ongoing basis, he informs the Board of Directors of any material business or resolutions adopted by the Compensation Committee.

#### Compensation of the Board of Directors and the Executive Committee

##### Compensation of non-executive Directors

Non-executive Directors receive an annual fee. This consists of a basic fee for services to the Board and an additional fee for individual assignments to committees of the Board. No variable compensation is paid to non-executive Directors.

Non-executive Directors have the option to receive part of their annual fee in the form of shares that are either freely tradable or blocked from trading for five years. This option exists in order to reinforce their focus on Syngenta's long-term, sustainable success and align their interests with those of shareholders. Shares are granted once a year. The

grant value of a Syngenta share is the market price at the grant date.

Table 5. Annual fees for non-executive Directors

| Function  | Annual fee <sup>1</sup> |
|---|-------------------------|
| Base fees:  |                         |
| Chairman of the Board                                 | 1,818,182               |
| Vice-Chairman of the Board                            | 426,136                 |
| Member of the Board                                   | 244,318                 |
| Additional fees 2:                                    |                         |
| Member of the Chairman's Committee                    | 113,636                 |
| Head of the Audit Committee                           | 125,000                 |
| Member of the Audit Committee                         | 34,091                  |
| Head of the Compensation Committee                    | 96,591                  |
| Member of the Compensation Committee                  | 28,409                  |
| Member of the Corporate Responsibility Committee      | 22,727                  |
| Chairman of the Science and Technology Advisory Board | 22,727                  |

<sup>1</sup> All fee amounts are reported in US dollars. Members of the Syngenta Board of Directors receive their cash compensation in Swiss francs. The US dollar compensation amounts presented have been converted into US dollars using the average currency exchange rate in effect during 2011. The average Swiss franc per US dollar exchange rate for the year ended December 31, 2011 is 0.88 (2010: 1.05). The exchange rate movement from 2010 to 2011 increased reported US dollar compensation amounts by 19 percent over what they would have been had the exchange rate remained constant. For further information regarding currency exchange rates, see Note 26 to consolidated financial statements in Item 18.

<sup>2</sup> No additional fees are payable to the Chairman and the Vice-Chairman



Table of Contents

## Compensation of the Chairman

The non-executive Chairman of the Board receives a predefined annual fee, but no variable compensation. The annual fee is paid partly in cash and partly in a mandatory portion of restricted shares. The value of the fixed share portion is equal to one-third of the net fee (after tax and social security charges). The grant value of a Syngenta share is the market price at the grant date. The shares are blocked from trading for a period of three years. In addition, the Chairman receives certain benefits such as assistance with headquarters' housing, commuting and tax services (see Table 6a for details).

Following his re-election at the AGM 2011, and due to a reduction of his time commitment, the annual fee for the Chairman (cash and shares) has been adjusted from CHF 2,350,000 to CHF 1,600,000 p.a. effective from May 2011 (equivalent to US\$ 2,670,455 to US\$1,818,182 using the average exchange rate for 2011 of 0.88 CHF per US\$).

## Compensation of the CEO

The CEO is a member of the Board of Directors and a member of the Executive Committee. His compensation is disclosed as part of 2011 compensation for members of the Executive Committee.

## Compensation of former Directors

In 2011, no compensation was paid to any former non-executive or executive Director.

## 2011 Compensation of the Board of Directors

Table 6a. Compensation of non-executive Directors in 2011

| Non-executive Directors     | Fee in cash      | Fee in unrestricted shares | Fee in restricted shares | Number of unrestricted shares | Number of restricted shares | Total number of shares | Benefits in kind/cash <sup>1</sup> | Total annual fee/benefits received | Company paid security cost | Total annual cost |
|-----------------------------|------------------|----------------------------|--------------------------|-------------------------------|-----------------------------|------------------------|------------------------------------|------------------------------------|----------------------------|-------------------|
| Martin Taylor               | 1,752,192        | –                          | 350,081                  | –                             | 1,103                       | 1,103                  | 174,668                            | 2,276,941                          | –                          | 2,276,941         |
| Stefan Borgas               | 83,523           | –                          | 195,138                  | –                             | 612                         | 612                    | –                                  | 278,661                            | 14,993                     | 293,654           |
| Peggy Bruzelius             | 369,318          | –                          | –                        | –                             | –                           | –                      | –                                  | 369,318                            | 81,951                     | 451,269           |
| Pierre Landolt <sup>2</sup> | 13,978           | 253,168                    | –                        | 794                           | –                           | 794                    | –                                  | 267,146                            | 17,428                     | 284,574           |
| David Lawrence              | 144,886          | 145,077                    | –                        | 455                           | –                           | 455                    | –                                  | 289,963                            | –                          | 289,963           |
| Peter Thompson              | 278,409          | –                          | –                        | –                             | –                           | –                      | –                                  | 278,409                            | –                          | 278,409           |
| Jacques Vincent             | 68,234           | 204,703                    | –                        | 642                           | –                           | 642                    | –                                  | 272,937                            | –                          | 272,937           |
| Rolf Watter                 | 178,977          | –                          | 179,195                  | –                             | 562                         | 562                    | –                                  | 358,172                            | 20,374                     | 378,546           |
| Felix A. Weber              | 340,909          | –                          | –                        | –                             | –                           | –                      | –                                  | 340,909                            | 22,180                     | 363,089           |
| Jürg Witmer                 | 426,136          | –                          | –                        | –                             | –                           | –                      | –                                  | 426,136                            | 27,669                     | 453,805           |
| <b>Total</b>                | <b>3,656,562</b> | <b>602,948</b>             | <b>724,414</b>           | <b>1,891</b>                  | <b>2,277</b>                | <b>4,168</b>           | <b>174,668</b>                     | <b>5,158,592</b>                   | <b>184,595</b>             | <b>5,343,187</b>  |

<sup>1</sup>Housing, commuting and tax services, including refund of relevant tax (cash)

<sup>2</sup>According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee

All values are reported in US dollars. Members of the Syngenta Board of Directors receive their cash compensation in Swiss francs. The US dollar compensation amounts presented have been converted into US dollars using the average currency exchange rate in effect during 2011. The average Swiss franc per US dollar exchange rate for the year ended December 31, 2011 is 0.88 (2010: 1.05). The exchange rate movement from 2010 to 2011 increased reported US dollar compensation amounts by 19 percent over what they would have been had the exchange rate remained constant. For further information regarding currency exchange rates, see Note 26 to consolidated financial statements in Item 18.

Table 6b. Compensation of non-executive Directors in 2010

| Non-executive Directors     | Fee in cash      | Fee in unrestricted shares | Fee in restricted shares | Number of unrestricted shares | Number of restricted shares | Total number of shares | Benefits in kind/ <sup>1</sup> | Total annual fee/benefits received | Company paid social security | Total annual cost |
|-----------------------------|------------------|----------------------------|--------------------------|-------------------------------|-----------------------------|------------------------|--------------------------------|------------------------------------|------------------------------|-------------------|
| Martin Taylor               | 1,855,479        | –                          | 382,616                  | –                             | 1,489                       | 1,489                  | 222,880                        | 2,460,975                          | –                            | 2,460,975         |
| Stefan Borgas               | 67,143           | –                          | 156,692                  | –                             | 621                         | 621                    | –                              | 223,835                            | 11,818                       | 235,653           |
| Peggy Bruzelius             | 300,000          | –                          | –                        | –                             | –                           | –                      | –                              | 300,000                            | 76,170                       | 376,170           |
| Pierre Landolt <sup>2</sup> | 10,922           | 203,371                    | –                        | 806                           | –                           | 806                    | –                              | 214,293                            | 13,731                       | 228,024           |
| David Lawrence              | 116,667          | 116,825                    | –                        | 463                           | –                           | 463                    | –                              | 233,492                            | 31,212                       | 264,704           |
| Peter Thompson              | 111,905          | 112,031                    | –                        | 444                           | –                           | 444                    | –                              | 223,936                            | –                            | 223,936           |
| Jacques Vincent             | 53,576           | 160,730                    | –                        | 637                           | –                           | 637                    | –                              | 214,306                            | –                            | 214,306           |
| Rolf Watter                 | 145,238          | –                          | 145,337                  | –                             | 576                         | 576                    | –                              | 290,575                            | 16,246                       | 306,821           |
| Felix A. Weber              | 261,905          | –                          | –                        | –                             | –                           | –                      | –                              | 261,905                            | 16,759                       | 278,664           |
| Jürg Witmer                 | 342,857          | –                          | –                        | –                             | –                           | –                      | –                              | 342,857                            | 21,908                       | 364,765           |
| <b>Total</b>                | <b>3,265,692</b> | <b>592,957</b>             | <b>684,645</b>           | <b>2,350</b>                  | <b>2,686</b>                | <b>5,036</b>           | <b>220,880</b>                 | <b>4,766,174</b>                   | <b>187,844</b>               | <b>4,954,018</b>  |

<sup>1</sup>Housing, commuting and tax services, including refund of relevant tax (cash)

<sup>2</sup>According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee

All values are reported in US dollars. Members of the Syngenta Board of Directors receive their cash compensation in Swiss francs. The US dollar compensation amounts presented have been converted into US dollars using the average currency exchange rate in effect during 2010. The average Swiss franc per US dollar exchange rate for the year ended December 31, 2010 is 1.05. For further information regarding currency exchange rates, see Note 26 to consolidated financial statements in Item 18.

Table of Contents

## 2011 Compensation of members of the Executive Committee

In 2011, the members of the Executive Committee, including the CEO, received salaries, incentives and other elements, including benefits in kind, in line with the compensation policy and as detailed in Table 7 below.

In 2011, the CEO received the highest total compensation; his compensation is reported in Table 8.

Tables 7 and 8 show in the column “compensation 2010” the number of share awards, RSUs and stock options that were granted on February 24, 2011, for the year 2010 (excluding the shares purchased under the Employee Share Purchase Plan). The numbers of units granted were determined after the preparation of the 2010 report and are disclosed retroactively in this 2011 report. As a consequence, the actual values of the granted share awards, stock options and RSUs differ slightly from the values reported in 2010. This is because the number of share awards, stock options and RSUs at grant is rounded to the next whole numbers of units.

Compensation paid in 2010 to former members of the Executive Committee consisted of US\$ 38,517 of pension, insurance and benefits in kind, and US\$ 2,890 of Company social security cost. No compensation was paid in 2011 to former members of the Executive Committee.

Table 7. Compensation for members of the Executive Committee (a total of 8 people in 2011)

| Compensation elements                     | Number of units |        | Values     |            |
|---|-----------------|--------|------------|------------|
|   | 2011            | 2010   | 2011       | 2010       |
| Fixed compensation in cash                |                 |        | 7,699,967  | 6,001,983  |
| Allowances in cash                        |                 |        | 252,297    | 324,781    |
| STI compensation in cash <sup>1</sup>     |                 |        | 2,040,131  | 856,110    |
| Total compensation in cash                |                 |        | 9,992,395  | 7,182,874  |
| DSP deferred shares <sup>2, 3, 4</sup>    | –               | 8,503  | 6,032,909  | 2,499,963  |
| DSP matching shares <sup>2, 3, 5</sup>    | –               | 8,503  | 6,032,909  | 2,499,963  |
| LTI options <sup>2, 3, 6</sup>            | –               | 46,269 | 3,856,534  | 2,781,869  |
| LTI RSU <sup>2, 3, 7</sup>                | –               | 9,465  | 3,856,534  | 2,782,800  |
| ESPP shares                               | 126             | 119    | 19,477     | 15,878     |
| Insurance, pension costs                  |                 |        | 1,899,152  | 1,545,388  |
| Benefits in kind <sup>8</sup>             |                 |        | 161,389    | 190,006    |
| Total compensation                        |                 |        | 31,851,299 | 19,498,741 |
| Company social security cost <sup>9</sup> |                 |        | 960,815    | 648,966    |
| Compensation related to earlier years     |                 |        |            |            |
| DSP matching shares <sup>10</sup>         | 7,979           | 5,754  | 2,851,586  | 1,537,688  |
| Company social security cost              |                 |        | 339,919    | 210,208    |

Notes refer to 2011 unless other years are indicated.

<sup>1</sup>Short-term incentive in cash, payable in 2012 for 2011

<sup>2</sup>The numbers of deferred shares, matching shares, options and RSUs for 2010 were granted on February 24, 2011, after the preparation of the 2010 report

<sup>3</sup>The numbers of shares, options and RSUs at grant for 2010 were rounded to the next whole number, consequently the values actually granted therefore differ slightly from the values disclosed in the 2010 report

<sup>4</sup>Short-term incentive in deferred shares or share awards, which will be granted in 2012 for 2011 (the number of shares is not determined at the time of preparing this report)

<sup>5</sup>Actual value of DSP matching shares, which will be granted in 2015 (the number of shares is not determined at the time of preparing this report)

6Long-term incentive in options, which will be granted in 2012 for 2011 (the number of options is not determined at the time of preparing this report)

7Long-term incentive in RSUs, which will be granted in 2012 for 2011 (the number of RSUs is not determined at the time of preparing this report)

8Value of housing, commuting, relocation, education and tax services, including refund of relevant tax (cash)

9Due to the rounding of allocated units (see footnote 3), the cost differs slightly from the value disclosed in the 2010 report

10Matching shares, which were granted in 2011 for 2007

All values are reported in US dollars. Members of the Syngenta Executive Committee receive their cash compensation in Swiss francs. The US dollar compensation amounts presented for 2011 and 2010 have been converted into US dollars using the average currency exchange rate in effect during each respective year. The average Swiss franc per US dollar exchange rate for the year ended December 31, 2011 is 0.88 (2010: 1.05). The exchange rate movement from 2010 to 2011 increased reported US dollar compensation amounts by 19 percent over what they would have been had the exchange rate remained constant. For further information regarding currency exchange rates, see Note 26 to consolidated financial statements in Item 18.

Table of Contents

Table 8. Highest compensation for a member of the Executive Committee

| Compensation elements                     | Number of units |        | Values    |           |
|---|-----------------|--------|-----------|-----------|
|   | 2011            | 2010   | 2011      | 2010      |
| Fixed compensation in cash                |                 |        | 1,681,824 | 1,252,389 |
| Allowances in cash                        |                 |        | 107,490   | 103,941   |
| STI compensation in cash <sup>1</sup>     |                 |        | 529,091   | 206,555   |
| Total compensation in cash                |                 |        | 2,318,405 | 1,562,885 |
| DSP deferred shares <sup>2, 3, 4</sup>    | –               | 2,812  | 2,116,364 | 826,755   |
| DSP matching shares <sup>2, 3, 5</sup>    | –               | 2,812  | 2,116,364 | 826,755   |
| LTI options <sup>2, 3, 6</sup>            | –               | 15,207 | 1,278,409 | 914,303   |
| LTI RSU <sup>2, 3, 7</sup>                | –               | 3,110  | 1,278,409 | 914,370   |
| ESPP shares                               | 18              | 17     | 2,783     | 2,269     |
| Insurance, pension costs                  |                 |        | 468,947   | 380,556   |
| Benefits in kind <sup>8</sup>             |                 |        | 51,289    | 23,354    |
| Total compensation                        |                 |        | 9,630,970 | 5,451,247 |
| Company social security cost <sup>9</sup> |                 |        | 267,666   | 153,466   |
| Compensation related to earlier years     |                 |        |           |           |
| DSP matching shares <sup>10</sup>         | 1,652           | 1,404  | 590,402   | 375,202   |
| Company social security cost              |                 |        | 51,020    | 113,599   |

Notes refer to 2011 unless other years are indicated.

<sup>1</sup>Short-term incentive in cash, payable in 2012 for 2011

<sup>2</sup>The numbers of deferred shares, matching shares, options and RSUs for 2010 were granted on February 24, 2011, after the preparation of the 2010 report

<sup>3</sup>The numbers of shares, options and RSUs at grant for 2010 were rounded to the next whole number, the values actually granted therefore differ slightly from the values disclosed in the 2010 report

<sup>4</sup>Short-term incentive in deferred shares or share awards, which will be granted in 2012 for 2011 (the number of shares is not determined at the time of preparing this report)

<sup>5</sup>Actual value of DSP matching shares, which will be granted in 2015 (the number of shares is not determined at the time of preparing this report)

<sup>6</sup>Long-term incentive in options, which will be granted in 2012 for 2011 (the number of options is not determined at the time of preparing this report)

<sup>7</sup>Long-term incentive in RSUs, which will be granted in 2012 for 2011 (the number of RSUs is not determined at the time of preparing this report)

<sup>8</sup>Value of housing, commuting, relocation, education and tax services, including refund of relevant tax (cash)

<sup>9</sup>Due to the rounding of allocated units and the related value (see footnote 3), the cost differs slightly from the value disclosed in the 2010 report

<sup>10</sup>Matching shares, which were granted in 2011 for 2007

All values are reported in US dollars. Members of the Syngenta Executive Committee receive their cash compensation in Swiss francs. The US dollar compensation amounts presented for 2011 and 2010 have been converted into US dollars using the average currency exchange rate in effect during each respective year. The average Swiss franc per US dollar exchange rate for the year ended December 31, 2011 is 0.88 (2010: 1.05). The exchange rate movement from 2010 to 2011 increased reported US dollar compensation amounts by 19 percent over what they would have been had the exchange rate remained constant. For further information regarding currency exchange rates, see Note 26 to consolidated financial statements in Item 18.



Table of Contents

## 2011 Holding of shares and options by members of the Board of Directors and the Executive Committee

Table 9. Holding of shares of non-executive Directors\* at December 31, 2011 and 2010

| Non-executive Directors              | Number of unrestricted shares |        | Number of restricted shares |        | % voting rights |        |
|--------------------------------------|-------------------------------|--------|-----------------------------|--------|-----------------|--------|
|                                      | 2011                          | 2010   | 2011                        | 2010   | 2011            | 2010   |
| Martin Taylor                        | 8,298                         | 6,622  | 4,425                       | 4,998  | < 0.1%          | < 0.1% |
| Stefan Borgas                        | –                             | –      | 1,655                       | 1,043  | < 0.1%          | < 0.1% |
| Peggy Bruzelius                      | 2,464                         | 2,464  | –                           | –      | < 0.1%          | < 0.1% |
| Pierre Landolt <sup>1</sup>          | 8,319                         | 7,525  | 509                         | 509    | < 0.1%          | < 0.1% |
| David Lawrence                       | 11,705                        | 11,226 | –                           | 24     | < 0.1%          | < 0.1% |
| Peter Thompson <sup>2</sup>          | 1,298                         | 1,298  | –                           | –      | < 0.1%          | < 0.1% |
| Jacques Vincent                      | 4,098                         | 3,456  | –                           | –      | < 0.1%          | < 0.1% |
| Rolf Watter                          | 2,053                         | 1,857  | 2,443                       | 2,077  | < 0.1%          | < 0.1% |
| Felix A. Weber                       | 440                           | 23     | 990                         | 1,407  | < 0.1%          | < 0.1% |
| Jürg Witmer                          | 4,500                         | 3,000  | 256                         | 549    | < 0.1%          | < 0.1% |
| Total unrestricted/restricted shares | 43,175                        | 37,471 | 10,278                      | 10,607 | < 0.1%          | < 0.1% |
| Total shares                         | 53,453                        | 48,078 |                             |        |                 |        |
|                                      | Number of unrestricted ADS    |        | Number of restricted ADS    |        | % voting rights |        |
|                                      | 2011                          | 2010   | 2011                        | 2010   | 2011            | 2010   |
| Peter Thompson ADS <sup>2</sup>      | 5,000                         | 7,000  | –                           | –      | < 0.1%          | < 0.1% |
| Total ADS                            | 5,000                         | 7,000  | –                           | –      | < 0.1%          | < 0.1% |

<sup>1</sup> According to Pierre Landolt and the Sandoz Family Foundation, of the total amounts 7,469 shares were held by the Foundation at December 31, 2011, and 7,184 were held at December 31, 2010

<sup>2</sup> Peter Thompson holds shares and ADS

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

Table 10a. Holding of shares by members of the Executive Committee\* at December 31, 2011

| Members of the Executive Committee | Vested shares |            |                 | Unconverted share awards | Unvested shares  |                 | Total   |
|------------------------------------|---------------|------------|-----------------|--------------------------|------------------|-----------------|---------|
|                                    | Unrestricted  | Restricted | % voting rights |                          | Unmatched shares | Unconverted RSU |         |
| Michael Mack                       | 14,896        | 11,200     | < 0.1%          | –                        | 11,146           | 9,679           | 46,921  |
| Alejandro Aruffo                   | 4,024         | 516        | < 0.1%          | 2,764                    | 3,226            | 2,171           | 12,701  |
| John Atkin                         | 12,976        | 4,944      | < 0.1%          | –                        | 4,890            | 3,980           | 26,790  |
| Robert Berendes                    | 3,856         | 324        | < 0.1%          | 1,473                    | 1,778            | 2,849           | 10,280  |
| Christoph Mäder                    | 3,661         | 2,308      | < 0.1%          | –                        | 2,254            | 2,367           | 10,590  |
| Mark Peacock                       | 24            | 54         | < 0.1%          | 3,094                    | 3,094            | 2,416           | 8,682   |
| Davor Pisk                         | 2,865         | 3,476      | < 0.1%          | –                        | 3,422            | 2,802           | 12,565  |
| John Ramsay                        | 768           | 3,528      | < 0.1%          | –                        | 3,474            | 2,812           | 10,582  |
| Total Executive Committee shares   | 43,070        | 26,350     | < 0.1%          | 7,331                    | 33,284           | 29,076          | 139,111 |

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

Table 10b. Holding of shares by members of the Executive Committee\* at December 31, 2010 (Table 11a in 2010 report)

| Members of the Executive Committee      | Vested shares |               |                  | Unconverted share awards | Unvested shares  |                 | Total Vested/unvested |
|---|---------------|---------------|------------------|--------------------------|------------------|-----------------|-----------------------|
|   | Unrestricted  | Restricted    | % voting rights  |                          | Unmatched shares | Unconverted RSU |                       |
| Michael Mack                            | 10,448        | 10,046        | <0.1%            | –                        | 9,986            | 7,689           | 38,169                |
| Alejandro Aruffo                        | 2,000         | 522           | < 0.1%           | 1,918                    | 2,380            | 3,327           | 10,147                |
| John Atkin                              | 18,869        | 3,724         | < 0.1%           | 1,958                    | 5,622            | 3,998           | 34,171                |
| Robert Berendes                         | 1,184         | 1,257         | < 0.1%           | 1,031                    | 2,269            | 2,717           | 8,458                 |
| Christoph Mäder                         | 3,949         | 2,583         | < 0.1%           | –                        | 2,523            | 2,304           | 11,359                |
| Mark Peacock                            | 42            | 60            | < 0.1%           | 3,418                    | 3,418            | 2,388           | 9,326                 |
| Davor Pisk                              | 4,020         | 3,007         | < 0.1%           | –                        | 2,966            | 2,264           | 12,257                |
| John Ramsay                             | 2,561         | 3,656         | < 0.1%           | –                        | 3,596            | 2,476           | 12,289                |
| <b>Total Executive Committee shares</b> | <b>43,073</b> | <b>24,855</b> | <b>&lt; 0.1%</b> | <b>8,325</b>             | <b>32,760</b>    | <b>27,163</b>   | <b>136,176</b>        |

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary



Table of Contents

Table 11a. Holding of options by non-executive Directors\* at December 31, 2011

| Year of allocation                 | 2005       | 2004  | 2004  | 2003  | 2002  |
|------------------------------------|------------|-------|-------|-------|-------|
| Underlying equity                  | Share      | ADS   | Share | Share | Share |
| Term (years)                       | 10         | 11    | 11    | 11    | 11    |
| Exercise period (years)            | 7          | 8     | 8     | 8     | 8     |
| Option: share/ADS ratio            | 1:1        | 1:1   | 1:1   | 1:1   | 1:1   |
| Exercise price CHF                 | 127.38     |       | 89.30 | 59.70 | 98.00 |
| Exercise price USD                 |            | 14.53 |       |       |       |
| Vesting status                     | All vested |       |       |       |       |
| Options held at December 31, 2011: |            |       |       |       |       |
| Martin Taylor                      | –          | –     | –     | –     | –     |
| Stefan Borgas                      | –          | –     | –     | –     | –     |
| Peggy Bruzelius                    | –          | –     | –     | –     | –     |
| Pierre Landolt <sup>1</sup>        | 3,532      | –     | 4,484 | 2,652 | 1,713 |
| David Lawrence <sup>2</sup>        | –          | –     | –     | –     | –     |
| Peter Thompson <sup>3</sup>        | 1,363      | 6,560 | –     | 2,652 | 1,713 |
| Jacques Vincent                    | –          | –     | –     | –     | –     |
| Rolf Watter                        | 1,682      | –     | –     | –     | –     |
| Felix A. Weber                     | 1,615      | –     | 2,050 | 2,121 | 3,425 |
| Jürg Witmer                        | –          | –     | –     | –     | –     |
| Totals by grant year               | 8,192      | 6,560 | 6,534 | 7,425 | 6,851 |
| Total options on ADS               | 6,560      |       |       |       |       |
| Total options on shares            | 29,002     |       |       |       |       |

After 2005 no options were granted to non-executive Directors.

<sup>1</sup>According to Pierre Landolt and the Sandoz Family Foundation, all options are held by the Foundation

<sup>2</sup>David Lawrence received options as a former member of the Executive Committee

<sup>3</sup>Peter Thompson holds options and ADS

\*Including related parties, Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

Table of Contents

Table 11b. Holding of options by non-executive Directors\* at December 31, 2010 (Table 12a in the 2010 report)

| Year of allocation                 | 2008       | 2005   | 2004  | 2004  | 2003  | 2002  |
|------------------------------------|------------|--------|-------|-------|-------|-------|
| Underlying equity                  | Share      | Share  | ADS   | Share | Share | Share |
| Term (years)                       | 10         | 10     | 11    | 11    | 11    | 11    |
| Exercise period (years)            | 7          | 7      | 8     | 8     | 8     | 8     |
| Option: share/ADS ratio            | 1:1        | 1:1    | 1:1   | 1:1   | 1:1   | 1:1   |
| Exercise price CHF                 | 301.50     | 127.38 |       | 89.30 | 59.70 | 98.00 |
| Exercise price USD                 |            |        | 14.53 |       |       |       |
| Vesting status                     | All vested |        |       |       |       |       |
| Options held at December 31, 2010: |            |        |       |       |       |       |
| Martin Taylor                      | –          | –      | –     | –     | –     | –     |
| Stefan Borgas                      | –          | –      | –     | –     | –     | –     |
| Peggy Bruzelius                    | –          | –      | –     | –     | –     | –     |
| Pierre Landolt <sup>1</sup>        | –          | 3,532  | –     | 4,484 | 2,652 | 1,713 |
| David Lawrence <sup>2</sup>        | 3,225      | –      | –     | –     | –     | –     |
| Peter Thompson <sup>3</sup>        | –          | 1,363  | 6,560 | –     | 2,652 | 1,713 |
| Jacques Vincent                    | –          | –      | –     | –     | –     | –     |
| Rolf Watter                        | –          | 1,682  | –     | –     | –     | –     |
| Felix A. Weber                     | –          | 1,615  | –     | 2,050 | 2,121 | 3,425 |
| Jürg Witmer                        | –          | –      | –     | –     | –     | –     |
| Totals by grant year               | 3,225      | 8,192  | 6,560 | 6,534 | 7,425 | 6,851 |
| Total options on ADS               | 6,560      |        |       |       |       |       |
| Total options on shares            | 32,227     |        |       |       |       |       |

After 2005 no options were granted to non-executive Directors.

<sup>1</sup>According to Pierre Landolt and the Sandoz Family Foundation, all options were held by the Foundation

<sup>2</sup>David Lawrence received options as a former member of the Executive Committee

<sup>3</sup>Peter Thompson holds options over shares and ADS

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

Table of Contents

Table 12a. Holding of options by members of the Executive Committee\* at December 31, 2011

| Year of allocation <sup>1</sup>    | 2011    | 2010     | 2009   | 2008   | 2007   | 2006   | 2005   | 2004  |
|------------------------------------|---------|----------|--------|--------|--------|--------|--------|-------|
| Underlying equity                  | Share   | Share    | Share  | Share  | Share  | Share  | Share  | Share |
| Term (years)                       | 10      | 10       | 10     | 10     | 10     | 10     | 10     | 11    |
| Exercise period (years)            | 7       | 7        | 7      | 7      | 7      | 7      | 7      | 8     |
| Option: share/ADS ratio            | 1:1     | 1:1      | 1:1    | 1:1    | 1:1    | 1:1    | 1:1    | 1:1   |
| Exercise price CHF                 | 308.71  | 283.70   | 233.43 | 301.50 | 226.70 | 185.00 | 127.38 | 89.30 |
| Vesting status                     |         | Unvested |        |        |        |        | Vested |       |
| Options held at December 31, 2011: |         |          |        |        |        |        |        |       |
| Members of the Executive Committee |         |          |        |        |        |        |        |       |
| Michael Mack                       | 15,207  | 12,398   | 16,426 | 4,669  | 6,075  | 7,077  | –      | –     |
| Alejandro Aruffo                   | 4,128   | 3,440    | 2,381  | –      | –      | –      | –      | –     |
| John Atkin                         | 6,114   | 5,127    | 6,843  | 5,292  | –      | –      | –      | –     |
| Robert Berendes                    | 4,586   | 3,589    | 4,790  | 3,362  | 2,369  | 2,959  | 4,138  | 4,048 |
| Christoph Mäder <sup>2</sup>       | 3,518   | 3,304    | 3,920  | 2,739  | 3,993  | 4,915  | –      | –     |
| Mark Peacock                       | 3,639   | 3,276    | 4,055  | 2,988  | –      | –      | –      | –     |
| Davor Pisk                         | 4,586   | 3,739    | 4,435  | 1,666  | –      | –      | –      | –     |
| John Ramsay                        | 4,491   | 3,798    | 4,506  | 2,431  | 2,453  | 3,059  | 986    | –     |
| Totals by grant year               | 46,269  | 38,671   | 47,356 | 23,147 | 14,890 | 18,010 | 5,124  | 4,048 |
| Total unvested options             | 132,296 |          |        |        |        |        |        |       |
| Total vested options               | 65,219  |          |        |        |        |        |        |       |
| Total options on shares            | 197,515 |          |        |        |        |        |        |       |

<sup>1</sup> All options granted in 2003 and earlier years under the Company option plan have been exercised

<sup>2</sup> Christoph Mäder holds in addition 42 warrants (exercise price CHF 53.40) over Syngenta shares from the time of the merger

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

Table of Contents

Table 12b. Holding of options by members of the Executive Committee\* at December 31, 2010 (Table 13a in 2010 report)

| Year of allocation <sup>1</sup>    | 2010    | 2009     | 2008   | 2007   | 2006   | 2005   | 2004  |
|------------------------------------|---------|----------|--------|--------|--------|--------|-------|
| Underlying equity                  | Share   | Share    | Share  | Share  | Share  | Share  | Share |
| Term (years)                       | 10      | 10       | 10     | 10     | 10     | 10     | 11    |
| Exercise period (years)            | 7       | 7        | 7      | 7      | 7      | 7      | 8     |
| Option: share/ADS ratio            | 1:1     | 1:1      | 1:1    | 1:1    | 1:1    | 1:1    | 1:1   |
| Exercise price CHF                 | 283.70  | 233.43   | 301.50 | 226.70 | 185.00 | 127.38 | 89.30 |
| Vesting status                     |         | Unvested |        |        |        | Vested |       |
| Options held at December 31, 2010: |         |          |        |        |        |        |       |
| Members of the Executive Committee |         |          |        |        |        |        |       |
| Michael Mack                       | 12,398  | 16,426   | 4,669  | 6,075  | 7,077  | –      | –     |
| Alejandro Aruffo                   | 3,440   | 2,381    | –      | –      | –      | –      | –     |
| John Atkin                         | 5,127   | 6,843    | 5,292  | –      | –      | –      | –     |
| Robert Berendes                    | 3,589   | 4,790    | 3,362  | 2,369  | 2,959  | 4,138  | 4,048 |
| Christoph Mäder <sup>2</sup>       | 3,304   | 3,920    | 2,739  | 3,993  | 4,915  | –      | –     |
| Mark Peacock                       | 3,276   | 4,055    | 2,988  | 2,023  | 2,212  | –      | –     |
| Davor Pisk                         | 3,739   | 4,435    | 1,666  | 2,360  | 2,031  | –      | –     |
| John Ramsay                        | 3,798   | 4,506    | 2,431  | 2,453  | 3,059  | 986    | –     |
| Totals by grant year               | 38,671  | 47,356   | 23,147 | 19,273 | 22,253 | 5,124  | 4,048 |
| Total unvested options             | 109,174 |          |        |        |        |        |       |
| Total vested options               | 50,698  |          |        |        |        |        |       |
| Total options on shares            | 159,872 |          |        |        |        |        |       |

<sup>1</sup>All options granted in 2003 and earlier years under the Company option plan have been exercised

<sup>2</sup>Christoph Mäder holds in addition 42 warrants (exercise price CHF 53.40) over Syngenta shares from the time of the merger

\*Including related parties. Related parties are spouses, parents, children living in the same household, legal entities they own or otherwise control, and any legal or natural person that acts as their fiduciary

## Contractual provisions, loans, additional benefits

The notice periods for members of the Executive Committee and the CEO are in accordance with market practice. All employment agreements with members of the Executive Committee and the CEO are subject to a notice period of 12 months. The agreements with the non-executive Directors are not subject to notice periods. Each agreement ends on expiry of the Directors' term of office. The employment agreements with members of the Executive Committee, including the CEO, and the agreements with the members of the Board of Directors, including the Chairman, do

not have any change of control clauses. Neither the Executive Committee agreements nor the Board of Directors agreements contain any provisions for termination payments (“golden parachute” or “handshake” or similar arrangements) with regard to severance or other termination events. In case the Chairman is removed from office by the Board of Directors prior to expiry of his term of office, he is entitled to a payment of one-fourth of the annual fee.

Syngenta’s focus on the long-term performance and growth of the Company and alignment of employee and shareholder interests is underpinned by members of the Executive Committee and other executives and senior managers receiving a large portion of their variable annual compensation in share awards, RSUs and stock options, which must be held for a full three years before vesting.

Under the rules of the plans, a minimum of 67 percent of an Executive Committee member’s total variable compensation is paid in the form of equity-based awards. This percentage increases if the Executive opts to defer an additional percentage of their annual STI award. The members of the Executive Committee have substantial shareholdings accumulated over a number of years. These are disclosed in Tables 10a and 12a.

In 2011, no severance payments were made to former Directors or members of the Executive Committee, and no loans or credits were granted to active or former Directors or members of the Executive Committee, or parties related to them. In addition, at December 31, 2011, there are no such loans or credits outstanding.

In the event of fraud or serious misconduct, the Company reserves the right to dismiss with immediate effect. Furthermore the claw-back of equity-based compensation will be considered by the Compensation Committee on a case-by-case basis and will be enforced as permitted under Swiss law (or any other applicable law). If warranted, all outstanding LTI awards and DSP share awards will lapse with immediate effect.

In 2011, no guarantees, pledges, collateral, promises or other forms of liabilities were entered into with third parties to the benefit of non-executive Directors or members of the Executive Committee, or parties related to them and, at December 31, 2011, there are no such liabilities outstanding.

Table of Contents

In 2011, no claims, receivables, or debts of non-executive Directors or members of the Executive Committee, or parties related to them, were waived or cancelled and, at December 31, 2011, no such items are outstanding.

In 2011, no compensation was paid to any active Director or member of the Executive Committee for other services provided and, at December 31, 2011, no such payment is outstanding.

Valuation and accrual principle

The “accrual basis” is applied to all elements of compensation including STI and LTI awards. These awards are disclosed in the report of the year for which they are paid. The STI and LTI awards in this 2011 report relate to performance and results in 2011, and will be paid in 2012 or later. This is in line with the accrual principle as requested by relevant guidelines. The number of equity units to be granted for 2011 will be determined after the editorial deadline of this report. As a result, while the compensation amount is known and included, the numbers of share awards, RSUs and stock options to be issued for this amount is not determined and not included in this report.

The number of equity units that were granted for 2010 had been determined after the editorial deadline of the relevant report. For that reason, the actual numbers of share awards, RSUs and stock options awarded for 2010 are included in this 2011 report (see Tables 7 and 8).

The share awards for the incentive year 2011 granted under the DSP in 2012 will be matched in 2015 if the vesting condition is met. In this report, the same value as determined for the deferral of share awards in 2012 is used to state the value of the expected matching of share awards in 2015.

Some exceptions to the “accrual principle” apply to personal tax services, which the Company has paid for some members of the Executive Committee and the Chairman of the Board of Directors. Tax compliance services typically lag behind the year of compensation by one or more years. The amounts payable for services that relate to employment income 2011 cannot be determined at this time.

All reported amounts set out in this Compensation Report 2011 are gross values, i.e. before the deduction of applicable tax, social security contributions or any other statutory charges. When referring to benefits in kind, the benefit received is also stated at its gross value, i.e. before the deduction of applicable tax, social security or any other applicable charges. The Company’s cost for social security contributions on all of these elements is stated separately.

Benefits in kind are typically reported at the value of the cost to the Company. No benefits in kind are provided which require a fair market evaluation or a theoretical value.

In Note 24 to the Syngenta Group consolidated financial statements in Item 18, the amount disclosed for equity-settled awards is the expense recognized for the period calculated in accordance with IFRS 2 “Share Based Payment”. In this report, the same equity-settled awards are disclosed as the values at grant date and consequently differ. Cash-settled awards are disclosed in accordance with the year for which they are paid.

Table of Contents

Employees of Syngenta

Year 2011

Syngenta had approximately 26,300 permanent employees as of December 31, 2011. Approximately 18 percent of these were in North America, 18 percent in Latin America, 18 percent in Asia Pacific and the remaining 46 percent in Europe, Africa and Middle East.

The functional distribution of Syngenta employees for the year ending December 31, 2011 was approximately as follows:

|                                     |     |
|-------------------------------------|-----|
| Production                          | 41% |
| Research and development            | 18% |
| Marketing and distribution          | 28% |
| Administration and general overhead | 13% |

In several countries, part of the workforce is unionized or represented by works councils. Syngenta's relationships with its unions and other employee organizations are generally good and there have been no significant industrial disputes over the past five years at any of Syngenta's major business locations.

Table of Contents

Year 2010

Syngenta had approximately 26,300 permanent employees as of December 31, 2010. Approximately 18 percent of these were in North America, 16 percent in Latin America, 18 percent in Asia Pacific and the remaining 48 percent in Europe, Africa and Middle East.

The functional distribution of Syngenta employees for the year ending December 31, 2010 was approximately as follows:

|                                     |     |
|-------------------------------------|-----|
| Production                          | 40% |
| Research and development            | 19% |
| Marketing and distribution          | 29% |
| Administration and general overhead | 12% |

Year 2009

Syngenta had approximately 26,200 permanent employees as of December 31, 2009. Approximately 19 percent of these were in North America, 16 percent in Latin America, 17 percent in Asia Pacific and the remaining 48 percent in Europe, Africa and Middle East.

The functional distribution of our employees for the year ending December 31, 2009 was approximately as follows:

|                                     |     |
|-------------------------------------|-----|
| Production                          | 41% |
| Research and development            | 19% |
| Marketing and distribution          | 29% |
| Administration and general overhead | 11% |

Share ownership

The aggregate amount of Syngenta shares and share options held by current Directors and the members of the Executive Committee as of December 31, 2011, based on information available to the Company is 0.38 percent of all outstanding shares, i.e. none of Syngenta's Directors or the Executive Committee members individually owns more than one percent of the Company's outstanding shares. For more information on Syngenta shares and share options owned by individual Directors and by individual members of the Executive Committee see "Compensation, shareholdings and loans".

For a description of arrangements involving Syngenta's employees in the capital of the Company, see Note 23, "Employee share participation plans", to the consolidated financial statements in Item 18.



Table of Contents

## ITEM 7 — MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

## ITEM 7A - Major Shareholders

During 2011, the Company made the following notifications for holdings of 3 percent or more of the total share capital or of the voting rights of Syngenta AG:

| Name and location of shareholder, nominee or ADS depository | Date reaching, exceeding or falling below a threshold value | Notified number of shares | Notified holding in % |
|---|---|---------------------------|-----------------------|
| BlackRock, Inc., New York                                   | October 14, 2011  | 4,746,2591                | 5.06% <sup>1</sup>    |
| BlackRock, Inc., New York                                   | November 9, 2011  | 4,734,8042                | 5.05% <sup>2</sup>    |
| The Capital Group Companies, Inc., Los Angeles              | December 9, 2011  | 9,230,148                 | 9.84% <sup>3</sup>    |

1 Holding in percent of Syngenta's share capital (thereof 4,694,483 shares=5.00%, and 51,776 CFDs<sup>4</sup>=0.06%)

2 Holding in percent of Syngenta's share capital (thereof 4,668,816 shares=4.98%, and 65,988 CFDs<sup>4</sup>=0.07%)

3 Voting rights in percent of Syngenta's share capital for shares owned by accounts under the discretionary investment management of Capital Group companies

4 CFDs = Contracts for Difference, which are agreements to exchange the difference in value of a share between the time at which a contract is opened and the time at which it is closed. CFDs do not provide the holder thereof with voting rights.

BlackRock, Inc. had previously reported share holdings of 3.84 percent in December 2009.

Since 2009, The Capital Group Companies, Inc. has reported the following share holdings: 5.01 percent in July 2009, 4.99 percent in September 2009 and 5.17 percent in November 2009. In 2010, The Capital Group Companies, Inc. notified a holding of 12.28 percent of voting rights in the Company, granted to a Capital Group subsidiary by funds under management that previously voted proxies independently.

In the reporting period, no other party disclosed a notifiable holding in the share capital of Syngenta AG. Therefore, to the Company's knowledge the following holding of 3 percent or more in the Syngenta share capital, as already reported and disclosed in the Annual Report on Form 20-F for the years ended December 31, 2010 and 2009, is still valid:

| Name and location of shareholder, nominee or ADS depository | Date reaching, exceeding or falling below a threshold value | Notified number of shares | Notified holding in % of Syngenta's share capital |
|---|---|---------------------------|---|
| The Growth Fund of Americas, Inc., Los Angeles              | January 5, 2009   | 4,783,112                 | 4.94%   |

Barclays Plc reported in May 2009 that its share holdings were 2,931,434 shares, or 3.02 percent of the total share capital and in September 2009 that its holdings had fallen to below 3 percent of total share capital.

The above major shareholders have the same voting rights as Syngenta's other shareholders provided they are in compliance with the regulations of the Articles of Incorporation (article 5) and the related special provisions concerning nominee registrations.

As of January 31, 2012, Syngenta AG itself held 2,494,035 shares in treasury corresponding to 2.66 percent of the share capital.

As of January 31, 2012, the Company is not aware of any other party which held 3 percent or more of the share capital of Syngenta AG.

To its knowledge, the Company is as of January 31, 2012 not owned or controlled, directly or indirectly, by any other corporation, by any government or by any other natural or legal person, severally or jointly. There are no arrangements known to the Company, the operation of which may at a subsequent date result in a change of control of the Company.

As of January 31, 2012, 28,731,218 ADSs of Syngenta AG corresponding to 6.13 percent of the share capital and 10,646,871 ordinary shares of Syngenta AG corresponding to 11.4 percent of the share capital were held by a total of 1,836 registered holders domiciled in the United States.

Table of Contents

ITEM 7B — Related Party Transactions

There were no related party transactions other than those described in Notes 14 and 24 to the consolidated financial statements in Item 18.

ITEM 7C — Interests of Experts and Counsel

Not applicable.

Table of Contents

ITEM 8 — FINANCIAL INFORMATION

Consolidated Financial Statements

See Item 18 “Financial Statements” for Syngenta’s consolidated financial statements.

Legal Proceedings

Litigation matters

**Holiday Shores.** The Holiday Shores Sanitary District in Madison County, Illinois filed a class action complaint against Syngenta Crop Protection, Inc. (“SCPI”) and its distributor Growmark, Inc. in July 2004 purportedly on behalf of a class consisting of all Illinois community water systems (“CWS”) who have, allegedly, suffered contamination of their water sources on account of the presence at any measurable level of the product atrazine, a herbicide manufactured since the late 1950s by SCPI and its predecessors in interest, Novartis Crop Protection, Inc., Ciba-Geigy and Geigy Chemical Corporation. The name of SCPI is now Syngenta Crop Protection, LLC, but the former name of the company continues to be used in this litigation and in other proceedings referred to herein. The Holiday Shores Complaint alleges that the product atrazine and/or its degradant chemicals are harmful to humans as consumed through dietary water, and that run-off from the soil where atrazine has been applied has damaged the CWS’ property and contaminated its surface waters, used as a source of drinking water for Illinois. It alleges claims of trespass, nuisance, negligence, strict liability and violation of the Illinois Environmental Protection Act and seeks monetary damages, including the past and future costs of purchase, installation, maintenance and operation of granular activated carbon (“GAC”) filtration systems, costs of testing and monitoring for atrazine, punitive damages and attorneys’ fees. SCPI filed a Motion to Dismiss which in July 2008 was denied by the court (except as regards those parts of the Motion which sought dismissal of the punitive damage and remediation claims – those claims have been dismissed although plaintiff may attempt to re-assert the punitive damage claim at a later date). Since the denial of that Motion, Holiday Shores amended its Complaint to add seven additional CWS as named plaintiffs and has stipulated that its purported class will consist of no more than ninety-nine CWS.

Shortly before the hearing in February 2010 of SCPI’s Motion to Transfer the claims of those plaintiffs not located in Madison County to their home counties, plaintiffs’ counsel filed a voluntary dismissal of all of plaintiffs’ property damage-related claims, and based primarily on this action the judge in April 2010 entered an Order denying the Motion to Transfer. The hearing was held in June 2010, of a further Motion to Dismiss filed by SCPI, as well as a Motion to have the lawsuit stayed or dismissed without prejudice in the light of the filing of the parallel federal City of Greenville lawsuit described below. In August 2010, the judge issued an Order denying both of those Motions. The Plaintiffs filed a series of subpoenas against third parties, including growers’ associations, academic institutions and external advisers to SCPI, and SCPI, and a number of the recipients filed Motions to Quash those subpoenas. In September 2010, the judge issued an Order denying in part the Motions to Quash and ruling that information concerning SCPI and its relationship to those third parties, and communications between SCPI and those third parties were relevant and discoverable. An application for leave to appeal against this Order was filed with the judge, and in October 2010, the judge entered a further Order certifying certain questions for interlocutory appeal to the Illinois Fifth District Appellate Court and staying discovery on the issues which were the subject of the September 2010 Order pending resolution of any appeal. The application for leave to appeal was denied by the Appellate Court on January 13, 2011. SCPI then filed a writ regarding the matter with the Illinois Supreme Court which has also been denied. The case is now in the discovery phase and SCPI has filed answers to interrogatories as well as produced many pages of documents; depositions are sought to be scheduled by plaintiff’s counsel with seventeen current or former SCPI employees. No trial timetable has yet been defined for the lawsuit.

**City of Greenville.** In March 2010 plaintiffs’ counsel in Holiday Shores filed a new federal lawsuit in the US District Court for the Southern District of Illinois (City of Greenville et al. v. Syngenta Crop Protection, Inc. and Syngenta

AG) on behalf of seventeen CWS located in six mid-Western states; an Amended Complaint filed late in March 2010 adds seven new plaintiffs, five of which are subsidiaries of American Water Company, a large private utility, in five of the six states implicated in the litigation. The claims in this lawsuit essentially repeat those causes of action which have survived motion practice in Holiday Shores and seek compensatory and punitive damages for all past and future costs incurred by the plaintiffs in the removal of atrazine from raw water supplies, and certification of a class of all public water providers in the six states which use surface water as their water source and which have had consistently detectable levels of atrazine in their raw drinking water. SCPI in May 2010 filed a Motion to Dismiss the lawsuit on grounds including lack of standing and of cause of action and Syngenta AG on May 18, 2010 filed a Motion to Dismiss plaintiffs' claims for lack of personal jurisdiction, in response to which plaintiffs in June 2010 filed a Motion for Leave to Conduct Jurisdictional Discovery to which the Court agreed. At a hearing held in July 2010 this Order was modified, the period for limited discovery was extended to October 26, 2010 and the deadline for plaintiffs'

Table of Contents

responses to Syngenta AG's Motion to Dismiss for lack of jurisdiction set to November 15, 2010. In September 2010 the Magistrate Judge issued an Order further amending the scope of jurisdictional discovery. In November 2010, the federal court judge issued a Memorandum and Order denying the Motion to Dismiss filed by SCPI save as to the claims in the Complaint of strict liability for manufacturing, marketing and selling an unreasonably dangerous product to the extent that those claims were asserted by two Indiana-based plaintiffs. In December 2010, plaintiffs filed their Opposition to Syngenta AG's Motion to Dismiss for Lack of Personal Jurisdiction and a Motion to Strike parts of the Affidavits filed by Syngenta AG in support of its Motion, to which Syngenta AG filed its Reply on January 17, 2011. The Magistrate Judge ordered the parties to the lawsuit to take part in a settlement conference held on April 11, 2011 but this was unproductive. The oral argument on the Motion to Dismiss for lack of Personal Jurisdiction was held before the federal court judge on July 27, 2011. On November 23, 2011, the court denied Syngenta AG's motion and on December 15, 2011, Syngenta AG filed a motion to reconsider, which is pending. Plaintiffs have also recently filed a Motion to Amend their Complaint in the lawsuit to add counts for Declaratory Judgment relief specifying that atrazine is harmful to human health, that atrazine is a defective product, and that Syngenta is responsible for reimbursing plaintiffs for all future costs that plaintiffs incur in testing for and removing atrazine from their water, and SCPI on October 10, 2011 filed a Motion to Dismiss the claims for declaratory relief. SCPI is in process of taking deposition evidence from representatives of the plaintiff CWS. On November 30, 2011, Syngenta filed motions for summary judgment on the claims of plaintiffs City of Greenville, Illinois and City of Marion, Kansas. In response on December 9, 2011, plaintiffs filed a motion to extend the time for them to respond to summary judgment motions until after they disclose on July 16, 2012 their experts on the merits of the case.

Depositions of fact witnesses for class certification must be completed by April 2, 2012. Plaintiffs' class expert disclosures are due April 2, 2012 while defendants' class expert disclosures are due May 2, 2012. Plaintiffs' motion to class certification is due June 15, 2012. Plaintiffs' trial expert disclosures are due July 16, 2012 while defendants' trial expert disclosures are due August 15, 2012. All discovery must be completed by October 8, 2012. The previously set trial date of December 3, 2012 has been vacated and no new trial date has been set.

As the plaintiffs in the above cases have not quantified their claims, nor has the number of plaintiffs in the actions been determined, it is not possible to estimate individually or in total the amounts in dispute nor to quantify the likely outcome. However, Syngenta intends to vigorously defend these cases. Atrazine is a long-standing successful product of the Company and its predecessors, which has been repeatedly scrutinized for safety over the years by government agencies. No amounts have been provided for a settlement.

In a related lawsuit (Syngenta Crop Protection, Inc. v. Insurance Company of North America et al.) filed by SCPI in September 2008, in the State of New Jersey, and amended in November 2008, July 2009 and April 2010, SCPI is seeking a declaratory judgment under the Ciba-Geigy legacy insurance policies that the defense costs and potential damages in the Holiday Shores case and the City of Greenville case, as well as any other product liability claims against SCPI alleging harm in connection with the use of or exposure to atrazine or atrazine-containing products, are covered under said policies and that the insurers are obligated to defend SCPI. Certain of the insurer defendants in the litigation, comprising the Insurance Company of North America, Century Indemnity Company and ACE Property & Casualty Insurance Company (the "INA Claimants") initiated an arbitration proceeding against SCPI, Novartis Corporation and Ciba Corporation (the "Respondents") under the commercial arbitration rules of the American Arbitration Association, seeking a determination as to whether insurance claims that SCPI is pursuing against them in the litigation were previously released pursuant to a Settlement Agreement dated January 13, 1999 between the INA Claimants, on the one hand, and Novartis Corporation and Ciba Specialty Chemicals Corporation (now Ciba Corporation) on the other hand (the "INA Settlement Agreement"). The arbitration proceeding, purportedly brought pursuant to the arbitration provision of the INA Settlement Agreement, was commenced in March 2009 and the hearing of the arbitration took place on June 14 and 15, 2011. The Arbitrator ordered the filing of post-hearing briefs by the parties the last of which was submitted by the INA Claimants on August 26, 2011. On October 7, 2011 the Arbitrator issued a Final Award in favor of the INA Claimants. Everest Reinsurance Company, Mt. McKinley

Insurance Company and eight other insurers have filed Motions for Summary Judgments also claiming to have been released from coverage with respect to the insurance claims which SCPI is pursuing against them in the litigation, under Environmental Settlement Agreements with Novartis and/or Ciba-Geigy and SCPI has filed Cross-Motions for Summary Judgment dismissing the striking insurers' affirmative defenses and on December 16, 2011 filed a sur-reply in further opposition to the Summary Judgment Motions and in support of the Cross-Motions. Oral argument on the Motions is scheduled for February 9, 2012. Discovery is proceeding in the declaratory action lawsuit.

## Table of Contents

While SCPI intends to pursue its claims vigorously against the insurers for any costs and losses associated with the Holiday Shores or City of Greenville litigation or any other atrazine-related claims, the amount that is or may ultimately be recoverable from the insurers with respect to such claims cannot be predicted with certainty at this time.

Sprague. During 2011 the lawsuit in the United States District Court for the Southern District of Illinois, Ted Sprague v. Syngenta Crop Protection Inc., Syngenta AG and Syngenta Corporation, which had been reported as a contingency in 2010, was settled.

### Tax litigation

Syngenta is also subject to certain tax claims pending before the judiciary. Only one such claim is considered to be significant and is described below.

Atrazine. In 1996, the Brazilian Federal Revenue drew Novartis' legal entity in Brazil, now Syngenta Proteção de Cultivos Ltda ("SPCL") into administrative proceedings, regarding the import tax classification of the active ingredient atrazine. The issue is whether, under applicable law, atrazine is to be qualified as raw material (SPCL's position) or as intermediate chemicals (Federal Revenue's position). So far, there have been 20 administrative rulings against SPCL which have given rise to a corresponding number of lawsuits. Of these, 15 are awaiting first level court decision, and 5 are awaiting second level court decision. Syngenta issued a letter of guarantee for part of the amount involved, BRL16 million. In the aggregate, the maximum contingency in the event of an unfavorable outcome for Syngenta could amount to approximately BRL34 million (equalling approximately US\$18 million at a rate of BRL1.87 per US\$) consisting of BRL22 million plus interest.

### Litigation summary

Litigation is subject to many uncertainties, and the outcome of individual matters cannot be predicted with certainty. Syngenta believes that its provisions for legal and product liability matters are adequate based on currently available information, but it is reasonably possible that the final resolution of some of these matters could require Syngenta to make expenditures in excess of established reserves, over an extended period of time and in a range of amounts that cannot be reasonably estimated. Such expenditure in excess of established reserves could have a material effect on Syngenta's consolidated operating results and cash flows for a particular reporting period, but management does not believe they will have a materially adverse effect on Syngenta's consolidated financial position or liquidity, although there can be no assurances in this regard.

### Other matters

Syngenta has been asked to provide information to US regulatory authorities concerning possible violations of applicable anti-corruption laws in Russia. Syngenta is cooperating and responding to requests. The investigation is on-going and it is not possible at this time to predict the nature, scope or outcome of the investigation, including the extent to which, if at all, it will result in any liability to Syngenta.

### Dividends and Dividend Policy

The Board of Directors expects to recommend the distribution of future returns to shareholders in respect of each financial year. The actual level of the returns will depend on the financial performance of Syngenta as well as on the need to fund capital expenditure, working capital and other investments.

Future returns are anticipated to be proposed in the form of dividends. However, all distributions to shareholders proposed by the Board of Directors require the approval of the shareholders of the Company in a General Meeting of Shareholders. Holders of ADSs and CDIs receive their cash payments in relation to the number of Syngenta shares represented by the ADSs or CDIs. The payments to the holders of ADSs listed on the New York Stock Exchange are



distributed through the Bank of New York Mellon, which converts the CHF amount into USD for distribution to such holders. The payments to holders of CDIs are distributed through CREST, which converts the CHF amount into GBP for distribution to such holders.

At the Annual General Meeting of Shareholders on April 19, 2011, it was decided to pay a dividend of CHF 7.00 per share paid by way of a cash distribution out of reserves arising from capital contributions. At the 2012 General Meeting of Shareholders on April 24, 2012, the Board of Directors will propose a dividend payment of CHF 8.00 per share.

For information on Swiss law requirements regarding dividends, see Item 10 “Additional Information—Dividends”. For information about deduction of withholding taxes, see Item 10 “Additional Information—Taxation—Switzerland”.

#### Significant Changes

No significant change has occurred since the date of the annual financial statements included in this annual report.

Table of Contents

## ITEM 9 — THE OFFER AND LISTING

## Trading Markets and Price Ranges

Syngenta's shares are listed in Switzerland on the SIX Swiss Exchange, which is the principal trading market for Syngenta's shares. Syngenta's shares are also listed and traded on the New York Stock Exchange (in the form of ADSs).

The information presented in the tables below represent, for the periods indicated, the reported high and low closing sales prices quoted in their respective currency.

## Trading Prices on the SIX Swiss Exchange

|   | Price per share in CHF |        |
|---|------------------------|--------|
|   | High                   | Low    |
| Annual Highs and Lows                             |                        |        |
| 2007  | 292.00                 | 212.04 |
| 2008  | 342.50                 | 162.90 |
| 2009  | 292.10                 | 211.00 |
| 2010  | 305.50                 | 222.00 |
| 2011  | 324.30                 | 211.10 |
| Quarterly Highs and Lows                          |                        |        |
| 2010  |                        |        |
| First Quarter                                     | 305.50                 | 261.40 |
| Second Quarter                                    | 294.80                 | 245.90 |
| Third Quarter                                     | 257.80                 | 222.00 |
| Fourth Quarter                                    | 290.70                 | 240.90 |
| 2011  |                        |        |
| First Quarter                                     | 324.30                 | 270.60 |
| Second Quarter                                    | 311.10                 | 267.50 |
| Third Quarter                                     | 292.30                 | 211.10 |
| Fourth Quarter                                    | 276.70                 | 225.80 |
| Monthly Highs and Lows for most recent six months |                        |        |
| 2011  |                        |        |
| August  | 259.00                 | 211.10 |
| September   | 260.80                 | 226.00 |
| October   | 276.40                 | 225.80 |
| November  | 276.70                 | 251.00 |
| December  | 275.00                 | 255.20 |
| 2012  |                        |        |
| January   | 290.80                 | 274.80 |

Table of Contents

## Trading Prices on the New York Stock Exchange

|  | Price per ADS(1) in US\$ |       |
|--|--------------------------|-------|
|  | High                     | Low   |
| <b>Annual Highs and Lows</b>                             |                          |       |
| 2007   | 52.06                    | 34.68 |
| 2008   | 66.59                    | 27.60 |
| 2009   | 57.06                    | 36.73 |
| 2010   | 59.93                    | 42.93 |
| 2011   | 71.87                    | 49.14 |
| <b>Quarterly Highs and Lows</b>                          |                          |       |
| 2010   |                          |       |
| First Quarter  | 56.84                    | 50.10 |
| Second Quarter   | 56.06                    | 42.98 |
| Third Quarter  | 52.22                    | 42.93 |
| Fourth Quarter   | 59.93                    | 49.52 |
| 2011   |                          |       |
| First Quarter  | 67.71                    | 58.65 |
| Second Quarter   | 71.87                    | 63.45 |
| Third Quarter  | 69.31                    | 50.92 |
| Fourth Quarter   | 63.95                    | 49.14 |
| <b>Monthly Highs and Lows for most recent six months</b> |                          |       |
| 2011   |                          |       |
| August   | 64.68                    | 57.06 |
| September  | 64.24                    | 50.92 |
| October  | 63.95                    | 49.14 |
| November   | 62.26                    | 54.56 |
| December   | 59.12                    | 54.96 |
| 2012   |                          |       |
| January  | 62.84                    | 58.03 |

(1) One ADS represents one-fifth of one common share of the Company.

## Table of Contents

### ITEM 10 — ADDITIONAL INFORMATION

#### Articles of Incorporation

Set out below is a brief summary of certain provisions of the Articles of Incorporation of Syngenta (herein referred to as AoI) and of the Swiss Code of Obligations (Schweizerisches Obligationenrecht) as it relates to the Syngenta shares. This description does not purport to be complete and is qualified in its entirety by reference to the Swiss Code of Obligations and the AoI of Syngenta. Copies of the Syngenta AoI are available at the offices of Syngenta AG, Schwarzwaldallee 215, 4058 Basel, Switzerland, and can be accessed on the Internet ([www.syngenta.com](http://www.syngenta.com)) in the section “About Syngenta”. An English translation is included as an exhibit to this annual report. The AoI were amended upon approval by the Annual General Meeting of shareholders on April 19, 2011 to reflect a reduction of Syngenta’s share capital by cancellation of repurchased shares.

Syngenta AG is registered in the commercial register of the Canton of Basel-Stadt under number CH-170.3.023.349-3. The business purpose of Syngenta, according to article 2 of its AoI, is to hold interests in enterprises, particularly in the areas of agribusiness; in special circumstances, Syngenta may also directly operate such businesses. Syngenta may acquire, mortgage, liquidate or sell real estate and intellectual property rights in Switzerland or elsewhere.

#### Capital Structure and Shares

The nominal share capital of Syngenta is CHF 9,376,289.90, divided into 93,762,899 registered shares with a nominal value of CHF 0.10 each. All of the Syngenta shares have been issued in registered form and are fully paid-in.

A shareholder may at any time request that Syngenta confirm the number of registered shares recorded under the shareholder’s name in Syngenta’s share register. Shareholders are not entitled, however, to demand the printing and delivery of certificates representing shares.

#### Voting Rights

Each Syngenta share entitles the holder to one vote at the shareholders’ meetings of Syngenta. Voting rights may be exercised only after a shareholder has been registered in Syngenta’s share register as a shareholder with voting rights. Registration as a shareholder with voting rights is subject to certain declarations on the ownership of Syngenta shares.

#### Shareholders’ Meetings

Under Swiss law, an annual shareholders’ meeting must be held within six months after the end of Syngenta’s financial year. Shareholders’ meetings may be convened by the Board of Directors or, if necessary, by the statutory auditors. The Board of Directors is further required to convene an extraordinary shareholders’ meeting if resolved by an annual shareholders’ meeting or if requested by shareholders who are representing in the aggregate not less than one tenth of the share capital of Syngenta. Shareholders holding Syngenta shares with a nominal value of at least CHF 10,000 (i.e. 100,000 shares) have the right to request that a specific proposal be included in the agenda and voted upon at the next shareholders’ meeting. A shareholders’ meeting is convened by way of a notice appearing once in the official publication organs of Syngenta, at least 20 days prior to such meeting. Registered shareholders may also be informed by mail.

At the shareholders’ meeting, shareholders pass resolutions and make elections, if not otherwise required by law, by a simple majority of the votes represented (i.e., abstentions from voting shares represented at the meeting having the effect of votes against the proposal). Under Swiss law and as per Syngenta’s AoI, a resolution passed at a shareholders’ meeting with a supermajority of two-thirds of the votes represented and the absolute majority of the nominal value of

the Syngenta shares represented is required for:

- an alteration of Syngenta's business purpose;
- the creation of shares with increased voting powers;
- restrictions on the transfer of registered shares and the removal of such restrictions;
- an authorized or conditional increase of Syngenta's share capital;
- an increase of Syngenta's share capital made through a transformation of reserves, by contribution in kind, for the purpose of an acquisition of property and the grant of special rights;
  - a restriction or suspension of preemptive rights;
  - a change of location of the registered office of the Company;
    - the dissolution of the Company.

## Table of Contents

In addition, any provision in the AoI providing for a stricter voting requirement than the voting requirements prescribed by law or the existing AoI must be adopted in accordance with such stricter voting requirements. The AoI of Syngenta do not contain provisions setting forth stricter voting requirements for shareholders' meetings than the voting requirements prescribed by law and described above.

At the shareholders' meeting, shareholders also have the non-transferable power, by a simple majority of the votes represented at the shareholders' meeting, to ratify any amendments to the AoI (other than those referred to in the preceding two paragraphs), to elect the Directors and the external auditor, to approve the annual report and the financial statements, to set the annual dividend, to grant the Directors' and management's discharge from liability for matters disclosed at the shareholders' meeting, and to order an independent investigation into specific matters proposed at the shareholders' meeting (Sonderprüfung).

At Syngenta's shareholders' meetings, shareholders may only be represented by a legal representative, by another shareholder entitled to vote, by proxies designated in agreements with or regulations relating to nominees, by a corporate body (Organvertreter), by the independent proxy (unabhängiger Stimmrechtsvertreter) or by a bank/broker (Depotvertreter). Votes are taken by electronic voting or on a show of hands unless the shareholders resolve to have a ballot or the Chairman of the meeting orders such ballot.

### Pre-Emptive Rights

Under Swiss law, any share issue, whether for cash, non-cash consideration or no consideration, is subject to prior approval at the shareholders' meeting. As a rule, Syngenta shareholders have pre-emptive rights for all new issues of securities. However, these pre-emptive rights may be restricted or excluded by a resolution of a shareholders' meeting on valid grounds. The resolution must be taken by a majority of two-thirds of the votes represented at the meeting and the absolute majority of the par value of the shares represented (unless provided otherwise in the AoI). Valid grounds include, for instance, the acquisition of all or part of the assets and liabilities or the acquisition of the shares of another company as well as the creation of employee participation plans. The shareholders may not be treated unequally in connection with any exclusion of pre-emptive rights. Moreover, it must be in the interest of the Company to exclude such pre-emptive rights in any given case. In the event of a conditional or authorized share capital increase, the shareholders' meeting may delegate the decision as to whether pre-emptive rights should be excluded to the Board of Directors provided the fundamental principles upon which the decision has to be made are determined pursuant to the shareholders' meeting.

### Borrowing Power

Neither Swiss law nor the AoI of Syngenta restrict in any way Syngenta's power to borrow and to raise funds. The decision to borrow funds is passed by or under the direction of Syngenta's Board of Directors, with no shareholders' resolution required.

### Duration and Liquidation

The AoI do not limit Syngenta's duration. Syngenta may be dissolved at any time by a shareholders' resolution which must be passed by (1) an absolute majority of the Syngenta shares represented at the meeting in the event Syngenta is dissolved by way of liquidation, and (2) a super-majority of two-thirds of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented at the meeting for other events (for example a merger where Syngenta is not the surviving entity).

Under Swiss law, any surplus arising out of liquidation (after the settlement of all claims of all creditors) is distributed to shareholders in proportion to the paid-up nominal value of Syngenta shares held by them.

## Directors

According to article 24 of the AoI, the Board of Directors may pass resolutions with respect to all matters which are not reserved to the authority of the shareholders' meeting by law or by the AoI. The exercise of this power does not require shareholder approval.

The Board of Directors shall consist of a maximum of twelve members who shall be shareholders. The term of office for each member of the Board of Directors shall not exceed three years. A year within the meaning of this provision is the interval between two annual shareholders' meetings. The term of office shall be determined for each member at the occasion of its election. The several terms of office 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.

Article 21 of Syngenta's AoI confers general authority to the Board of Directors to determine the remuneration of its members. However, pursuant to article 5 of the Regulations governing the Internal Organization of Syngenta, Directors are obliged to leave the meeting room when business is dealt with that impinges on such Directors' own

## Table of Contents

interests or those of a person or legal entity close to such Directors. In addition, Swiss law requires Directors and members of senior management to safeguard the interests of the Company and imposes a duty of care and a duty of loyalty on such persons. These duties are generally interpreted to mean that Directors and members of senior management may not participate in decisions that personally affect them. Directors and officers are personally liable to the Company for breach of these duties.

Syngenta's AoI contain no specific provisions permitting or prohibiting Directors from borrowing from the Company. However, Swiss law provides that a Director, or any other persons associated with a Director, must refund to the Company any payments made to such Director or persons by the Company, other than payments made at arm's length. The United States Sarbanes-Oxley Act, enacted in July 2002, makes it unlawful for the Company directly or indirectly to extend or maintain credit, to arrange for an extension of credit or to renew a credit, in the form of a personal loan, to or for its executive officers or Directors.

The Directors shall automatically retire after the lapse of the twelfth year of office or, if earlier, after the expiry of the seventieth year of age, provided that the retirement shall become effective on the date of the next annual shareholders' meeting following such event.

### Notices

Under Swiss law, notices to shareholders are validly made by publication in the Swiss Official Commercial Gazette. The Board may designate other means of communication for publishing notices to shareholders.

### Dividends

Swiss law requires that at least five percent of the annual net profits of the Company be retained by the Company as general statutory reserves for so long as these reserves amount to less than twenty percent of the Company's nominal share capital. Under Swiss law, dividends are paid out only if approved by the shareholders. In addition, the AoI provide that the allocation of profit shown on the Company's balance sheet is determined by shareholders at the shareholders' meeting. The Board may propose that a dividend be paid out, but cannot itself approve the dividend. In practice, the dividend proposal of the Board is usually approved at the shareholders' meeting. Dividends are usually due and payable shortly after the shareholders' resolution relating to the allocation of profits has been passed. The Company only has one class of shares with a nominal value of CHF 0.10 each. Therefore, all shareholders are entitled to equal dividends. Holders of CDIs and ADSs will receive dividends in proportion to the number of Syngenta shares represented by the CDIs or ADSs. According to article 4 of the AoI, dividends which have not been claimed within five years after the due date revert to the Company and are allocated to the general reserves.

### Liquidation

According to Swiss Law, each shareholder is entitled to receive the part of the assets of a company remaining after its liquidation which is proportional to its paid-in shareholding.

### Redemption Provision

Swiss law limits the number of shares which the Company may hold or repurchase. The Company and its subsidiaries may repurchase shares only if (i) the Company has sufficient free reserves to pay the purchase price and (ii) the aggregate nominal value of such shares does not exceed ten percent of the nominal share capital of the Company. Shares held by the Company and its subsidiaries do not have any voting rights. Furthermore, the Company must create a reserve on its balance sheet in the amount of the purchase price of the acquired shares.





## Table of Contents

### Mandatory Bid Rule

According to Swiss law, shareholders may pass a resolution to merge with another corporation at any time. In accordance with Swiss law, article 17 of Syngenta's AoI confers authority upon the shareholders to pass resolutions concerning all matters which by law or the AoI are reserved to the authority of the shareholders at the General Meeting. However, article 18 of the AoI requires the approval of at least two-thirds of the votes represented at the General Meeting in order for the shareholders to effect the dissolution of the Company without liquidation.

Under the Swiss Stock Exchange Act, shareholders and groups of shareholders acting in concert who acquire more than one-third of the voting rights of a company incorporated in Switzerland of which at least one class of equity securities is listed on the Swiss Exchange must submit a takeover bid to all remaining shareholders. A mandatory takeover bid must be made under certain rules (including rules with respect to price and procedures) as set forth in the Swiss Stock Exchange Act.

### Significant Differences

Please see the references to Swiss law throughout this Item 10 "Additional Information", which highlight certain significant differences between Swiss law and United States law.

### Material Contracts

The following is a summary of Syngenta's material contracts. Because it is a summary, it may not contain all of the information about such contracts that is important to you. The summaries are qualified in their entirety by reference to the contracts, copies of which have been filed with the SEC.

### Debt Instruments

Please refer to Notes 16 and 18 to the consolidated financial statements in Item 18 for a description of material contracts pertaining to Syngenta's current financial debt.

### The Separation Agreements

At the time of Syngenta's foundation in 2000, the legacy companies Novartis and AstraZeneca, Syngenta and several of their affiliates entered into a series of separation agreements, each of which became effective at the completion of the Transactions, the purpose and effect of which was:

- to achieve the separation of the historic, current and possible future liabilities of Novartis agribusiness and Zeneca agrochemicals business from the historic, current and possible future liabilities of the remaining activities of Novartis and AstraZeneca;
- to properly allocate amongst the parties liabilities that may arise under relevant securities laws as a result of any misstatements or omissions contained in the various annual report documentation to be distributed to AstraZeneca and Novartis shareholders or as a result of the Transactions themselves;
- to provide for the provision of various services between Novartis, AstraZeneca and Syngenta on a transitional, and in certain instances a longer-term, basis; and
- to ensure all affected parties have access to necessary relevant information in the future and that, where relevant, such information is subject to appropriate confidentiality provisions.

Out of the initial agreements, the following material agreements are still currently performed in whole or in part or will continue being performed in the future:

#### Environmental Matters Agreements

The Environmental Matters Agreements between Novartis and Syngenta and AstraZeneca and Syngenta specify the obligations of each party to indemnify each other in respect of liabilities relating to environmental and health and safety matters (other than product liability claims) against respective group companies and affiliates which arise through the historic, current and future operations of Syngenta. The purpose of the Environmental Matters Agreements is to address, in general terms, the rights and obligations of Novartis, AstraZeneca and Syngenta for environmental claims that have been or will be incurred and to identify special arrangements for environmental matters related to specific affiliates of each party. The parties are not obligated to reimburse each other for amounts which are covered under an insurance policy or otherwise from a third party.

Under the Environmental Matters Agreements, Syngenta and its subsidiaries indemnify AstraZeneca and Novartis for matters arising from Syngenta's sites and agribusinesses, with exceptions for certain sites and circumstances.

Table of Contents

AstraZeneca and Novartis are allocated liability and indemnify Syngenta for such matters arising from their respective sites and businesses, including AstraZeneca's businesses (not including AstraZeneca's agrochemical business) and sites and Novartis's businesses (not including the Novartis agribusiness) and sites, with exceptions for certain specific sites and circumstances.

Intellectual Property Agreements

Under the Intellectual Property Agreements, Syngenta acquired title to all relevant intellectual property that is exclusive to or predominantly relates to its business. Syngenta will license or will be granted licenses for relevant intellectual property pertaining to the business of Syngenta that it shares with Novartis or AstraZeneca.

Licenses (other than the license of the Zeneca or Novartis house mark and domain names) are worldwide, exclusive in the field, royalty-free and perpetual. The licenses of the Novartis house mark and domain names are exclusive in the agribusiness field, royalty-free and expired three years after the date of the completion of the Transactions.

Exchange Controls

There are currently no Swiss laws, decrees or regulations restricting the import or export of capital or affecting the payment of dividends or other payments to holders of Syngenta shares or ADSs who are non-Swiss residents. There are no limitations relating only to non-Swiss persons under Swiss law or the AoI of Syngenta on the right to be a holder of Syngenta shares or ADSs.

## Table of Contents

### Taxation

This taxation summary addresses the material Swiss and United States tax consequences to shareholders in connection with the acquisition and disposition of Syngenta shares or ADSs. This summary does not discuss every aspect of taxation that may be relevant to a particular taxpayer under special circumstances or who is subject to special treatment under applicable law and is not intended to be applicable in all respects to all categories of investors. This summary also assumes that Syngenta's business will be conducted in the manner outlined in this annual report. Changes in Syngenta's organizational structure or the manner in which it conducts its business may invalidate this summary. The laws upon which this summary is based are subject to change, perhaps with retroactive effect. A change to these laws may invalidate the contents of this summary, which will not be updated to reflect changes in laws. Prospective investors should consult their tax advisors regarding the particular personal tax consequences of their acquiring, owning and disposing of shares or ADSs.

### Switzerland

The following is a summary of certain material tax considerations relevant to the acquisition and disposition of the Syngenta shares (not including the treatment of ADSs) under Swiss tax laws. The following summary does not purport to address all tax consequences of the ownership of Syngenta shares, and does not take into account the specific circumstances of any particular investor. This summary is based on the tax laws of Switzerland as in effect on the date hereof, which are subject to change (or changes in interpretation), possibly with retroactive effect. For purposes of the laws of Switzerland and the United States-Switzerland tax treaty, ADS holders will be treated as holders of the underlying Syngenta shares. The following summary does not address the tax consequences to holders that hold 20 percent or more of Syngenta's shares.

### Withholding Tax on Dividends and Similar Distributions

Dividends paid and other cash or in kind taxable distributions made by Syngenta to a holder of Syngenta shares (including dividends on liquidation proceeds and stock dividends) are subject to a Swiss withholding tax at a rate of 35 percent. The withholding tax will be withheld by Syngenta on the gross distributions and will be paid to the Swiss Federal Tax Administration. A reduction of the shares' nominal value by means of a capital reduction does not represent a dividend or similar distribution for purposes of Swiss withholding tax. As from January 1, 2011, also distributions of dividends to shareholders out of qualifying reserves from capital contributions for Swiss withholding tax purposes are as a matter of principle exempt from Swiss withholding tax (Kapitaleinlageprinzip).

Swiss resident recipients. Swiss resident individuals or legal entities are generally entitled to a full refund or tax credit for the 35 percent withholding tax if they are the beneficial owners of such distributions at the time the distribution is due and duly report the receipt thereof in the relevant income tax return. The 35 percent withholding tax on intercompany dividends paid from Syngenta to a Swiss "parent company" may be only reported (instead of the withholding and refund procedure).

Non-resident recipients. The recipient of a taxable distribution from Syngenta who is an individual or a legal entity not resident in Switzerland for tax purposes may be entitled to a partial or even a full refund of the withholding tax if either the country in which such recipient resides for tax purposes has entered into a bilateral treaty for the avoidance of double taxation with Switzerland or the bilateral treaty between Switzerland and the European Community regarding measures equivalent to the parent subsidiary directive is applicable and the further conditions of the respective treaty are met.

Holders of Syngenta shares not resident in Switzerland should be aware that the procedures for claiming treaty benefits (and the time frame required for obtaining a refund) may differ from country to country. Holders of Syngenta

shares not resident in Switzerland should consult their own legal, financial or tax advisors regarding the procedures for claiming a refund of the withholding tax.

Table of Contents

As of January 1, 2012, Switzerland had entered into bilateral treaties for the avoidance of double taxation with respect to income taxes with the following countries:

|                    |             |                   |                     |
|--------------------|-------------|-------------------|---------------------|
| Albania            | Finland     | Republic of Korea | Russia              |
| Algeria            | France      | Latvia            | Serbia              |
| Argentina (prov.)* | Georgia     | Lithuania         | Singapore           |
| Armenia            | Germany     | Luxembourg        | Slovakia            |
| Australia          | Ghana       | Macedonia         | Slovenia            |
| Austria            | Greece      | Malaysia          | South Africa        |
| Azerbaijan         | Hungary     | Mexico            | Spain               |
| Bangladesh         | Iceland     | Moldova           | Sri Lanka           |
| Belgium            | India       | Mongolia          | Sweden              |
| Belarus            | Indonesia   | Montenegro        | Tadzhikistan        |
| Bulgaria           | Iran        | Morocco           | Taiwan              |
| Canada             | Ireland     | Netherlands       | Thailand            |
| Chile              | Israel      | New Zealand       | Trinidad and Tobago |
| China              | Italy       | Norway            | Tunisia             |
| Colombia           | Ivory Coast | Pakistan          | Ukraine             |
| Croatia            | Jamaica     | Philippines       | United Kingdom      |
| Czech Republic     | Japan       | Poland            | United States       |
| Denmark            | Kazakhstan  | Portugal          | Uruguay             |
| Ecuador            | Kyrgyzstan  | Qatar             | Uzbekistan          |
| Egypt              | Kuwait      | Romania           | Vietnam             |
| Estonia            |             |                   | Venezuela           |

\* Not in force but provisionally applied by the Federal Tax Administration since January 1, 2001.

Double tax treaties with, Hong Kong, Malta, Turkey and the United Arab Emirates have been concluded; however, these treaties are not yet in force.

By exchange of notes, the 1954 Treaty with the United Kingdom applies to Antigua, Barbados, Belize, British Virgin Islands, Dominica, Gambia, Grenada, Malawi, Montserrat, St. Christopher, Nevis and Anguilla, St. Lucia, St. Vincent and Zambia. By exchange of letters, the 1973 Treaty with Denmark applies to the Faroe Islands.

Besides these bilateral treaties Switzerland has entered into an agreement with the European Community providing for measures equivalent to those laid down in Council Directive 2003/48/EC on taxation of savings income in the form of interest payments. This agreement contains in its Article 15 provisions on taxation of dividends which apply with respect to European Union member states, including, inter alia, Cyprus and Malta.

Residents of the United States. A non-resident holder who is a resident of the United States for purposes of the United States-Switzerland tax treaty, the "Treaty", is eligible for a reduced rate of withholding tax on dividends equal to 15 percent of the dividend, provided that such holder (i) qualifies for benefits under the Treaty, (ii) holds, directly and indirectly, less than 10 percent of Syngenta voting stock and (iii) does not conduct business through a permanent establishment or fixed base in Switzerland to which the shares or ADSs are attributable. Such an eligible holder must apply for a refund of the amount of the withholding tax in excess of the 15 percent Treaty rate. The claim for refund must be filed on Swiss Tax Form 82 (82C for corporations; 82I for individuals; 82E for other entities), which may be obtained from any Swiss Consulate General in the United States or from the Federal Tax Administration of Switzerland at the address below, together with an instruction form. The original form and three copies of the form must be duly completed, signed before a notary public of the United States, and sent to the Federal Tax

Edgar Filing: SYNGENTA AG - Form 20-F

Administration of Switzerland, Eigerstrasse 65, CH-3003 Berne, Switzerland. The form must be accompanied by suitable evidence of deduction of Swiss tax withheld at source, such as certificates of deduction, signed bank vouchers or credit slips. The form should be filed no later than December 31 of the third year following the calendar year in which the dividend became payable.



Table of Contents

Income and Profit Tax on Dividends and Similar Distributions

|                         |  |
|-------------------------|--|
| Individuals             | An individual who is a Swiss resident for tax purposes, or is a non-Swiss resident holding Syngenta shares as part of a Swiss business operation or Swiss permanent establishment, is required to report the receipt of taxable distributions received on the Syngenta shares in his relevant Swiss tax returns. Furthermore, the Direct Federal Tax on dividends, shares in profits, liquidation proceeds and pecuniary benefits from shares (including bonus shares) is reduced to 60 percent (if shares are held as private assets) or 50 percent (if shares are held as business assets) of regular taxation (Teilbesteuerung), if the investment amounts to at least 10 percent of nominal capital of the participation. Some cantons have already introduced or will introduce a similar partial taxation on cantonal and communal level. A reduction of the shares' nominal value by means of a capital reduction or as from January 1, 2011 a repayment out of qualifying reserves from capital contributions does not represent a taxable distribution received on the Syngenta shares to be reported in his relevant tax return for Swiss resident individuals for tax purposes holding Syngenta shares as private assets. |
| Legal entities          | Legal entities resident in Switzerland or non-Swiss resident legal entities holding Syngenta shares as part of a Swiss establishment are required to include taxable distributions received on the Syngenta shares in their income subject to Swiss corporate income taxes. Payments received under a share capital reduction of Syngenta also qualify as taxable distributions received on the Syngenta shares, as far as the capital reduction is not considered as a (partial) disinvestment (reduction of the book value) in the statutory annual accounts of the legal entity holding Syngenta shares. A Swiss corporation or co-operative or a non-Swiss corporation or co-operative holding Syngenta shares as part of a Swiss permanent establishment may, under certain circumstances, benefit from a tax reduction with respect to dividends and income on capital repayments (dividends received deduction / Beteiligungsabzug).  |
| Non-resident recipients | Recipients of dividends and similar distributions on shares who are neither residents of Switzerland for tax purposes nor hold Syngenta shares as part of a Swiss business operation or a Swiss permanent establishment are not subject to Swiss income taxes in respect of such distributions.  |

Tax Treatment of Capital Gains Realized on Syngenta Shares

|             |  |
|-------------|--|
| Individuals | Swiss resident individuals who hold Syngenta shares as part of their private property generally are exempt from Swiss federal, cantonal and communal taxes with respect to capital gains realized upon the sale or other disposal of Syngenta shares, unless such individuals are qualified as security trading professionals for income tax purposes. Gains realized upon a repurchase of Syngenta shares by Syngenta for the purpose of the capital reduction are recharacterized as taxable distributions. The same is true for gains realized upon a repurchase of Syngenta shares if Syngenta were not to dispose of the repurchased shares within six years after the repurchase. In principle, the taxable income would be the difference between the repurchase price and the nominal value of the shares. |
|-------------|--|

Table of Contents

Individuals who are Swiss residents for tax purposes and who hold the Syngenta shares as business assets, or are non-Swiss residents holding Syngenta shares as part of a Swiss business operation or Swiss permanent establishment, are required to include capital gains realized upon the disposal of Syngenta shares in their income subject to Swiss income tax. Certain reductions or partial taxations similar to those mentioned above for dividends (Teilbesteuerung) might be available if certain conditions are met (e.g. holding period of at least one year). Whether shareholders are entitled to these reductions, needs to be assessed on an individual basis and shareholders should consult their own legal, financial or tax advisor.

Legal entities

Legal entities resident in Switzerland or non-Swiss resident legal entities holding Syngenta shares as part of a Swiss permanent establishment are required to include capital gains realized upon the disposal of Syngenta shares in their income subject to Swiss corporate income tax. Under certain circumstances including either a minimum holding of 10 percent or an entitlement to at least 10 percent of the profits and reserves of the issuer and cumulatively a holding period of at least 1 year of the Syngenta shares, they benefit from relief from taxation with respect to gains realized upon the disposal of shares (qualified participation) (Beteiligungsabzug).

Non-resident individuals and legal entities

Individuals and legal entities which are not resident in Switzerland for tax purposes and do not hold Syngenta shares as part of a Swiss business operation or a Swiss permanent establishment are not subject to Swiss income taxes on gains realized upon the disposal of the shares.

Net Worth and Capital Taxes

Individuals

Individuals who are Swiss residents for tax purposes, or are non-Swiss residents holding Syngenta shares as part of a Swiss business operation or Swiss permanent establishment are required to include their Syngenta shares in their wealth which is subject to cantonal and communal net worth tax.

Legal entities

Legal entities resident in Switzerland or non-Swiss resident legal entities holding Syngenta shares as part of a Swiss permanent establishment are required to include their Syngenta shares in their assets which are subject to cantonal and communal capital tax.

Non-resident individuals and legal entities

Individuals and legal entities which are not resident in Switzerland for tax purposes and do not hold Syngenta shares as part of a Swiss business operation or a Swiss permanent establishment are not subject to Swiss cantonal and communal net worth and capital taxes.

Gift and Inheritance Tax

Transfers of Syngenta shares may be subject to cantonal and/or communal inheritance or gift taxes if the deceased or the donor or the recipient were resident in a Canton levying such taxes and, in international circumstances where residency requirements are satisfied, if the applicable tax treaty were to allocate the right to tax to Switzerland.

Table of Contents

Stamp Tax upon Transfer of Securities (Umsatzabgabe)

The transfer of Syngenta shares, whether by a Swiss resident or non-resident holder, may be subject to a Swiss securities transfer tax in the amount of half of 0.15 percent of the sales proceeds for the seller if the sale occurs through or with a Swiss bank or other professional securities dealer as defined in the Swiss Federal Stamp Tax Act.

United States

The following discussion is a summary of the material United States federal income tax considerations relevant to the ownership by United States Holders described below of Syngenta shares or Syngenta ADSs, but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a particular investor's decision to acquire such securities. For purposes of this discussion, "United States Holders" are beneficial owners of Syngenta shares or Syngenta ADSs that, for United States federal income tax purposes are (i) United States citizens or residents, (ii) corporations, or other entities taxable as corporations, created or organized in or under the laws of the United States or any political subdivision thereof, or (iii) estates or trusts the income of which is subject to United States federal income taxation regardless of its source. In general, if you are the beneficial owner of Syngenta ADSs, you will be treated, for United States federal income tax purposes, as the beneficial owner of the Syngenta shares represented by those ADSs. Accordingly, no gain or loss will be recognized if you exchange Syngenta ADSs for the Syngenta shares.

The United States Treasury has expressed concerns that parties to whom American depositary shares are pre-released may be taking actions that are inconsistent with the claiming of foreign tax credits by United States Holders. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate holders. Accordingly, the creditability of Swiss withholding taxes and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described below, could be affected by actions taken by parties to whom the ADSs are pre-released.

This summary does not address all of the United States federal income tax considerations that may be relevant to the particular circumstances of a United States Holder of Syngenta shares or Syngenta ADSs, and does not discuss any aspect of state, local or non-United States tax law. Moreover, this summary deals only with United States Holders that will hold Syngenta shares or Syngenta ADSs as capital assets for United States federal tax purposes (generally, property held for investment), and it does not describe all of the US federal income tax considerations that may be relevant to United States Holders that are subject to special tax rules, such as certain financial institutions, insurance companies, dealers and traders in securities and foreign currencies, tax-exempt organizations, investors liable for alternative minimum tax, persons that hold Syngenta shares or Syngenta ADSs as part of a hedge or any similar transaction, partnerships or other entities classified as partnerships for US federal income tax purposes, persons owning, directly, indirectly or constructively, 10 percent or more of the voting stock of Syngenta and persons whose "functional currency" is not the US dollar. This summary is based on the United States Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations promulgated thereunder, and administrative and judicial interpretations thereof, all as of the date hereof, and all of which are subject to change, possibly with retroactive effect. It is also based in part on representations by the Depositary and assumes that each obligation under the Deposit Agreement and any related agreements will be performed in accordance with their terms. Syngenta believes that it was not a Passive Foreign Investment Company (a "PFIC") for United States federal income tax purposes for 2011. The following discussion assumes that Syngenta is not, and will not become, a PFIC. However, since PFIC status depends on the composition of a company's income and assets and the market value of its assets from time to time, there can be no assurance that Syngenta will not be considered a PFIC in any taxable year. Shareholders should consult their own tax advisors as to the tax considerations relevant to the ownership of Syngenta shares or ADSs in light of their particular circumstances, including the effect of any state, local or non-United States laws and including their eligibility for benefits under the Treaty.



## Table of Contents

### Distributions

A distribution received by a United States Holder in respect of Syngenta shares or Syngenta ADSs other than certain pro rata distributions of common shares, generally will be considered a taxable dividend to the extent paid out of Syngenta's current or accumulated earnings and profits (as determined for United States federal income tax purposes). Because Syngenta does not maintain calculations of its earnings and profits under US federal income tax principles, it is expected that distributions will generally be reported to United States Holders as dividends.

United States Holders must include the gross amount of any taxable dividend (including any amount withheld in respect of Swiss income taxes) in gross income. The dividend will be subject to United States federal income tax as ordinary foreign source dividend income. Subject to certain limitations, and the discussion above regarding concerns expressed by the US Treasury, dividends paid to certain non-corporate United States Holders in taxable years beginning before January 1, 2013 may be taxable at favorable rates, up to a maximum rate of 15 percent, provided that certain holding period and other requirements are met. The holders should consult their own tax advisors regarding the availability of the reduced rate of tax based upon on their particular situation. Dividends will not be eligible for the dividends-received deduction generally available to United States corporations under the Code. Such dividends will constitute foreign source dividend income for foreign tax credit purposes.

Taxable dividends paid in Swiss or other foreign currency will be included in a United States Holder's gross income in a US dollar amount calculated by reference to the exchange rate in effect on the date the dividend is received by the United States Holder, in the case of Syngenta shares, or by the depository, in the case of Syngenta ADSs, regardless of whether the payment is in fact converted into US dollars. If the dividend is converted into US dollars on the date of receipt, US holders should not be required to recognize foreign currency gain or loss in respect of the dividend income. United States Holders may have foreign currency gain or loss if any such Swiss or foreign currency is converted into US dollars after the date of receipt. United States Holders should consult their own tax advisors concerning the possibility of foreign currency gain or loss if any such Swiss or other foreign currency is not converted into US dollars on the date of receipt.

Subject to certain conditions and limitations under United States federal income tax law, and subject to the discussion above regarding concerns expressed by the US Treasury, a United States Holder will be eligible to claim a foreign tax credit for Swiss withholding taxes imposed at the rate provided by the Treaty on distributions by Syngenta in respect of its Syngenta shares or Syngenta ADSs. Swiss taxes withheld in excess of a rate provided in the Treaty will not be eligible for credit against a United States Holder's federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. In lieu of claiming a foreign tax credit, a United States Holder may choose to deduct such Swiss withholding taxes in computing its United States federal taxable income (but only if such holder does not elect to claim a foreign tax credit in respect to any foreign income taxes paid or incurred for the taxable year). The United States federal income tax rules relating to foreign tax credits are extremely complex. United States Holders should consult their own tax advisors concerning the availability of foreign tax credits based upon their particular situations.

### Dispositions

Upon a sale or other taxable disposition of Syngenta shares or Syngenta ADSs, a United States Holder will generally recognize gain or loss in an amount equal to the difference between the amount realized on the disposition and the United States Holder's tax basis in the Syngenta shares or Syngenta ADSs. Such gain or loss will be capital gain or loss, and will be long-term capital gain or loss if the United States Holder held the Syngenta shares or Syngenta ADSs for more than one year at the time of disposition. A long-term capital gain of a non-corporate US Holder is generally taxed at a maximum rate of 15 percent. The deduction of capital losses is subject to certain limitations under the Code. Any gain recognized by a United States Holder on a sale or other taxable disposition of Syngenta shares or

Syngenta ADSs generally will be treated as derived from United States sources for United States foreign tax credit purposes.

Table of Contents

Backup Withholding and Information Reporting

Information reporting requirements may apply to a United States Holder with respect to distributions by Syngenta, or to the proceeds of a sale or redemption of Syngenta shares or Syngenta ADSs. Backup withholding may apply to these payments if the United States Holder fails to furnish its correct taxpayer identification number and certify that such holder is not subject to backup withholding, or to otherwise comply with the applicable requirements of the backup withholding rules. Any amounts withheld under the backup withholding rules will be allowed as a credit against such holder's United States federal income tax liability, and may entitle the holder to a refund, provided that the required information is furnished to the Internal Revenue Service.

Where You Can Find More Information

Syngenta is subject to the informational reporting requirements of the Securities Exchange Act of 1934, as amended. Accordingly, Syngenta will file reports and other information with the Commission. Such reports and other information may be inspected without charge, and copies thereof may be obtained at prescribed rates from, the public reference facilities of the Commission's principal office at 100 F Street, N.E., Washington, DC 20549, United States and at the Commission's regional offices at 500 West Madison Street, Suite 1400, Chicago, Illinois 60661, United States and at 233 Broadway, New York, New York 10005, United States. The public may obtain information on the operation of the Commission's public reference facilities by calling the Commission in the United States at 1-800-SEC-0330. In addition, this report and other information Syngenta files with the SEC are available on the website maintained by it at <http://www.sec.gov>. Copies of reports and other information concerning Syngenta are also available for inspection at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, United States.

Table of Contents

## ITEM 11 — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## Overview

The nature of Syngenta's business and its global presence exposes it to a range of financial risks. These risks include (i) market risks, which include potential unfavorable changes in foreign exchange rates, interest rates, commodity prices and other market prices (equities, credit spreads etc.), (ii) counterparty risk and (iii) liquidity and refinancing risk.

A financial risk management framework is in place in the form of a Treasury policy, approved by the Board of Directors. This policy provides guidance over all Treasury and finance related matters, is underpinned by delegated authority guidelines and is additionally supported by detailed procedures in place across Syngenta. In accordance with its Treasury policy, Syngenta actively monitors and manages financial risk with the objectives of reducing fluctuations in reported earnings and cash flows from these risks and providing economic protection against cost increases. These objectives are achieved through (a) monthly assessment of the impact of market risks against defined risk limits which take into account the risk appetite of Syngenta and (b) the use of a variety of derivative and non-derivative financial instruments.

Financial instruments available for use to mitigate these risks are selected by Syngenta according to the nature of the underlying risk. These instruments are designed to economically hedge underlying risks arising from operational activities and from funding and investment positions. Syngenta does not enter into any speculative financial transactions.

Syngenta seeks to apply, wherever possible, hedge accounting to present its financial statements in accordance with the economic purpose of the hedging activity. Derivative financial instruments for which hedge accounting is not adopted either (a) do not meet the requirements for hedge accounting treatment under IFRS or (b) when combined with the accounting for the underlying hedged items, impact the financial statements in a manner aligned with the economic purpose of the hedging transaction, without the need to adopt hedge accounting treatment.

Details of the Group's derivative positions as at December 31, 2011, including the notional amounts and fair values of open derivative instruments by risks being hedged, are set out in Note 29 to the consolidated financial statements in Item 18.

## Assessment of the impact of market risks

The impact of market risks is assessed using a variety of Value-at-Risk (VaR) methods, including Earnings-at-Risk (EaR) methods. The exact method selected depends on the nature of the underlying risk. The specific methods used to assess the impact of financial risks are described below:

| Risk                      | Method | Exposure (financial statement item)           | Time horizon (months) |
|---------------------------|--------|---|-----------------------|
| Foreign exchange risk     |        |   |                       |
| Transaction – committed   | VaR    | Monetary asset and liability carrying amounts | 1                     |
| Transaction – uncommitted | EaR    | Operating income                              | 12                    |
| Translation               | VaR    | Cumulative translation adjustment in OCI      | 1                     |
| Interest rate risk        | EaR    | Interest expense                              | 12                    |
| Commodity price risk      | EaR    | Operating income                              | 12                    |



VaR and EaR calculations are risk management tools designed to statistically estimate with a pre-set probability the maximum amount of potential losses in value (VaR) or earnings (EaR) over a specific (holding) time period given current positions and possible movements in market prices. The VaR and EaR methods used by Syngenta estimate the gross impact on the consolidated financial statements if the underlying items were not hedged and the net impact of the combined underlying hedged items and the related hedging instruments.

VaR and EaR calculations attempt to recognize that holding different assets and liabilities or incurring different future cash flow exposures may reduce portfolio risk through diversification. Such diversification effects are captured within the calculations, which aim to present the risk to the whole portfolio of the individual market risks. Using historical data, the VaR and EaR calculations are designed to predict possible changes in the markets in the future at a 99 percent confidence level, with a 1 percent probability that actual results will be worse than calculated.

The assessment of the impact of market risks is performed monthly and the results are compared against annually defined risk limits. In cases where the net impact is higher than a risk limit, Syngenta enters into derivative financial instrument transactions to be in line with the risk limits. Breaches of risk limits, should they occur, are immediately reported to senior management.

Syngenta cannot accurately predict future movements in risk variables, therefore calculations of the impact of market risks neither represent actual losses nor consider the effects of potential favorable movements in underlying risk variables. Accordingly, these calculations may only be an indication of future movements to the extent the historic market patterns repeat in the future.

#### Foreign exchange risk

Operating worldwide in over 80 countries exposes Syngenta to foreign exchange transaction and translation risk at both the Group and subsidiary level. Syngenta's policy is to not hedge foreign exchange translation risk. However, certain exceptions to this policy have been approved in the past by senior management.

#### Foreign exchange transaction risk – committed

Syngenta's individual subsidiaries predominantly transact their operational activities in their respective functional currencies. However, the globally integrated nature of Syngenta's business results in its subsidiaries bearing some amount of transactional balance sheet risk, because some monetary items (including financial liabilities) are denominated in foreign currencies.

Such committed foreign currency exposures are largely generated by the routing of products from Syngenta's central manufacturing sites to its foreign locations. These committed exposures are normally fully hedged, unless otherwise approved by Group Treasury, for example where not deemed cost-effective or where there is no forward market for a specific currency. The committed exposures are hedged using foreign exchange forward contracts and cross-currency swaps.

Table of Contents

Net committed transactional currency exposures are identified and reported on a monthly basis by business units. VaR calculations for committed exposures relate to the revaluation of exposures relative to spot rates over a monthly period. The impact of interest differentials and other factors is not included in these calculations.

| (US\$ million)                                  | December 31, 2011 |               |                   | December 31, 2010 |               |                   |
|---|-------------------|---------------|-------------------|-------------------|---------------|-------------------|
|   | Value-at-Risk     |               |                   | Value-at-Risk     |               |                   |
| Underlying currency<br>(1-month holding period) | Gross<br>impact   | Net<br>impact | Risk<br>reduction | Gross<br>impact   | Net<br>impact | Risk<br>reduction |
| Swiss franc                                     | 71                | 9             | 87%               | 72                | 7             | 90%               |
| Euro  | 24                | 1             | 96%               | 25                | –             | 100%              |
| British pound sterling                          | 18                | 1             | 94%               | 9                 | 6             | 33%               |
| Other core currencies <sup>1</sup>              | 20                | 4             | 80%               | 12                | –             | 100%              |
| Rest of world                                   | 75                | 24            | 68%               | 44                | 14            | 68%               |
| Total undiversified                             | 208               | 39            | 81%               | 162               | 27            | 83%               |
| Diversification                                 | (138)             | (27)          | 80%               | (106)             | (18)          | 83%               |
| Net VaR   | 70                | 12            | 83%               | 56                | 9             | 84%               |

<sup>1</sup> Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2011 the Value-at-Risk for a one month holding period, after hedges, at a 99 percent confidence level was US\$12 million (December 31, 2010: US\$9 million). The average Value-at-Risk, after hedges, at a 99 percent confidence level, for the year ending December 31, 2011 was US\$8 million (December 31, 2010: US\$6 million), and before hedges was US\$77 million (December 31, 2010: US\$69 million).

The net resulting Value-at-Risk as of December 31, 2011 remained at a similar level compared to December 31, 2010. The largest gross exposures arise in Swiss franc, British pound sterling and Euro. Switzerland and Great Britain house large research and manufacturing sites, whereas the Euro zone represents a large sales market.

## Foreign exchange transaction risk – uncommitted

Syngenta also manages transactional risk by protecting future uncommitted cash flows with foreign exchange forward and currency option contracts. Uncommitted cash flows are highly probable future cash flows from expected future transactions for which Syngenta does not yet have a contractual right or obligation. The objective is to minimize the impact of changes in foreign exchange rates on the cash flows and operating income forecasted to result from these transactions.

The US dollar represents the biggest single currency for both sales and costs. However, currency mismatches arise from Syngenta having a centralized cost base, denominated mainly in Swiss francs, British pounds and US dollars, against a local selling base, denominated mainly in US dollars, Euros and various other currencies, including those in emerging markets. In addition, due to the seasonality of Syngenta's business, the majority of sales occur during the first half of the year whereas costs tend to occur more linearly throughout the year. Syngenta collects information about anticipated cash flows over a twelve-month future period for major currencies at Group level and hedges significant mismatches in currency flows within clearly defined risk limits.

The Earnings-at-Risk calculation is performed for anticipated net transactional currency flows for the following year taking into account related currency hedges.

| (US\$ million) | December 31, 2011 | December 31, 2010 |
|----------------|-------------------|-------------------|
|                | Earnings-at-Risk  | Earnings-at-Risk  |

Edgar Filing: SYNGENTA AG - Form 20-F

| Underlying currency<br>(12-month holding period) | Gross<br>impact | Net<br>impact | Risk<br>reduction | Gross<br>impact | Net<br>impact | Risk<br>reduction |
|--|-----------------|---------------|-------------------|-----------------|---------------|-------------------|
| Swiss franc                                      | 229             | 99            | 57%               | 285             | 72            | 75%               |
| Brazilian real                                   | 183             | 40            | 78%               | 89              | 54            | 39%               |
| Euro   | 54              | 53            | 2%                | 62              | 80            | (29)%             |
| British pound sterling                           | 37              | 4             | 89%               | 52              | 9             | 83%               |
| Other core currencies <sup>1</sup>               | 67              | 36            | 46%               | 53              | 11            | 79%               |
| Rest of world                                    | 145             | 143           | 1%                | 94              | 97            | 3%                |
| Total undiversified                              | 715             | 375           | 48%               | 635             | 323           | 49%               |
| Diversification                                  | (372)           | (252)         | 32%               | (309)           | (191)         | 38%               |
| Net EaR  | 343             | 123           | 64%               | 326             | 132           | 60%               |

<sup>1</sup>Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2011, the total potential adverse movement for 2012 net transactional flows after hedges relative to year-end at spot levels, at a 99 percent confidence level, was US\$123 million (December 31, 2010: US\$132 million). In line with the objective of the hedging program, Syngenta aims to minimize the potential adverse movement for the entire portfolio of the net transactional flows, rather than on an individual currency basis. As a result, negative risk reduction for a single currency could occur, as was the case for the Euro currency in 2010.

The net resulting Earnings-at-Risk figures as of December 31, 2011 remained at a similar level compared to December 31, 2010. Earnings-at-Risk exposure is greatest for the Swiss franc as Syngenta has a significant cost base in Switzerland with no material offsetting sales.

Table of Contents

## Foreign exchange translation risk

Translation exposure arises from consolidation of foreign currency denominated financial statements of Syngenta's subsidiaries. This is reported as the currency translation effects in OCI.

Translation risk can be significant; however, Syngenta regards its equity base to be of sufficient magnitude generally to absorb the short- to medium-term impact of exchange rate movements.

Syngenta uses both foreign currency denominated debt and also net investment hedging to manage this exposure. The latter incorporates specific actions to protect the value of temporary excess foreign currency denominated cash positions. At December 31, 2011, there were no positions requiring the use of hedges and no hedges were in place.

The table below presents the 1-month translation Value-at-Risk:

| (US\$ million)<br>Currency of net investment in<br>subsidiary<br>(1-month holding period) | December 31, 2011<br>Value-at-Risk |               |                   | December 31, 2010<br>Value-at-Risk |               |                   |
|---|------------------------------------|---------------|-------------------|------------------------------------|---------------|-------------------|
|   | Gross<br>impact                    | Net<br>impact | Risk<br>reduction | Gross<br>impact                    | Net<br>impact | Risk<br>reduction |
| Brazilian real  | 151                                | 151           | –                 | 80                                 | 80            | –                 |
| Swiss franc   | 133                                | 133           | –                 | 124                                | 124           | –                 |
| Euro  | 47                                 | 47            | –                 | 32                                 | 32            | –                 |
| British pound sterling  | 29                                 | 29            | –                 | 23                                 | 23            | –                 |
| Other core currencies <sup>1</sup>  | 38                                 | 38            | –                 | 28                                 | 28            | –                 |
| Rest of world   | 144                                | 144           | –                 | 91                                 | 91            | –                 |
| Total undiversified   | 542                                | 542           | –                 | 378                                | 378           | –                 |
| Diversification   | (172)                              | (172)         | –                 | (123)                              | (123)         | –                 |
| Net VaR   | 370                                | 370           | –                 | 255                                | 255           | –                 |

<sup>1</sup>Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31 2011, the Value-at-Risk for a one month holding period at a 99 percent confidence level was US\$370 million (December 31, 2010: US\$255 million). There are no translation risk hedges in place at December 31, 2011. The increase in Value-at-Risk as of December 31, 2011 compared to December 31, 2010 is mainly due to increased volatility in emerging market currencies.

The average Value-at-Risk after hedges, at a 99 percent confidence level, for the year ending December 31, 2011 was US\$303 million (December 31, 2010: US\$276 million).

## Interest rate risk

Syngenta is exposed to fluctuations in interest rates on its borrowings (including forecasted borrowings) and excess cash. While the majority of Syngenta's borrowings have fixed interest rates, portions of Syngenta's net borrowings, including its short-term commercial paper program and local borrowings, are subject to changes in short-term interest rates. The main objective of managing interest rate risk is to optimize interest expense within clearly stated risk limits.

Syngenta monitors its interest rate exposures, analyzes the potential impact of interest rate movements on net interest expense and enters into derivative transactions to manage its interest rate risk within approved risk limits. At December 31, 2011, the net amount of Earnings-at-Risk on floating rate debt due to potential changes in interest rates

(a parallel shift of 100 bps was applied) was US\$13 million (2010: US\$14 million). The net amount of Earnings-at-Risk on net debt, as defined in Note 27 to the consolidated financial statements in Item 18, due to potential changes in interest rates was immaterial at December 31, 2011 and 2010.

#### Commodity price risks

Operating in the agribusiness sector, changes in certain commodity prices affect Syngenta's reported operating results and cash flows. On a limited basis, Syngenta enters into derivative transactions to hedge the exposure of its cost base to commodity prices. This comprises oil and natural gas hedging in the UK and USA, as well as soft commodity hedging for corn and soybean purchases by the Seeds business in the USA, Canada, Brazil and Argentina, where Syngenta contracts to purchase various seed crops from growers and hedges the cost of the purchases. In barter arrangements where Syngenta sells products in exchange for receiving a certain amount of a commodity crop, Syngenta hedges the value of the crop.

Syngenta has indirect exposure to oil price fluctuations mainly through the impact of oil prices on the cost of both raw materials, especially chemical intermediates in the Crop Protection business, and distribution activities. Natural gas exposure occurs in Syngenta's primary manufacturing sites.

The main objective of managing commodity price risk is to reduce the impact of commodity price changes on operating income and to provide economic protection against future cost increases. Syngenta uses fixed price contracts and derivatives (both Over-the-Counter (OTC) and exchange traded instruments, including commodity option and futures contracts) to achieve this objective.

At December 31, 2011, there was no hedge protection in place for oil for 2012 (December 31, 2010 1.0 million barrels of hedge protection in place for oil for 2011). As the exposure to oil is indirect, Syngenta does not calculate the Earnings-at-Risk due to potential changes in oil prices.

Table of Contents

Earnings-at-Risk due to potential changes in natural gas and soft commodity prices assuming a 12-month holding period are presented below.

|                            | December 31, 2011 |            |                | December 31, 2010 |            |                |
|----------------------------|-------------------|------------|----------------|-------------------|------------|----------------|
|                            | Earnings-at-Risk  |            |                | Earnings-at-Risk  |            |                |
| Natural gas (US\$ million) | Gross impact      | Net impact | Risk reduction | Gross impact      | Net impact | Risk reduction |
| Total undiversified        | 12                | 4          | 67%            | 12                | 5          | 58%            |
| Diversification            | (4)               | (1)        | 75%            | (4)               | (1)        | 75%            |
| Net EaR                    | 8                 | 3          | 63%            | 8                 | 4          | 50%            |

|                                 | December 31, 2011 |            |                | December 31, 2010 |            |                |
|---------------------------------|-------------------|------------|----------------|-------------------|------------|----------------|
|                                 | Earnings-at-Risk  |            |                | Earnings-at-Risk  |            |                |
| Soft commodities (US\$ million) | Gross impact      | Net impact | Risk reduction | Gross impact      | Net impact | Risk reduction |
| Total undiversified             | 96                | 42         | 56%            | 76                | 55         | 28%            |
| Diversification                 | (11)              | (4)        | 64%            | (13)              | (2)        | 85%            |
| Net EaR                         | 85                | 38         | 55%            | 63                | 53         | 16%            |

The Earnings-at-Risk of soft commodities is driven by their high price volatility compared to other asset classes. The hedging program reduces overall 12-month Earnings-at-Risk at December 31, 2011 to US\$38 million (December 31, 2010: US\$53 million).

Table of Contents

Item 12 – DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Item 12.D.3 —FEES AND CHARGES FOR HOLDERS OF AMERICAN DEPOSITARY RECEIPTS

The Bank of New York Mellon, as depositary for the ADSs (the depositary) collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

|   |  |
|---|--|
| <p>Persons depositing or withdrawing shares must pay:</p> <p>USD 5.00 (or less) per 100 ADSs (or portion of 100 ADSs)</p><br><p>USD 0.02 (or less) per ADS</p> <p>A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs</p> <p>USD 0.02 (or less) per ADS per calendar year</p> <p>Registration or transfer fees</p><br><p>Expenses of the depositary</p><br><p>Taxes and other governmental charges the depositary or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes</p> <p>Any charges incurred by the depositary or its agents for servicing the deposited securities</p> | <p>For:</p> <ul style="list-style-type: none"> <li>· Issuance of ADSs, including issuances resulting from a distribution, sale or exercise of shares or rights or other property</li> <li>· Cancellation of ADSs for the purpose of withdrawal including if the deposit agreement terminates</li> <li>· Any cash distribution to ADS holders</li> <li>· Distribution of securities distributed to holders of deposited securities which are distributed by the depositary to ADS holders</li> <li>· Depositary services</li> <li>· Transfer and registration of shares on the Company's share register to or from the name of the depositary or its agent when you deposit or withdraw shares</li> <li>· Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)</li> <li>· Converting foreign currency to US dollars</li> <li>· As necessary</li> <li>· As necessary</li> </ul> |
|---|--|

ITEM 12.D.4— FEES MADE BY DEPOSITARY TO THE COMPANY

The Bank of New York Mellon, as depositary, has agreed to reimburse Syngenta for certain expenses it incurs that are related to establishment and maintenance expenses of the ADS program. The depositary has also agreed to pay the standard out-of-pocket maintenance costs for the ADSs, which consist of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of US federal tax information, mailing required tax forms, stationery, postage, facsimile, and telephone calls. It has also agreed to reimburse the Company annually for certain investor relationship programs or special investor relations promotional activities. In certain instances, the depositary has agreed to provide additional payments to Syngenta based on any applicable performance indicators relating to the ADS facility. There are limits on the amount of expenses for which the depositary will reimburse Syngenta, but the amount of reimbursement available to Syngenta is not necessarily tied

to the amount of fees the depositary collects from investors.

From January 1, 2011 to December 31, 2011, Syngenta received from the depositary US\$ 919,344 as reimbursement of the above mentioned fees, costs and expenses.

125

---



Table of Contents

PART II

ITEM 13 — DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14 — MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15 — CONTROLS AND PROCEDURES

- a. Syngenta's Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as at December 31, 2011, have concluded that the Company's disclosure controls and procedures (i) were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (ii) ensured that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to management, including the chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.
- b. Syngenta's Board of Directors and management are responsible for establishing and maintaining adequate internal control over financial reporting. Syngenta's internal control system was designed to provide reasonable assurance to Syngenta's management and Board of Directors regarding the reliability of financial reporting and the preparation and fair presentation of its published consolidated financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective may not prevent or detect misstatements and can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Syngenta's management assessed the effectiveness of the Group's internal control over financial reporting as of December 31, 2011. In making this assessment, it used the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has concluded that, as of December 31, 2011, Syngenta's internal control over financial reporting was effective based on those criteria.

Ernst & Young AG, Switzerland, an independent registered public accounting firm, has issued an opinion on the effectiveness of the Group's internal control over financial reporting which is included in this annual report.

- c. See the attestation report of Ernst & Young AG, an independent registered public accounting firm, included under Item 18 on page F-1.
- d. There have been no changes in Syngenta's internal controls over financial reporting that occurred during the period covered by this Form 20-F that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



Table of Contents

## ITEM 16 — [RESERVED]

## ITEM 16A — AUDIT COMMITTEE FINANCIAL EXPERT

Syngenta’s Audit Committee currently consists of three non-executive directors: Peggy Bruzelius, Stefan Borgas and Peter Thompson. Syngenta’s Board of Directors has carefully considered the definition of “audit committee financial expert” adopted by the United States Securities and Exchange Commission and has determined that, while each of the directors on the Audit Committee satisfy certain aspects of that definition, none of such directors, individually, qualifies as an audit committee financial expert. Syngenta’s Board believes that the collective experience of such members enables them, as a group, to act as an effective Audit Committee and that the Audit Committee has functioned, and can continue to function, effectively without appointing an additional member that would qualify as an audit committee financial expert.

## ITEM 16B — CODE OF ETHICS

Syngenta has adopted a Code of Ethics applicable to its Chairman, Chief Executive Officer, Chief Financial Officer, Group Financial Controller, Head of Group Financial Reporting & SOX Compliance, Head of Internal Audit, Group Treasurer and all members of the Syngenta Executive Committee. A copy of Syngenta’s Code of Ethics has been filed with the Securities and Exchange Commission and is included as Exhibit 11.1 to this annual report. During 2011, no amendments were made to a provision of the Code of Ethics that applies to any of the above-mentioned officers and / or members of the Syngenta Executive Committee and no waivers were explicitly or implicitly granted to any of them, in each case that would be required to be disclosed herein.

## ITEM 16C — PRINCIPAL ACCOUNTANT FEES AND SERVICES

## Fees Paid to the Independent Registered Public Accounting Firm

The Board of Directors engaged Ernst & Young AG to perform an annual audit of the Company’s financial statements in 2011 and 2010. The following table presents information concerning fees paid to Ernst & Young AG in each of those years.

| (in million US\$)     | 2011 | 2010 |
|-----------------------|------|------|
| Audit fees(1)         | 7.7  | 7.8  |
| Audit-related fees(2) | 0.5  | 0.3  |
| Tax fees(3)           | 0.2  | 0.4  |
| All other fees(4)     | 0.6  | 0.2  |

- (1) Audit services are defined as the audit work required to allow the external auditor to issue an opinion on the statutory and regulatory filings of the Group and its subsidiaries. This category includes services such as comfort letters, statutory audits, attest services, consents and assistance with and review of documents filed with the US Securities and Exchange Commission.
- (2) Audit related services include assurance and associated services provided by auditors but which are not necessarily provided by the external auditor. These services include audits of pension funds and employee benefit plans, internal control reviews and consultation concerning financial accounting and reporting standards.
- (3) Tax services include all services performed by the external auditor’s tax division except those services related to the audit. It includes tax compliance, tax planning, and tax advice.
- (4) Other services/additional fees include advice relating to process improvements, training and subscription fees for accounting, and reporting updates.

## Pre-Approval of Services Provided by Ernst &amp; Young AG

The Audit Committee has adopted policies and procedures for pre-approving all audit and non-audit work performed by EY. Specifically, the policies and procedures prohibit EY from performing any services for the Company or its subsidiaries without the prior approval of the Audit Committee.

All of the services provided by EY in 2010 and 2011 were approved by the Audit Committee pursuant to the approval policies described above, and none of such services were approved pursuant to the procedures described in Rule 2-01(c)(7)(i)(C) of Regulation S-X, which waives the general requirement for pre-approval in certain circumstances.

ITEM 16D — EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

Table of Contents

## ITEM 16E — PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

| Month in the year ended<br>December 31, 2011 | Total Number<br>of Shares<br>Purchased(1) | Average<br>Price Paid<br>per Share<br>(US\$)(2) | Total Number<br>of Shares<br>Purchased as<br>Part of<br>Publicly<br>Announced<br>Plans or<br>Programs(3) | Maximum<br>Number of<br>Shares<br>That May Yet Be<br>Purchased<br>Under the Plans<br>or Programs(3) |
|--|---|---|--|---|
| January                                      | –   | –   | –  | 8,623,034   |
| February (22 Feb - 25 Feb)                   | 16,000                                    | 327.65  | 16,000   | 8,607,034   |
| March (2 Mar - 17 Mar)                       | 86,500                                    | 314.65  | 86,500   | 8,520,534   |
| April (19 Apr - 29 Apr)                      | 22,000                                    | 350.48  | 22,000   | 8,498,534   |
| May (2 May - 31 May)(1)                      | 196,000                                   | 345.30  | 94,000   | 8,404,534   |
| June (1 Jun - 23 Jun)(1)                     | 295,000                                   | 335.19  | 88,000   | 8,316,534   |
| July (25 Jul - 29 Jul)(1)                    | 91,500                                    | 325.92  | 19,500   | 8,297,034   |
| August (2 Aug - 31 Aug)(1)                   | 327,000                                   | 285.75  | 208,000  | 8,089,034   |
| September (1 Sep - 15 Sep)                   | 39,000                                    | 276.64  | 39,000   | 8,050,034   |
| October (18 Oct - 31 Oct)(1)                 | 29,250                                    | 310.34  | 13,250   | 8,036,784   |
| November (1 Nov - 30 Nov)(1)                 | 179,500                                   | 285.46  | 34,500   | 8,002,284   |
| December (1 Dec - 13 Dec)(1)                 | 69,373                                    | 281.78  | 16,000   | 7,986,284   |
| Total  | 1,351,123                                 | 311.33 (4)                                      | 636,750  | 7,986,284   |

(1) 714,373 shares were purchased in 2011 in the open market to meet the future requirements of share-based payment plans.

(2) Amounts shown reflect the conversion of the applicable CHF amounts into US\$ based on month-end CHF/US\$ exchange rates.

(3) In April 2008, at the Annual General Meeting (AGM) of shareholders, the shareholders approved the request of the Board of Directors to authorize share repurchases starting in 2009 of up to 10 percent of Syngenta's total share capital. Repurchases under this approved program commenced on April 21, 2010. In accordance with the requirements for share repurchase programs established by the Swiss Takeover Board (“Übernahmekommission (UEK)”), the authorization term is limited to three years and therefore expires on December 31, 2012.

(4) Purchase price reflects the weighted-average price paid per share (US\$) during 2011.

## Item 16F — CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT

Not applicable.

Table of Contents

ITEM 16G — Corporate Governance

As permitted by section 303A.00 of the NYSE Listed Company Manual, Syngenta’s corporate governance practices differ from those of domestic companies in the following ways. In accordance with Swiss company law, equity-based compensation plans are approved by the Board of Directors rather than by the shareholders. In addition, as mentioned above in Item 16C, Syngenta’s external auditor is elected by the shareholders at the Shareholders’ meeting (instead of by the Audit Committee). Finally, Syngenta does not have a separate nominating/corporate governance committee.

NYSE Corporate Governance Standards (Rules)

Practice at Syngenta

Paragraph 4 of section 303A (Corporate Governance Standards) of the NYSE’s Listed Company Manual states, among other things, that listed companies must have a nominating/corporate governance committee, which is composed entirely of independent directors.

Syngenta does not have a separate nominating/ corporate governance committee. At Syngenta the Chairman’s Committee advises the Board of Directors on the composition and succession planning of the Board and the Board Committees. It ensures the development of guidelines for selecting candidates and assumes responsibility for reviewing and proposing to the full Board candidates for election to the Board. Final decisions are taken by the full Board, which then submits the election proposal to the Shareholders’ Meeting. The Chairman’s Committee at Syngenta consists of three independent Directors and one executive Director who is concurrently the Chief Executive Officer of the Company.

The review and enhancement of Corporate Governance Standards within Syngenta is in the responsibility of the full Board of Directors.

According to paragraph 8 of section 303A (Corporate Governance Standards) of the NYSE’s Listed Company Manual, shareholders must be given the opportunity to vote on all equity-based compensation plans and material revisions thereto (with limited exemptions).

Under Swiss company law, the approval of equity-based compensation plans lies within the responsibility of the Board of Directors. Therefore equity-based compensation plans are approved by the Board of Directors rather than by the shareholders. However, in accordance with the recommendations of the “Swiss Code of Best Practice for Corporate Governance”, the Board of Directors began in 2011 submitting the compensation system to shareholders in a consultative vote.

ITEM 16H — MINE SAFETY DISCLOSURE

Not applicable.

129

---

Table of Contents

PART III

ITEM 17 — FINANCIAL STATEMENTS

Syngenta has responded to Item 18 in lieu of responding to this item.

ITEM 18 — FINANCIAL STATEMENTS

The following financial statements, together with the Reports of Independent Registered Public Accounting Firm thereon of February 7, 2012, are filed as part of this annual report:

|   | Page |
|---|------|
| Report of Independent Registered Public Accounting Firm       | F-1  |
| Report of Independent Registered Public Accounting Firm       | F-2  |
| Consolidated Income Statement                                 | F-3  |
| Consolidated Statement of Comprehensive Income                | F-4  |
| Consolidated Balance Sheet                                    | F-5  |
| Consolidated Cash Flow Statement                              | F-6  |
| Consolidated Statement of Changes in Equity                   | F-7  |
| Notes to the Syngenta Group Consolidated Financial Statements | F-9  |



Table of Contents

ITEM 19 – EXHIBITS

The following documents are exhibits to this annual report:

| Exhibit Number | Description of Document  |
|----------------|--|
| 1.1            | English Translation of the Articles of Incorporation of Syngenta AG  |
| 2.1            | Deposit Agreement between The Bank of New York Mellon and Syngenta AG**  |
| 2.2            | Amended and Restated Trust Deed dated September 30, 2008 among Syngenta Finance N.V., Syngenta Finance AG, Syngenta AG and BNY Corporate Trustee Services Limited, as Trustee*   |
| 4.3            | Environmental Matters Agreement dated September 12, 2000 between Syngenta AG and AstraZeneca PLC***  |
| 4.4            | Environmental Matters Agreement dated September 12, 2000 between Syngenta AG and Novartis AG***  |
| 4.5            | Environmental Matters Agreement dated September 12, 2000 among Zeneca AG Products Holdings Inc. and Zeneca Holdings Inc. and Stauffer Management Company***  |
| 4.6            | Environmental Matters Agreement dated September 12, 2000 among Syngenta Crop Protection Inc., Novartis Corporation and Novartis Agribusiness Holding, Inc.***  |
| 4.11           | License of Intellectual Property Rights Excluding Rights in Trade Marks and Software dated January 4, 2000 between AstraZeneca UK Limited and Zeneca Limited***  |
| 4.12           | License of Intellectual Property Rights Excluding Rights in Trade Marks and Software dated January 4, 2000 between Zeneca Limited and AstraZeneca UK Limited***  |
| 4.13           | Trade Mark License dated January 4, 2000 between AstraZeneca UK Limited and Zeneca Limited***  |
| 4.14           | Software License dated January 4, 2000 between AstraZeneca UK Limited and Zeneca Limited***  |
| 4.15           | General Principles for the Separation of Intellectual Property between Novartis and Novartis Agribusiness (Syngenta)***  |
| 4.19           | Master Sharing Agreement dated September 12, 2000 between AstraZeneca UK Limited and Zeneca Limited***   |
| 4.20           | Revolving Credit Agreement dated July 20, 2006 among Syngenta AG, the subsidiaries of Syngenta AG set forth in Schedule 1 thereto, Banco Santander Central Hispano S.A., Bank Austria Creditanstalt AG, Bank of America, N.A., Citibank NA, London, Credit Suisse, Deutsche Bank Luxembourg S.A., HSBC Bank plc and UBS Limited as Mandated Lead Arrangers, and the financial institutions set forth in Schedule 1 thereto**** |
| 4.22           | Syngenta AG Executive Stock Option Plan - 10*****  |
| 4.23           | Syngenta Deferred Share Plan (Share Awards)*****   |
| 4.24           | Syngenta Corporation Employee Stock Purchase Plan‡   |
| 4.25           | Syngenta Share Plan for Non-Executive Directors  |
| 8.1            | Subsidiaries of Syngenta AG‡‡  |
| 11.1           | Syngenta Code of Ethics for Senior Executive Officers‡‡‡   |
| 12.1           | Certification by CEO pursuant to Section 302   |
| 12.2           | Certification by CFO pursuant to Section 302   |
| 13.1           | Certification by CEO and CFO pursuant to Section 906   |
| 15.1           | Consent of Independent Registered Public Accounting Firm   |

---

\* Exhibit incorporated by reference to Annual Report on Form 20-F filed February 18, 2009 (File No. 001-15152).

\*\* Exhibit incorporated by reference to the Registration Statement on Form F-6 filed November 20, 2008 (File No. 333-155523).

\*\*\* Exhibits incorporated by reference to the Registration Statement on Form S-4 filed September 12, 2000 (File No. 333-125222).

Edgar Filing: SYNGENTA AG - Form 20-F

\*\*\*\* Exhibit incorporated by reference to Annual Report on Form 20-F filed March 7, 2007 (File No. 001-15152).

\*\*\*\*\* Exhibit incorporated by reference to Registration Statement on Form S-8 filed December 12, 2002 (File No. 333-101794).

‡ Exhibit incorporated by reference to Registration Statement on Form S-8 filed May 12, 2005 (File No. 333-124836).

‡‡ The subsidiaries of Syngenta are set forth in Item 4 of this annual report.

‡‡‡ Exhibit incorporated by reference to the Annual Report on Form 20-F filed March 25, 2004 (File No. 001-15152).

Syngenta hereby agrees to furnish copies of certain long-term debt instruments to the Securities and Exchange Commission upon request of the Commission therefore such instruments are not being filed as exhibits to this form 20-F for the year ended December 31, 2011. The amount of debt authorized under each long-term debt instrument does not exceed 10 percent of Syngenta's total assets.

Table of Contents

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Syngenta AG

By: /s/ Michael Mack

Name: Michael Mack  
Title: Chief Executive Officer

By: /s/ John Ramsay

Name: John Ramsay  
Title: Chief Financial Officer

Dated: February 16, 2012

---

Table of Contents

To the Board of Directors and Shareholders of  
Syngenta AG, Basel

Report of Independent Registered Public Accounting Firm

We have audited Syngenta AG's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Syngenta AG's Board of Directors and management are responsible for maintaining effective internal control over financial reporting and management is responsible for its assessment of the effectiveness of internal control over financial reporting included in Item 15 of Syngenta AG's Annual Report on Form 20-F for the year ended December 31, 2011. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Syngenta AG maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2011 consolidated financial statements of Syngenta AG and our report dated February 7, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young AG

Basel, Switzerland  
February 7, 2012

F-1

---

Table of Contents

To the Board of Directors and Shareholders of  
Syngenta AG, Basel

Report of Independent Registered Public Accounting Firm

We have audited the accompanying consolidated balance sheets of Syngenta AG as of December 31, 2011 and 2010 and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of Syngenta AG's Board of Directors and management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Syngenta AG at December 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2011, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Syngenta AG's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 7, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young AG

Basel, Switzerland  
February 7, 2012

Table of Contents

## Syngenta Group Consolidated Financial Statements

Consolidated Income Statement  
(for the years ended December 31, 2011, 2010 and 2009)

| (US\$ million, except share and per share amounts)      | Notes | 2011       | 2010       | 2009       |
|---|-------|------------|------------|------------|
| Sales   | 4, 5  | 13,268     | 11,641     | 10,992     |
| Cost of goods sold                                      |       | (6,737)    | (5,866)    | (5,572)    |
| Gross profit  |       | 6,531      | 5,775      | 5,420      |
| Marketing and distribution                              |       | (2,145)    | (1,892)    | (1,805)    |
| Research and development                                |       | (1,127)    | (1,032)    | (952)      |
| General and administrative                              |       | (977)      | (899)      | (714)      |
| Restructuring and impairment excluding divestment gains | 6     | (307)      | (178)      | (139)      |
| Divestment gains  | 6     | 76         | 19         | 9          |
| Restructuring and impairment                            |       | (231)      | (159)      | (130)      |
| Operating income  |       | 2,051      | 1,793      | 1,819      |
| Income/(loss) from associates and joint ventures        |       | 15         | 25         | (3)        |
| Interest income   | 28    | 93         | 90         | 88         |
| Interest expense  | 28    | (152)      | (172)      | (163)      |
| Other financial expense                                 |       | (20)       | (22)       | (17)       |
| Currency gains/(losses), net                            | 28    | (86)       | (37)       | (30)       |
| Financial expense, net                                  |       | (165)      | (141)      | (122)      |
| Income before taxes                                     |       | 1,901      | 1,677      | 1,694      |
| Income tax expense                                      | 7     | (301)      | (275)      | (283)      |
| Net income  |       | 1,600      | 1,402      | 1,411      |
| Attributable to:  |       |            |            |            |
| Syngenta AG shareholders                                | 8     | 1,599      | 1,397      | 1,408      |
| Non-controlling interests                               |       | 1          | 5          | 3          |
| Net income  |       | 1,600      | 1,402      | 1,411      |
| Earnings per share (US\$):                              |       |            |            |            |
| Basic earnings per share                                | 8     | 17.40      | 15.07      | 15.11      |
| Diluted earnings per share                              | 8     | 17.31      | 14.99      | 15.01      |
| Weighted average number of shares:                      |       |            |            |            |
| Basic   |       | 91,892,275 | 92,687,903 | 93,154,537 |
| Diluted   |       | 92,383,611 | 93,225,303 | 93,760,196 |

The accompanying notes form an integral part of the consolidated financial statements.

All activities were in respect of continuing operations.

Table of Contents

## Syngenta Group Consolidated Financial Statements

Consolidated Statement of Comprehensive Income  
(for the years ended December 31, 2011, 2010 and 2009)

| (US\$ million)   | Notes | 2011          | 2010        | 2009       |
|--|-------|---------------|-------------|------------|
| Net income   |       | 1,600         | 1,402       | 1,411      |
| Components of other comprehensive income (OCI)                                       |       |               |             |            |
| Items that will not be reclassified to profit or loss:                               |       |               |             |            |
| Actuarial gains/(losses) of defined benefit post-employment plans                    | 22    | (252)         | 50          | (98)       |
| Income tax relating to items that will not be reclassified to profit or loss         | 7     | 71<br>(181)   | (17)<br>33  | 32<br>(66) |
| Items that may be reclassified subsequently to profit or loss:                       |       |               |             |            |
| Unrealized gains/(losses) on available-for-sale financial assets                     | 28    | 3             | 4           | (18)       |
| Gains/(losses) on derivatives designated as cash flow and net investment hedges      | 29    | (150)         | 120         | 72         |
| Currency translation effects   |       | (186)         | 146         | 260        |
| Income tax relating to items that may be reclassified subsequently to profit or loss | 7     | (14)<br>(347) | (20)<br>250 | 34<br>348  |
| Total comprehensive income   |       | 1,072         | 1,685       | 1,693      |
| Attributable to:   |       |               |             |            |
| Syngenta AG shareholders   |       | 1,072         | 1,679       | 1,691      |
| Non-controlling interests  |       | –             | 6           | 2          |
| Total comprehensive income   |       | 1,072         | 1,685       | 1,693      |

The accompanying notes form an integral part of the consolidated financial statements.



Table of Contents

## Syngenta Group Consolidated Financial Statements

Consolidated Balance Sheet  
(at December 31, 2011 and 2010)

| (US\$ million, except share amounts)  | Notes  | 2011    | 2010    |
|---|--------|---------|---------|
| Assets  |        |         |         |
| Current assets:   |        |         |         |
| Cash and cash equivalents   |        | 1,666   | 1,967   |
| Trade receivables   | 9      | 2,736   | 2,554   |
| Other accounts receivable   | 9      | 690     | 626     |
| Inventories   | 11     | 4,190   | 3,844   |
| Derivative and other financial assets   | 28     | 269     | 502     |
| Other current assets  | 10     | 199     | 223     |
| Total current assets  |        | 9,750   | 9,716   |
| Non-current assets:   |        |         |         |
| Property, plant and equipment   | 12     | 3,025   | 2,964   |
| Intangible assets   | 13     | 2,869   | 3,087   |
| Deferred tax assets   | 7      | 930     | 824     |
| Derivative financial assets   | 28     | 118     | 176     |
| Other non-current financial assets  | 14     | 549     | 518     |
| Total non-current assets  |        | 7,491   | 7,569   |
| Total assets  |        | 17,241  | 17,285  |
| Liabilities and equity  |        |         |         |
| Current liabilities:  |        |         |         |
| Trade accounts payable  | 15     | (2,881) | (2,590) |
| Current financial debt  | 16     | (743)   | (992)   |
| Income taxes payable  |        | (547)   | (406)   |
| Derivative financial liabilities  | 27, 28 | (212)   | (291)   |
| Other current liabilities   | 17     | (1,028) | (846)   |
| Provisions  | 19     | (232)   | (228)   |
| Total current liabilities   |        | (5,643) | (5,353) |
| Non-current liabilities:  |        |         |         |
| Financial debt and other non-current liabilities  | 18, 27 | (2,374) | (2,786) |
| Deferred tax liabilities  | 7      | (753)   | (813)   |
| Provisions  | 19     | (968)   | (884)   |
| Total non-current liabilities   |        | (4,095) | (4,483) |
| Total liabilities   |        | (9,738) | (9,836) |
| Shareholders' equity:   |        |         |         |
| Issued share capital: 2011: 93,762,899 ordinary shares (2010: 94,599,849 ordinary shares) | 20     | (6)     | (6)     |
| Retained earnings   |        | (4,434) | (3,809) |
| Reserves  |        | (3,736) | (4,113) |
| Treasury shares: 2011: 2,508,759 ordinary shares (2010: 2,392,751 ordinary shares)        | 20     | 682     | 489     |
| Total shareholders' equity  |        | (7,494) | (7,439) |
| Non-controlling interests   |        | (9)     | (10)    |
| Total equity  |        | (7,503) | (7,449) |

|                              |          |          |
|------------------------------|----------|----------|
| Total liabilities and equity | (17,241) | (17,285) |
|------------------------------|----------|----------|

The accompanying notes form an integral part of the consolidated financial statements.

F-5

---

Table of Contents

## Syngenta Group Consolidated Financial Statements

## Consolidated Cash Flow Statement

(for the years ended December 31, 2011, 2010 and 2009)

| (US\$ million)   | Notes | 2011    | 2010  | 2009  |
|--|-------|---------|-------|-------|
| Income before taxes  |       | 1,901   | 1,677 | 1,694 |
| Reversal of non-cash items   | 21    | 801     | 805   | 615   |
| Cash (paid)/received in respect of:                                    |       |         |       |       |
| Interest received  |       | 96      | 89    | 88    |
| Interest paid  |       | (174)   | (175) | (153) |
| Other financial receipts   |       | 216     | 55    | 8     |
| Other financial payments   |       | (252)   | (133) | (227) |
| Income taxes   |       | (282)   | (268) | (165) |
| Restructuring costs  | 19    | (71)    | (38)  | (79)  |
| Contributions to pension plans, excluding restructuring costs          | 19    | (198)   | (335) | (125) |
| Other provisions   | 19    | (116)   | (95)  | (81)  |
| Cash flow before change in net working capital                         |       | 1,921   | 1,582 | 1,575 |
| Change in net working capital:   |       |         |       |       |
| Change in inventories  |       | (478)   | 108   | (178) |
| Change in trade and other accounts receivable and other current assets |       | (120)   | (129) | 55    |
| Change in trade and other accounts payable                             |       | 548     | 146   | (33)  |
| Cash flow from operating activities                                    |       | 1,871   | 1,707 | 1,419 |
| Additions to property, plant and equipment                             | 12    | (479)   | (396) | (652) |
| Proceeds from disposals of property, plant and equipment               |       | 20      | 13    | 33    |
| Purchases of intangible assets   | 13    | (62)    | (118) | (97)  |
| Purchases of investments in associates and other financial assets      |       | (34)    | (12)  | (22)  |
| Proceeds from disposals of financial assets                            |       | 22      | 42    | 87    |
| Net cash flows from (purchases)/disposals of marketable securities     |       | 11      | 31    | (41)  |
| Business acquisitions (net of cash acquired)                           |       | (19)    | (10)  | (188) |
| Business divestments   |       | 69      | –     | –     |
| Cash flow used for investing activities                                |       | (472)   | (450) | (880) |
| Increases in third party interest-bearing debt                         |       | 305     | 139   | 926   |
| Repayments of third party interest-bearing debt                        |       | (906)   | (165) | (183) |
| Sales of treasury shares and options over own shares                   |       | 45      | 49    | 46    |
| Acquisitions of non-controlling interests                              |       | –       | (48)  | –     |
| Purchases of treasury shares   |       | (422)   | (295) | (125) |
| Distributions paid to shareholders                                     |       | (706)   | (524) | (494) |
| Cash flow from/(used for) financing activities                         |       | (1,684) | (844) | 170   |
| Net effect of currency translation on cash and cash equivalents        |       | (16)    | 2     | 40    |
| Net change in cash and cash equivalents                                |       | (301)   | 415   | 749   |
| Cash and cash equivalents at the beginning of the year                 |       | 1,967   | 1,552 | 803   |
| Cash and cash equivalents at the end of the year                       |       | 1,666   | 1,967 | 1,552 |

Of total cash and cash equivalents of US\$1,666 million (2010: US\$1,967 million; 2009: US\$1,552 million), US\$175 million (2010: US\$166 million; 2009: US\$181 million) is required to meet insurance solvency requirements of the Group's insurance subsidiaries and therefore is not readily available for the general purposes of the Group.

At December 31, 2011, cash equivalents totalled US\$892 million (2010: US\$1,471 million; 2009: US\$1,089 million) and consisted of bank and money market fund deposits.

The accompanying notes form an integral part of the consolidated financial statements.

---

Table of Contents

## Syngenta Group Consolidated Financial Statements

Consolidated Statement of Changes in Equity  
(for the years ended December 31, 2011, 2010 and 2009)

| (US\$ million)                                     | Attributable to Syngenta AG shareholders |                            |                          |                     |                                   |                   | Total equity | Non-controlling interests | Total equity |
|--|--|----------------------------|--------------------------|---------------------|-----------------------------------|-------------------|--------------|---------------------------|--------------|
|  | Par value of ordinary shares             | Additional paid-in capital | Treasury shares, at cost | Fair value reserves | Cumulative translation adjustment | Retained earnings |              |                           |              |
| January 1, 2009                                    | 6  | 3,577                      | (745)                    | (152)               | 176                               | 2,412             | 5,274        | 17                        | 5,291        |
| Net income   |  |                            |                          |                     |                                   | 1,408             | 1,408        | 3                         | 1,411        |
| OCI  |  |                            |                          | 39                  | 310                               | (66)              | 283          | (1)                       | 282          |
| Total comprehensive income                         | –  | –                          | –                        | 39                  | 310                               | 1,342             | 1,691        | 2                         | 1,693        |
| Share based compensation                           |  |                            | 27                       |                     |                                   | 83                | 110          |                           | 110          |
| Dividends paid                                     |  |                            |                          |                     |                                   | (493)             | (493)        | (1)                       | (494)        |
| Share repurchases                                  |  |                            | (125)                    |                     |                                   |                   | (125)        |                           | (125)        |
| Cancellation of treasury shares                    |  | (86)                       | 626                      |                     |                                   | (540)             | –            |                           | –            |
| Other and income taxes on share based compensation |  |                            |                          |                     |                                   | 16                | 16           | (4)                       | 12           |
| December 31, 2009                                  | 6  | 3,491                      | (217)                    | (113)               | 486                               | 2,820             | 6,473        | 14                        | 6,487        |
| Net income   |  |                            |                          |                     |                                   | 1,397             | 1,397        | 5                         | 1,402        |
| OCI  |  |                            |                          | 77                  | 172                               | 33                | 282          | 1                         | 283          |
| Total comprehensive income                         | –  | –                          | –                        | 77                  | 172                               | 1,430             | 1,679        | 6                         | 1,685        |
| Share based compensation                           |  |                            | 23                       |                     |                                   | 81                | 104          |                           | 104          |
| Dividends paid                                     |  |                            |                          |                     |                                   | (523)             | (523)        | (1)                       | (524)        |
| Share repurchases                                  |  |                            | (295)                    |                     |                                   |                   | (295)        |                           | (295)        |
| Other and income taxes on share based compensation |  |                            |                          |                     |                                   | 1                 | 1            | (9)                       | (8)          |
| December 31, 2010                                  | 6  | 3,491                      | (489)                    | (36)                | 658                               | 3,809             | 7,439        | 10                        | 7,449        |
| Net income   |  |                            |                          |                     |                                   | 1,599             | 1,599        | 1                         | 1,600        |
| OCI  |  |                            |                          | (113)               | (233)                             | (181)             | (527)        | (1)                       | (528)        |
| Total comprehensive income                         | –  | –                          | –                        | (113)               | (233)                             | 1,418             | 1,072        |                           | –1,072       |
| Share based compensation                           |  |                            | 34                       |                     |                                   | 65                | 99           |                           | 99           |
| Dividends paid                                     |  |                            |                          |                     |                                   | (705)             | (705)        | (1)                       | (706)        |
| Share repurchases                                  |  |                            | (422)                    |                     |                                   |                   | (422)        |                           | (422)        |
| Cancellation of treasury shares                    |  | (31)                       | 195                      |                     |                                   | (164)             | –            |                           | –            |
| Other and income taxes on share based              |  |                            |                          |                     |                                   | 11                | 11           |                           | 11           |

compensation

|                   |   |       |       |       |     |       |       |         |
|-------------------|---|-------|-------|-------|-----|-------|-------|---------|
| December 31, 2011 | 6 | 3,460 | (682) | (149) | 425 | 4,434 | 7,494 | 9 7,503 |
|-------------------|---|-------|-------|-------|-----|-------|-------|---------|

The accompanying notes form an integral part of the consolidated financial statements.

F-7

---

Table of Contents

---

Syngenta Group Consolidated Financial Statements

The amount available for dividend distribution is based on Syngenta AG's shareholders' equity determined in accordance with the legal provisions of the Swiss Code of Obligations.

In 2009, a dividend of 6.00 Swiss francs ("CHF") (US\$5.27) per share was paid in respect of 2008. In 2010, a dividend of CHF 6.00 (US\$5.61) per share was paid in respect of 2009. In 2011, a dividend of CHF 7.00 (US\$7.64) per share was paid in respect of 2010 out of reserves arising from capital contributions.

The Board of Directors recommends a dividend payment of CHF 8.00 per share (equivalent to US\$8.51 per share translated at the December 31, 2011 exchange rate) subject to shareholder approval at the Annual General Meeting (AGM) on April 24, 2012.

Included within the fair value reserves are (i) cash flow hedge reserves, which comprise the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged items that have not yet been recognized in profit or loss, and (ii) fair value reserves, which comprise the cumulative net change in the fair value of available-for-sale financial assets until the investments are derecognized or impaired. Movements in the cash flow hedge reserves are shown in Note 29. Neither the fair value reserves for available-for-sale financial assets nor any components of the movements in the fair value reserves for available-for-sale financial assets during the periods presented were material.

The cumulative translation adjustment comprises all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as from the translation of long-term monetary items that are part of net investments in foreign subsidiaries.

Table of Contents

---

Notes to the Syngenta Group Consolidated Financial Statements

1. Basis of preparation of the consolidated financial statements

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB). The consolidated financial statements have been prepared on an historical cost basis, except for items that are required by IFRSs to be measured at fair value, principally derivative financial instruments, available-for-sale financial assets and biological assets, which are valued at fair value less costs to sell.

The consolidated financial statements incorporate the financial statements of Syngenta AG, a company domiciled and incorporated in Switzerland, and all of its subsidiaries (together referred to as “Syngenta”) and Syngenta’s interests in associates and joint ventures. Syngenta AG’s principal executive offices are at Schwarzwaldallee 215, 4058 Basel, Switzerland.

The consolidated financial statements are presented in United States dollars (“US\$”) as this is the major currency in which revenues are denominated. The functional currency of Syngenta AG is the Swiss franc (“CHF”).

Syngenta has global, integrated risk management processes. Within the scope of these processes, the Board of Directors of Syngenta AG evaluates the risks once a year in accordance with article 663b paragraph 12 of the Swiss Code of Obligations and discusses if any corresponding actions are necessary.

The preparation of financial statements requires management to exercise judgment when applying accounting policies and to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimated. Note 2 below includes further discussion of certain critical accounting estimates.

2. Accounting policies

Adoption of new IFRSs and changes in accounting policies

Syngenta adopts new IFRSs by following the transitional requirements of each new standard or, if there are no transitional requirements specified, by using the full retrospective application method, as required by IAS 8. Other changes in accounting policies are also implemented using the full retrospective application method. If full retrospective application of a change is impracticable, it is applied from the earliest period which is practicable. Retrospective application requires that the results of comparative periods and the opening balances of the earliest period shown be restated as if the new accounting policy had always been applied.

Syngenta has combined line items in certain tables in the Notes to the consolidated financial statements where one or more lines that were previously disclosed separately have become immaterial.

Syngenta has adopted the following new or revised IFRSs in these consolidated financial statements, with the following effect:



-“Presentation of items of OCI: amendments to IAS 1”, issued June 2011, has been adopted early, altering the presentation of items in the consolidated statement of comprehensive income. Items which will or might potentially be reclassified from OCI into profit or loss have been separated from those for which reclassification is not permitted.

The following IFRSs adopted in 2011 had no impact on Syngenta’s consolidated financial statements:

- “Improvements to IFRSs”, issued in April 2010
- “Classification of rights Issues”, Amendment to IAS 32, issued October 2009
- IAS 24, “Related party disclosures”, revised November 2009
- IFRIC 19, “Extinguishing Financial Liabilities with Equity Instruments”, issued November 2009

The following new or revised IFRSs relevant to the Syngenta Group have not yet been adopted by Syngenta:

-IFRS 9, “Financial Instruments”, was issued in November 2009 and October 2010. It contains new measurement and classification rules for financial assets and financial liabilities. Under IFRS 9, assets which are debt instruments and according to Syngenta’s business model are held to collect contractual cash flows consisting of payments of principal and/or interest on defined dates would be measured at amortized cost, and all other financial assets would be measured at fair value. Gains and losses on remeasuring assets which Syngenta classifies as available-for-sale under IAS 39 would be recognized in profit or loss under IFRS 9, except for equity instruments which are not held for trading, for which Syngenta may make an irrevocable election on their initial recognition to present all gains and losses within OCI. Gains and losses on equity instruments for which this election is made would no longer be reclassified from OCI into profit or loss on disposal or on a significant or prolonged decline in value. For financial liabilities which are measured at fair value in accordance with the fair value option, changes in fair value which are due to changes in own credit risk will be reported in OCI, instead of in profit or loss. Syngenta currently does not apply the fair value option to any of its financial liabilities. IFRS 9 will be mandatory for Syngenta with effect from January 1, 2015. Due to the phased publication of the IASB’s revised financial instruments requirements Syngenta has not yet decided whether it will adopt IFRS 9 early. Based on a review of the financial assets and liabilities it has at December 31, 2011, Syngenta does not believe that IFRS 9 will have a material impact on its consolidated financial statements.

Table of Contents

---

## 2. Accounting policies continued

-“Disclosures – Transfers of Financial Assets”, Amendments to IFRS 7, was issued in October 2010 and will be mandatory for Syngenta’s consolidated financial statements for years ended December 31, 2012 onwards. It requires additional disclosures where an entity transfers part of a financial asset or transfers a financial asset but retains a continuing involvement in the asset. Trade receivable factoring, which Syngenta may enter into in the future may be within the scope of this disclosure requirement.

-IFRS 10, “Consolidated Financial Statements”, was issued in May 2011. This IFRS established the control concept as the sole criterion for consolidation, and clarifies that control is an investor’s ability to use its power over another entity to affect the variable returns derived from its involvement with that entity. Syngenta must adopt IFRS 10 effective January 1, 2013, at the latest. Based on a review of its existing relationships with other entities at December 31, 2011, Syngenta does not believe that adoption of IFRS 10 will have a material impact on its consolidated financial statements.

-IFRS 11, “Joint Arrangements”, was issued in May 2011, and contains revised guidance for distinguishing joint operations, where each party accounts for its own rights and obligations, from jointly controlled entities, for which IFRS 11 requires the equity method of accounting. Syngenta must adopt IFRS 11 effective January 1, 2013, at the latest. Syngenta is still assessing whether the accounting treatment for any of its existing joint arrangements at December 31, 2011 would change upon adoption of IFRS 11. However, Syngenta does not believe that adoption of IFRS 11 will have a material impact on its consolidated financial statements.

-IFRS 12, “Disclosures of Interests in Other Entities”, was issued in May 2011 and requires reporting entities to disclose additional information about their interests in other entities. Syngenta must adopt IFRS 12 effective January 1, 2013, at the latest. Syngenta is currently assessing the impact IFRS 12 may have on the disclosures in its consolidated financial statements.

-IFRS 13, “Fair Value Measurement”, was issued in May 2011 and introduced guidance on how to measure fair value. Syngenta must adopt IFRS 13 effective January 1, 2013, at the latest. Based on a review of the assets and liabilities recognized in its December 31, 2011 consolidated balance sheet and its current methods for measuring fair value compared with IFRS 13 guidance, Syngenta does not believe that adoption of IFRS 13 will have a material impact on its consolidated financial statements.

-IAS 19, “Employee Benefits” (revised), was issued in June 2011. The main changes which this revised IFRS introduces affect the accounting for defined benefit post-employment plans. Actuarial gains and losses will be recognized in full in other comprehensive income, and past service cost will be recognized in full in profit or loss, in the periods in which they arise. Interest on the net recognized defined benefit asset or liability will be recognized in profit or loss, in place of the currently separate recognition of interest cost on the benefit obligation and of an expected return on plan assets. Presentation requirements for changes in the recognized asset or liability are revised, and additional disclosures required. Syngenta already recognizes actuarial gains and losses in full in other comprehensive income in the periods in which they arise. At December 31, 2011, Syngenta has a US\$16 million liability for unrecognized past service gains. Upon adoption of the revised IFRS, this liability will be recognized retrospectively in retained earnings. In addition the 2011 pre-tax benefit expense in Syngenta’s consolidated income statement will be increased by US\$42 million, due to elimination of the related past service amortization credit and to the impact of the new net interest concept on the defined benefit asset or liability. In respect of the net interest concept, OCI will be adjusted correspondingly. The interpretation of certain other changes in the revised IFRS is still being discussed amongst

Syngenta and its advisers, and additional impacts on Syngenta's consolidated financial statements may be identified when these points are clarified. Also, under the revised IFRS, restructuring costs incurred to retain the services of employees during a transition period in excess of applicable legal minimums will be expensed over the required retention period instead of being recognized in full when the restructuring and the retention benefits are communicated. The effect on Syngenta's consolidated income statement and balance sheet of deferring the recognition of these costs will depend on the timing of future restructurings and the composition of the costs related to them.

-“Offsetting Financial Assets and Financial Liabilities”, Amendments to IAS 32, was published in December 2011, and permits financial assets and financial liabilities to be offset against each other for balance sheet presentation only where a currently existing, legally enforceable, unconditional right of offset applies to all counterparties of the financial instruments in all situations, including both normal operations and insolvency. Syngenta must adopt the amendments effective January 1, 2014, at the latest. Syngenta is currently assessing the impact of the amendments on its consolidated financial statements. At the same time, the IASB published “Disclosures – Offsetting Financial Assets and Financial Liabilities”, Amendments to IFRS 7, which requires disclosures both about assets and liabilities that have been offset in the balance sheet and about amounts covered by conditional set-off rights which do not meet the criteria for offsetting. These disclosures will be required for Syngenta's consolidated financial statements for the year ending December 31, 2013.

#### Future changes in IFRS

IFRSs are undergoing a process of revision with a view to increasing harmonization of accounting rules internationally. Proposals to issue new or revised IFRSs, as yet unpublished, on financial instruments, revenue recognition, leases, and other topics may change existing standards, and may therefore affect the accounting policies applied by Syngenta in future periods. Transition rules for these potential future changes may require Syngenta to apply them retrospectively to periods before the date of adoption of the new standards.

Table of Contents

---

2. Accounting policies continued

Principles of consolidation

Subsidiaries

Subsidiaries are those entities in which Syngenta has ownership of a majority of the voting rights or otherwise has power to exercise control. Control exists when Syngenta has the power, indirectly or directly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. The income, expenses, assets, liabilities and cash flows of companies acquired or disposed of during the period are included in the consolidated financial statements from the date of acquisition or up to the date of disposal, respectively.

Associates and joint ventures

Associates are those entities in which Syngenta has significant influence, but not control, over the financial and operating policies and in which Syngenta generally has between 20 percent and 50 percent of voting rights. Joint ventures are those enterprises over whose activities Syngenta has joint control, established by contractual agreement. Syngenta accounts for both associates and joint ventures using the equity method. Under this method, the consolidated financial statements show Syngenta's investment in and its share of the total recognized gains and losses and transactions with shareholders of associates and joint ventures, from the date that significant influence or joint control commences until the date they cease. Any premium over net asset value paid to acquire an interest in an associate or joint venture is recognized as goodwill, within the same line as the underlying investment. When Syngenta's share of accumulated losses reduces the carrying amount of an associate or joint venture to nil, no further losses are recognized unless Syngenta has an obligation to meet those losses.

Transactions eliminated on consolidation

Intercompany income and expenses, including profits from internal Syngenta transactions, and intercompany receivables and payables have been eliminated upon consolidation. Profits on transactions between Syngenta and its associates and joint ventures are eliminated in proportion to Syngenta's ownership share in the associate or joint venture, but losses are eliminated only if no impairment has occurred.

Business combinations

Syngenta accounts for business combinations in accordance with IFRS 3, (revised January 2008), using the acquisition method. At the date it acquires control of another business, Syngenta records the fair value of the agreed consideration payable, including the estimated fair value of any contingent consideration, and of any existing ownership interest it holds in the acquired entity, but excluding any amounts which are not part of the business combination, such as amounts which settle pre-existing relationships or relate to services Syngenta will receive post-acquisition. Any gain or loss arising on revaluing an existing interest in the acquired entity is recognized in profit or loss. Direct acquisition transaction costs are expensed as incurred. The assets and liabilities of acquired businesses are identified, and are recorded in the consolidated financial statements at their acquisition date fair values, with certain exceptions as set out in IFRS 3. Acquired intangible assets are valued based on the income approach. Generally the relief from royalty method is used for brand names and product technology rights, and the residual income method for customer relationships. Acquired land and buildings are valued based on the market approach and specialized plant and equipment based on the cost approach. Non-controlling interests which represent a proportionate ownership interest are recorded at their proportionate share of the fair value of the acquired business's net assets. Non-controlling interests which do not represent a proportionate ownership interest in the acquired business are recorded at their fair value.

If the sum of the amounts paid or payable upon acquisition of a controlling interest plus the fair value of any existing Syngenta ownership interest in the acquiree and any non-controlling interest exceeds the fair value of the acquiree's net

assets, the excess is recognized as goodwill. If the fair value of the acquiree's net assets exceeds the total sum of those amounts, the excess is immediately recognized as a gain in profit or loss at the acquisition date.

Once Syngenta has acquired control of a business, any further transaction that changes Syngenta's ownership interest but does not result in Syngenta losing control is accounted for as a transaction between shareholders. Any difference between the amount paid for the change in ownership interest and the corresponding share of the carrying amount of the net assets is charged or credited to shareholders' equity.

Business combinations completed before January 1, 2010 have been accounted for in accordance with the IFRSs which applied at the date they were completed. The successive changes which have been made over time to the IFRSs for business combinations have not been required to be applied retrospectively to business combinations completed before those changes were introduced.

#### Business divestments

Disposal or loss of Syngenta control of a business or of a controlling interest in a subsidiary is accounted for by derecognizing the underlying assets and liabilities disposed of and any related goodwill and third party non-controlling interests, at their carrying amounts. If Syngenta retains a non-controlling ownership interest, this is recognized at fair value. The difference between those carrying amounts and the total fair value of the disposal proceeds and of any retained Syngenta interest is recognized in profit or loss together with related currency translation gains and losses (see "Foreign currencies" below).

Syngenta recognizes the proceeds of disposals in profit or loss when they become unconditionally receivable, separately from amounts receivable for any services Syngenta is obliged to continue to provide, which are recognized over the periods in which Syngenta performs the related obligations. If completion of a disposal within 12 months is highly probable in accordance with the definition in IFRS 5, the assets and liabilities to be disposed of are reclassified as held-for-sale in the consolidated balance sheet. If a separate major line of business is to be divested and has met the highly probable criterion, its post-tax result of operations for each period presented in the consolidated income statement is presented within discontinued operations, together with related impairment losses. Any profit or loss on disposal which is recognized is also presented within discontinued operations.

Table of Contents

---

## 2. Accounting policies continued

## Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies, stated at historical cost or fair value, are translated into the functional currency at the foreign exchange rate prevailing at the date of the transaction or the date the fair value was determined, respectively. Foreign currency transactions are translated into the relevant functional currency at the exchange rate prevailing at the date of the transaction. With exceptions for certain regional supply centre, holding and finance subsidiaries, each Syngenta subsidiary uses the local currency of its country of operations as its functional currency. Unrealized gains or losses related to equity loans, designated cash flow and net investment hedging arrangements and gains and losses on retranslating equity instruments that are available-for-sale financial assets are recognized in OCI. All other resulting foreign exchange transaction gains and losses are recognized in profit or loss. Equity loans are intercompany loans to subsidiaries that are not expected to be repaid in the foreseeable future and therefore considered part of Syngenta's net investment in the subsidiary.

Income, expense and cash flows of foreign operations are translated into US dollars using average exchange rates prevailing during the period. Assets and liabilities of foreign operations are translated to US dollars using exchange rates prevailing at the balance sheet date. Foreign exchange differences arising on these translations are recognized directly in OCI. Upon disposal or loss of control of a foreign subsidiary, the cumulative currency translation difference relating to the subsidiary is reclassified from equity to profit or loss as part of the gain or loss on disposal.

## Revenue

Revenue is measured as the fair value of the consideration received or receivable. Revenue from sales of goods is recognized in the income statement when the significant risks and rewards of ownership have been transferred to the buyer, which is usually upon delivery, at a fixed or determinable price, and when collectability is reasonably assured. Delivery is defined based on the terms of the sale contract. Revenue is reported net of sales taxes, returns, discounts and rebates. Rebates to customers are provided for in the same period that the related sales are recorded based on the contract terms.

In certain markets, sales terms allow customers to exchange purchased products at a later date for other Syngenta products of their choice, to the same value. Revenue is recognized upon delivery of the original products, and is reduced by a provision for products expected to be exchanged. This provision is released, and the corresponding revenue is recorded, when the substitute products are delivered or the period available to exchange the products expires, whichever is earlier.

In certain markets, sales terms allow customers the option of a one-time, non-repeatable extension of credit, for a defined additional period, in respect of a defined proportion of purchases made during a defined period, if the customers still have the inventories on hand upon expiration of the initial agreed credit period. Customers have no right to return these inventories, and must pay unconditionally when the additional credit period expires. In accordance with IAS 18, revenue for these sales is recognized upon product delivery.

Where a right of return exists, revenue is recognized when a reasonable estimate of returns can be made, or when the right of return expires, whichever is earlier. Where Syngenta's distributors hold inventories and have the right of return, or Syngenta's commercial practice is to accept returns from distributors, and it is not possible to make a reasonable estimate of returns, Syngenta recognizes revenue when its distributors sell the inventories to their customers.

Where third parties hold Syngenta inventories on a consignment basis, revenue is recognized in the period that inventories are withdrawn from consignment and delivered to customers.

Syngenta periodically enters into prepayment contracts with customers whereby it receives advance payments for products to be delivered in a future period. These advance payments are recorded as liabilities and presented as part of trade accounts payable. Advance payment liabilities are released and revenues associated with such advance payment transactions are recognized upon delivery of and transfer of title, ownership, and risk of loss of the related products to the customer.

Royalty income is recognized when earned. If the license agreement contains performance obligations for Syngenta, the related income is considered earned when Syngenta has performed the obligations. Amounts received in advance of performance are deferred in the consolidated balance sheet. If the license agreement provides for royalties based on sales made by the licensee, income is considered earned in the period that the related sales occur.

Cash rebates and discounts granted to customers are classified as a reduction of revenue. Awards of free or discounted products or services supplied by Syngenta in connection with customer loyalty programs are recognized as revenue when the customer redeems the credits. Awards supplied by a third party are recognized as revenue when the third party becomes obliged to supply the awards if Syngenta is an agent for the third party, and when Syngenta has performed its obligations to the customer if Syngenta is a principal. Net profit from programs where Syngenta is an agent is shown as part of sales. Revenue related to programs where Syngenta is a principal is presented as part of sales, and associated costs are presented within cost of goods sold or marketing and distribution expense as appropriate. Syngenta determines whether it is a principal or an agent according to whether it is exposed to the risks and rewards of supplying the third party products or services. Liabilities associated with customer loyalty programs are classified within trade accounts payable.

Table of Contents

---

2. Accounting policies continued

Barter transactions

For certain customers in certain markets, either settlement of trade receivables is secured with proceeds from agricultural commodities sold by Syngenta customers, or customers settle trade receivables directly by delivering commodities to Syngenta. For these arrangements, Syngenta recognizes revenue when it has a legally enforceable receivable, the amount of which is reliably measurable based on an agreed price for the Syngenta products. Where Syngenta has a contract with the customer for physical delivery of a commodity at a fixed price, an embedded derivative is recognized for the fair value of the contract until physical delivery. When it subsequently sells the commodity, Syngenta classifies additional revenue as sales only to the extent that the original contract for the sale of Syngenta products included revenue that was contingent upon the commodity sales proceeds. Any remaining gains or losses on the commodity sale are recorded in Marketing and distribution expense in the consolidated income statement.

Research and development

Research expenses are charged to the consolidated income statement when incurred. Internal development costs are capitalized as intangible assets only when there is an identifiable asset that can be completed and is expected to generate future economic benefits and when the cost of such an asset can be measured reliably. Due to regulatory and other uncertainties inherent in the development of its key new products, Syngenta currently has no development costs that meet the criteria for recognition.

Costs of purchasing distribution rights, patent rights and licenses to use or sell products, or technology or registration data are capitalized as intangible assets. Costs of applying for patents for internally developed products, costs of defending existing patents and costs of challenging patents held by third parties where these are considered invalid, are considered part of development expense and expensed as incurred.

Restructuring and impairment

Restructuring represents the effect on reported performance of initiating and enabling business changes that are considered major and that, in the opinion of management, will have a material effect on the nature and focus of Syngenta's operations, and therefore require separate disclosure to provide a more thorough understanding of business performance. Restructuring includes the incremental costs of closing, restructuring or relocating existing operations, and gains or losses from related asset disposals. Restructuring also includes the effects of completing and integrating significant business combinations and divestments, including related transaction costs, gains and losses. Recurring costs of normal business operations and routine asset disposal gains and losses are excluded.

Impairment includes impairment losses associated with major restructuring as well as impairment losses and reversals of impairment losses resulting from major changes in the markets in which a reported segment operates.

Income taxes

Income taxes for the year comprise current and deferred taxes, calculated using rates enacted or substantively enacted at the balance sheet date.

Current tax is the expected tax payable on taxable income for the year and any adjustments to tax payable in respect of previous years. Deferred tax is recognized using the liability method and thus is calculated on temporary differences between the tax bases of assets and liabilities and their respective carrying amounts in the consolidated balance sheet.



Deferred tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future. Deferred tax liabilities are not recognized on the initial recognition of goodwill if the carrying amount of goodwill exceeds its tax base. Deferred tax assets, including those related to unused tax losses, are recognized to the extent that it is probable that future taxable profit will be available against which the assets can be utilized.

Income tax expense, current and deferred, is recognized in profit or loss unless it relates to items recognized in OCI or in equity in which case the tax expense is also recognized in OCI or equity respectively.

Syngenta's policy is to comply fully with applicable tax regulations in all jurisdictions in which Syngenta's operations are subject to income taxes. Syngenta's estimates of current income tax expense and liabilities are calculated assuming that all tax computations filed by Syngenta's subsidiaries will be subject to review or audit by the relevant tax authorities. Syngenta and the relevant tax authorities may have different interpretations of how regulations should be applied to actual transactions. Syngenta records provisions for taxes it estimates will ultimately be payable when the reviews or audits have been completed, including allowances for any interest and penalties which may become payable. Syngenta releases these provisions when the tax audit of the applicable year is completed or an Advance Pricing Agreement (APA) settlement is reached that impacts previous years' tax payments, or otherwise when the statute of limitations for the applicable year expires, unless there is evident reason for earlier release.

Deferred tax on share based compensation awards is based on the tax deduction, if any, that would be obtained if the Syngenta AG share price at the period end was the tax base for the award. Deferred tax on unvested awards is recognized ratably over the vesting period. Deferred tax on awards already vested is recognized immediately. Any income tax benefits recorded in the income statement are limited to the tax effect of the related cumulative pre-tax compensation expense recorded. The total tax benefit on an award may exceed this amount in some circumstances. The excess tax benefit is considered by IFRS to be the result of a transaction with shareholders rather than with employees, and is recorded within shareholders' equity.

Table of Contents

---

2. Accounting policies continued

Cash and cash equivalents

Cash and cash equivalents include highly liquid investments that are readily convertible to known amounts of cash and are subject to only an insignificant risk of changes in value.

Trade and other accounts receivable

Trade and other accounts receivable include invoiced amounts less adjustments for doubtful receivables which are calculated by taking into account whether receivables are past due based on contractual terms, payment history and other available evidence of collectability. Receivable balances are written off only when there is no realistic prospect of their being collected.

Factoring arrangements transferring substantially all economic risks and rewards associated with accounts receivable to a third party are accounted for by derecognizing the accounts receivable upon receiving the cash proceeds of the factoring arrangement. Factoring arrangements that transfer to a third party some, but not all economic risks and rewards are accounted for by continuing to recognize Syngenta's continuing rights over the receivable and by recognizing any related obligation to the third party factor.

In certain foreign currency sales transactions, Syngenta offers to its customers a written exchange rate option embedded into the sales contract. The resulting trade receivable/option contract is designated as an asset which is measured at fair value through profit or loss as the embedded option derivative meets the conditions of paragraph 11A of IAS 39. The fair value of these trade receivables is determined after:

- (a)remeasuring the embedded exchange rate option at fair value;
- (b)retranslating the underlying account receivable into the selling entity's functional currency using closing spot exchange rates at the balance sheet date; and
- (c)adjusting the resulting carrying amount of the combined receivable contract to reflect changes in customer credit risk. Syngenta includes this adjustment in the provision for doubtful receivables.

Financial and other current assets

Financial and other current assets include financial instruments with positive fair values and remaining contractual maturities of less than 12 months at the balance sheet date. Debt investments are classified as available-for-sale assets in accordance with IAS 39, and are revalued to fair value at each reporting date. Fair value is the quoted market price of the specific investments held. Unrealized revaluation gains are recorded in OCI except to the extent that they reverse impairment losses recorded on debt investments in prior periods. When an investment is sold, revaluation gains and losses are transferred from OCI and recognized in profit or loss. Regular way purchases and sales of marketable securities are recognized at settlement date.

Derivative financial instruments and hedge accounting

Derivative financial instruments are recorded initially at their fair value when Syngenta becomes a party to the instrument. They are revalued to fair value at each reporting date and presented as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Fair values of publicly traded derivatives are based on quoted market prices of the specific instruments held at the balance sheet date.

Fair values of non-publicly traded derivatives are valued using accepted economic methodologies for pricing these financial instruments, such as discounted cash flow analysis or option pricing models. The valuation models seek to make maximum use of market inputs existing at the balance sheet date. The methods used to determine the fair value of specific types of non-publicly traded derivatives are as follows:

-Interest rate and cross-currency swaps are calculated as the present value of the estimated future cash flows. The future cash flows are determined using relevant market forward interest rates at the balance sheet date and are discounted using the zero-coupon rates with equivalent maturities for AA rated entities at the balance sheet date, as adjusted for the counterparty's credit risk. These discount rates incorporate the impact of net credit risk present in those derivative instruments;

-Forward contracts are determined using relevant market exchange rates at the balance sheet date;

-Currency options are valued using the Black-Scholes-Merton option pricing model, which incorporates spot exchange rates, zero coupon rates with equivalent maturities for entities with credit ratings which approximate Syngenta's counterparty credit risk, and implied volatility in the market forward exchange rates at the balance sheet date;

-Commodity options are valued using the Black-Scholes-Merton option pricing model, which incorporates future commodity price curves with equivalent maturities and implied volatilities in the commodities markets at the balance sheet date, adjusted for counterparty credit risk.

Realized gains and losses, unrealized revaluation gains and losses on derivatives not designated as accounting hedges and the ineffective portion of derivatives designated as accounting hedges are recorded in profit or loss as they arise.

Syngenta applies hedge accounting as follows:

Fair value hedges

Both the designated hedging instruments and the underlying hedged items are remeasured to fair value and the resulting remeasured gains or losses are recognized in profit or loss as they occur.

Table of Contents

---

## 2. Accounting policies continued

## Cash flow hedges

For the effective portion of the hedge, gains and losses on remeasuring designated hedging instruments to fair value are recognized in OCI as part of the cash flow hedge reserve, and are reclassified into profit or loss in the period (or periods) during which the underlying hedged cash flows affect profit or loss.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for cash flow hedge accounting, any cumulative unrealized gain or loss on the hedging instrument remains in equity until the underlying hedged item affects profit or loss. However, if a hedged forecasted transaction is no longer expected to occur, the cumulative unrealized gain or loss on the hedging instrument is immediately reclassified into profit or loss.

## Net investment hedges

Hedges of net investments in foreign operations, including hedges of monetary items that are accounted for as part of a net investment, are accounted for similarly to cash flow hedges. The accumulated gain or loss arising from such a hedge is reclassified from equity into profit or loss upon disposal of the net investment.

## Inventories

Purchased products are recorded at acquisition cost while own-manufactured products are recorded at manufacturing cost including a share of production overheads based on normal capacity. Cost is determined on a first-in-first-out basis. Allowances are made for inventories with a net realizable value less than cost, or which are slow moving. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs to sell. Costs to sell include direct marketing, selling and distribution costs. Unsalable inventories are fully written off.

## Biological assets

Biological assets represent growing plants and cuttings in Syngenta's Flowers business and sugar cane seedlings within its Sugar cane business. They are measured at fair value less costs to sell where fair value is reliably measurable, and at cost less impairment where fair value is not reliably measurable due to the nature of the asset not corresponding to traded assets or products in the market. Syngenta classifies gains and losses from remeasuring biological assets to fair value within cost of goods sold.

## Property, plant and equipment

Property, plant and equipment are recorded at acquisition or production cost, less accumulated depreciation and any impairment losses. Eligible borrowing costs are capitalized as part of the asset cost if construction is expected to take more than one year to complete. Capitalization ceases when the asset is ready for its intended use. Depreciation is charged on a straight-line basis to the income statement, starting from the date the asset is ready for use, over the following estimated useful lives:

|                            |                   |
|----------------------------|-------------------|
| Buildings                  | 20 to 40<br>years |
| Machinery and<br>equipment | 10 to 20<br>years |
| Furniture and<br>vehicles  | 5 to 10<br>years  |
| Computer<br>hardware       | 3 to 7<br>years   |

Land is recorded at acquisition cost and is not subject to depreciation.

Expenditures made for existing property, plant and equipment that will provide future economic benefit are capitalized and depreciated over the revised remaining useful life of the asset. Components of an asset are accounted for as separate assets if their useful lives differ from that of the larger asset of which they are a part. When a component of an asset is replaced, a disposal of the replaced component is accounted for and the new component is capitalized and depreciated over the shorter of its own useful life and that of the asset of which it is a component.

#### Leases

Property, plant and equipment financed by leases giving rights to use the leased assets as if they were owned by Syngenta are capitalized at the lower of fair value and the present value of minimum lease payments at the inception of the lease. Such leases are also embedded in contracts for goods or services provided by suppliers to Syngenta when the supplier can fulfil their obligations only by using a specific asset to supply Syngenta and the contract price is neither fixed per unit of output nor represents a market price. Finance lease assets and liabilities are recognized at the commencement of the lease, which is when the leased asset is ready for use and Syngenta has the right to use it. Finance lease assets are depreciated over the lesser of the remaining lease term and the estimated useful life of the leased asset.

#### Sale and leaseback transactions

Property, plant and equipment is generally recorded as having been sold, and profit on disposal recognized, when legal title passes to the purchaser. If Syngenta leases back the sold assets under operating leases, profits on sales are recognized when legal title passes if the leases have at-market rental terms. If the leasebacks are finance leases, profits on sales are recognized over the terms of the leaseback agreements.

#### Intangible assets other than goodwill

Intangible assets, other than goodwill, are recorded at cost less accumulated amortization and any impairment losses. Currently, all such intangible assets are assigned a finite estimated useful life. The cost of acquired intangible assets other than goodwill consists of the purchase price including transaction costs. The cost of internally generated intangible assets consists of direct internal and external design, development, and testing costs incurred to make the asset ready for use in the manner intended by management. Borrowing costs associated with internal software development projects are capitalized if the project is expected to take more than one year to complete. Capitalization ceases when the software is ready for its intended use.

Table of Contents

---

2. Accounting policies continued

Intangible assets are amortized starting from the date the asset is ready for use. In respect of product rights, this is when regulatory approval has been obtained. Asset lives are reviewed annually. The straight-line method of amortization is used except where another systematic basis better reflects the pattern of consumption of the economic benefits represented by the asset. Amortization is charged within the consolidated income statement to the function responsible for the asset, or to general and administrative.

Useful lives assigned to acquired product rights are based on the period over which Syngenta expects economic benefit from the product rights. Estimated lives assigned to most product rights upon acquisition are between 10 and 20 years and do not exceed 20 years for any asset.

Patents and trademarks are amortized over their estimated economic or legal life, whichever is shorter. Lives assigned are between 3 and 20 years for patents and between 10 and 15 years for trademarks.

Business combinations give Syngenta access to the distribution channels and customer relationships of the acquired business. These relationships normally continue to generate economic benefit to Syngenta following the acquisition. The useful lives of customer relationships are determined from management estimates of customer attrition rates. Estimated lives assigned are between 5 and 30 years.

Acquired In-Process Research & Development (IPR&D), is valued at fair value at acquisition. It is assessed for impairment annually until it has been successfully developed and is available for use at which time it begins being amortized over its estimated useful life. Lives assigned are between 10 and 20 years.

Assets attributable to long-term supply agreements are amortized as part of cost of goods sold over the period of the supply agreements, which are between 5 and 12 years.

Purchased software licenses are amortized over their remaining license terms. Internally developed software is amortized from the date it is ready for use until the sooner of its expected replacement date or the date significant costs are expected to be incurred to upgrade it. Lives assigned are between 3 and 5 years.

Goodwill

Goodwill is the excess of the fair value of an acquired business over the fair value of its identifiable net assets at the acquisition date. Goodwill is recognized as an asset and presented within intangible assets. Goodwill is not amortized, but is tested annually for impairment and reduced by any impairment losses.

Impairment

Property, plant and equipment, intangible assets and investments in associates and joint ventures are tested for impairment (“tested”) in accordance with IAS 36 unless classified as held for sale. Goodwill and intangible assets not yet ready for use are tested annually and are also reviewed at each interim and annual reporting date to determine whether conditions changed since the most recent review or annual test. Individual other non-current assets are reviewed at each reporting date to determine whether events or changes in conditions indicate that the carrying amount of each asset may not be recoverable. If any such indication exists, the asset is tested for impairment. Syngenta estimates an asset’s recoverable amount as the higher of the asset’s fair value less selling costs and value in use, which is the present value of the cash flows expected from the asset’s use and eventual disposal. An impairment loss is recorded in the consolidated income statement to the extent that the carrying amount of the tested asset exceeds its recoverable amount. Impairment losses are not reversed for goodwill, but are reversed for other assets if their

recoverable amounts subsequently increase.

#### Other non-current financial assets

Debt investments maturing in more than twelve months and equity investments in other entities which are not subsidiaries, associates or joint ventures of Syngenta are classified as available-for-sale in accordance with IAS 39. They are accounted for as described above under “Financial and other current assets”. An impairment loss is recorded in the consolidated income statement if there is a significant or prolonged decline in the value of an equity security that is an available-for-sale financial asset below its original cost, as reduced where applicable by cumulative impairment losses recorded in prior periods. Impairment losses on equity securities are not reversed if their fair value increases after an impairment loss is recorded. Loans and receivables are recorded at amortized cost, less impairment losses.

#### Non-current assets held for sale

Non-current assets and groups of assets are reclassified as held for sale when the assets are available for immediate sale in their present condition and a sale within one year is highly probable. Property, plant and equipment and intangible assets held for sale are remeasured at the lower of fair value less costs to sell or carrying amount at the date they meet the held for sale criteria at which time depreciation and amortization also ceases. Any resulting impairment loss is recognized in profit or loss.

#### Financial debt

Financial debt is recognized initially at its fair value less transaction costs, which represents the net proceeds from issuing the debt. Subsequently, financial debt is stated at amortized cost using the effective interest method, except where subject to a fair value hedge relationship. Financial debt is classified as current if the debt agreement terms in force at the balance sheet date require repayment within one year of that date. Otherwise, it is classified as non-current.

Table of Contents

---

## 2. Accounting policies continued

## Provisions

A provision is recognized in the balance sheet when Syngenta has a legal or constructive obligation to a third party or parties as a result of a past event the amount of which can be reliably estimated and it is probable that an outflow of economic benefits will be required to settle the obligation. The amount recognized as a provision is the best estimate of the expenditure required to settle the obligation at the balance sheet date. If the effect of discounting is material, provisions are discounted to the expected present value of their future cash flows using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where some or all of the expenditures required to settle a provision are expected to be reimbursed by another party, the expected reimbursement is recognized as a separate asset only when virtually certain. Where Syngenta has a joint and several liability for a matter with one or more other parties, no provision is recognized by Syngenta for those parts of the obligation expected to be settled by another party. Syngenta self-insures or uses a combination of insurance and self-insurance for certain risks. Provisions for these risks are estimated in part by considering historical claims experience and other actuarial assumptions and, where necessary, counterparty risk.

## Environmental provisions

Provisions for remediation costs are made when there is a present obligation, it is probable that expenditures for remediation work will be required within ten years (or a longer period if specified by a legal obligation) and the cost can be estimated within a reasonable range of possible outcomes. The costs are based on currently available facts: technology expected to be available at the time of the clean up; laws and regulations presently or virtually certain to be enacted; and prior experience in remediation of contaminated sites. Environmental liabilities are recorded at the estimated amount at which the liability could be settled at the balance sheet date, and are discounted if the impact is material and if cost estimates and timing are considered reasonably certain.

Syngenta's restructuring programs have involved closure of several sites to date. Remediation liabilities recognized when site closures are announced are accounted for as restructuring provisions. In the opinion of Syngenta, it is not possible to estimate reliably the additional costs that would be incurred upon eventual closure of its continuing sites that have no present obligation to remediate because it is neither possible to determine a time limit beyond which the sites will no longer be operated, nor what remediation costs may be required upon their eventual closure.

## Legal and product liability settlements

For claims for which, according to Syngenta's assessment, it is not probable that a liability exists or that there will be a future cash outflow or other sacrifice of economic benefits, Syngenta has provided for the costs of defense only. For claims where an outcome unfavorable to Syngenta is assessed as more likely than not, provision has been made for the estimated amount of damages and settlement, including legal costs. No provision is made where the legal procedures are at too early a stage to estimate the outcome with any reliability.

## Restructuring provisions and costs

Restructuring costs are accrued (charged to provisions) when Syngenta has approved a detailed and formal restructuring plan and the restructuring has either commenced or been announced publicly and they qualify for recognition in accordance with IAS 37.

Provisions for severance payments and related employment termination costs are made in full when employees are given details of the restructuring plan and the termination benefits that will apply to individual employees should their contracts be terminated. Restructuring costs relating to ongoing activities, such as relocation, training and information



systems, do not qualify for provisioning under IAS 37 and are expensed when incurred.

#### Post-employment benefits

For defined benefit plans, plan assets are measured at fair value. The plans' holdings in publicly quoted investments are valued at closing prices at the balance sheet date. The plans' holdings in pooled investment vehicles (PIVs) that are not publicly quoted are valued at the respective investment managers' current estimate of fair value, on a basis consistent with each PIV's most recent audited financial statements. Derivative contracts entered into directly by the pension plans are included within plan assets. Exchange traded derivatives are valued at quoted balance sheet date bid prices for contracts which are assets, or offer prices for contracts which are liabilities, at the balance sheet date. Fair values of over the counter derivatives are measured using independent third party pricing services. The defined benefit obligations are measured at the present value of future benefit payments attributable to employee service rendered up to the balance sheet date. A surplus of plan assets over the benefit obligation is recognized as an asset only to the extent of the economic benefit Syngenta can obtain from the surplus through refunds from, or reductions in the present value of future contributions to, the plan. Benefit expense charged to profit or loss is the cost to Syngenta of the increase in benefits in the period. The benefit obligation and cost are attributed to periods using the projected unit credit actuarial method. The expected return on plan assets in externally funded plans is deducted from the benefit cost. Both the benefit cost and expected asset return are based on long-term economic assumptions. The benefit cost is also based on long-term assumptions about employee service, pay and longevity, and for healthcare plans, medical costs. Assumptions are reviewed annually. Gains and losses arising from variances between assumptions and actual outcomes, and from changes to assumptions, are recognized in OCI in the period in which they arise. Past service cost arising when plan rules are amended is amortized over the vesting period for the revised benefits, or over the remaining expected service period if the benefits do not vest until retirement. If the revised benefits vest immediately, the related past service cost is recognized immediately in profit or loss. If plan membership or benefits are significantly reduced by a restructuring, or an event or transaction results in Syngenta's benefit obligations being settled, the effects are recorded in profit or loss when the restructuring or settlement occurs.

Contributions to defined contribution pension plans are recognized as an expense in profit or loss when they are due.

Table of Contents

---

2. Accounting policies continued

Share based payments

The fair value of equity-settled share and share option awards to employees is recognized as compensation expense, and as a corresponding increase in equity, over the period in which the shares or options vest. An award is granted when it has been approved by the Compensation Committee of Syngenta AG's Board of Directors and its terms have been communicated to share plan members. Grants of Syngenta AG ordinary shares are measured at market value on the grant date, less any cash amount payable by the employee. The fair value of grants of share awards and unvested shares that do not carry dividend rights until vesting, is reduced by the present value of the expected dividends to which the holder will not be entitled. No discount is applied to grant-date market value to reflect vesting conditions. The fair value of grants of options over Syngenta AG ordinary shares is measured using the Black-Scholes-Merton formula. Compensation expense is measured using Syngenta's best estimate of the shares and options expected to vest. Compensation expense is adjusted subsequently, so that final expense is based on the number of shares and options that actually vest. Grants with a cash or equity alternative for plan members are accounted for as liabilities until the members' choice is known. The incremental fair value of members' equity options is zero. A member's choice to receive equity instruments is accounted for by transferring the fair value of the liability to shareholders' equity when the choice is made. For certain share plans, Syngenta has withholding obligations in respect of plan members' personal income tax liabilities on vesting or exercise of awards. Where members have the choice of settling the tax and receiving all the award or selling part of the award to cover the tax and receiving the balance of the award ("sell to cover") the plans are accounted for as fully equity-settled. Where Syngenta requires members to sell to cover, cash-settled share based payment accounting is applied to that part of the award and equity-settled accounting to the remainder.

The fair value of equity settled and cash settled share grants awarded to customers in cash rebate sacrifice arrangements is recognized as a reduction in sales in the same way as the cash rebate.

Dividends and capital distributions

Dividends payable to shareholders of Syngenta AG are recorded as liabilities and as a reduction in shareholders' equity in the period in which they are approved by the shareholders of Syngenta AG.

Treasury shares

Share capital includes the par value of treasury shares held by Syngenta that have not been canceled. Treasury shares are shown as a separate component of shareholders' equity and stated at the amount paid to acquire them. Differences between this amount and the amount received upon their disposal are recorded as a movement in consolidated shareholders' equity.

Derivative instruments over Syngenta AG shares

Forward contracts and purchased and written call options over Syngenta AG ordinary shares, other than those related to share based compensation plans, are accounted for as equity instruments if they involve the exchange of a fixed number of Syngenta ordinary shares for a fixed cash amount and gross physical settlement is required by the option contract. Equity instruments are recognized in shareholders' equity at fair value at the date the instruments are issued or acquired, and are not subsequently revalued. Any difference between the value recognized at issue or acquisition and the value at settlement is recognized as an increase or decrease in shareholders' equity.

Application of critical accounting policies

Impairment

For the purposes of assessing impairment, assets are grouped at the lowest level at which there are independent cash inflows. This level is described as a cash generating unit (CGU). Each CGU contains tangible assets such as plant and equipment as well as intangible assets such as product and patent rights. The way in which assets are grouped to form CGUs and are related to cash flows may in certain circumstances affect whether an impairment loss is recorded. Generally, the higher the level at which independent cash flows are identified, the less likely it is that an impairment loss will be recorded, as reductions in one cash inflow are more likely to be offset by increases in other cash inflows within the same CGU. If a CGU is impaired, the impairment loss is allocated first to any goodwill in the CGU, and then to reduce the CGU's other assets pro rata.

In the Crop Protection segment, a CGU is generally defined by Syngenta at the product active ingredient level. However, where one active ingredient is sold in mixture with other active ingredients to a significant extent, the active ingredients concerned are grouped together into a single CGU because independent cash inflows only exist at this higher level. Each CGU is generally defined on a global basis reflecting the international nature of the business. Goodwill on major acquisitions, principally Zeneca agrochemicals business goodwill of US\$548 million, is held at segment level and tested for impairment by relating it to total segment cash flows.

In the Seeds segment, a CGU is generally defined at the global crop level to reflect the fact that seed germplasm originating in one country can be used in other countries except where license agreements are more geographically restrictive.

In 2011, Syngenta announced that it would implement a single integrated commercial organization for its Crop Protection and Seeds businesses. In order to enable the businesses to focus during 2011 on preparing for the new organization, Syngenta has continued to use the medium term management forecasts prepared in 2010. In its 2011 impairment testing, Syngenta has relied upon its 2010 recoverable amount estimates wherever these exceeded CGU asset carrying amounts by a substantial margin. Impairment testing for CGUs with recoverable amounts close to their carrying amounts has been performed using medium term forecasts updated in 2011.

#### Pension asset ceiling

IFRSs require Syngenta to estimate the economic benefit it can obtain from a pension surplus if a surplus currently exists or will arise when Syngenta meets an existing minimum funding obligation. Syngenta believes a refund of any surplus in its UK pension plan will be

Table of Contents

---

## 2. Accounting policies continued

unconditionally available to it when all liabilities are settled. The surplus in its US plan is supported by the economic benefit of future contribution savings. Syngenta cannot derive economic benefit from any surplus in its main Swiss pension plan because there is no refund right and the required future service contributions exceed future service cost. Accordingly, Syngenta restricted its asset carrying amount at December 31, 2010 and reduced OCI for 2010 by US\$30 million. At December 31, 2011, no corresponding restriction applied. The surplus disclosed in Note 22 relates to another Swiss plan.

## Foreign currency translation

Syngenta has to make judgements on whether loans between subsidiaries are likely to be repaid in the foreseeable future in order to allocate foreign currency differences on those items to profit or loss if the loan will be repaid or to OCI if the loan is effectively part of the net investment in the borrowing subsidiary. Until December 31, 2009, further judgement was required on how to determine Syngenta's net investment in a borrowing subsidiary repaying part or all of a loan or of its share capital, because IFRS applicable until that date required a proportionate reclassification of currency translations gains and losses from OCI into profit or loss. A gain of US\$40 million was reclassified for 2009. From January 1, 2010 such a reclassification would occur only when Syngenta divests or loses control of a subsidiary. There were no such events in 2010 or 2011.

## Critical accounting estimates

## Impairment review

The recoverable amount for goodwill has been determined based on value in use of the relevant CGU or group of CGUs to which the goodwill is allocated. The recoverable amounts of all material intangible assets and property, plant and equipment have also been based on their value in use.

The discount rates used to discount the estimated future cash flows included in the value in use calculations are based on Syngenta's estimated weighted average cost of capital (WACC). This is considered to include market estimates of industry sector risk premium, as Syngenta's Crop Protection and Seeds businesses both operate mainly in the agricultural sector and its non-agricultural Professional Products business is not considered a separate CGU. Because Syngenta's CGUs generally reflect the global nature of its Crop Protection and Seeds businesses, it is also not considered necessary to apply a country risk premium. The pre-tax discount rates used for all significant CGUs ranged from 7.1 percent to 8.5 percent (2010: 7.0 percent to 8.5 percent). The outcomes of the impairment tests are not sensitive to reasonably likely changes in the discount rate in the periods presented for any CGU or group of CGUs for which the carrying amount of goodwill is significant except as described below.

In determining value in use it is necessary to make a series of assumptions to estimate future cash flows. The main assumptions in respect of Crop Protection include future sales prices and volumes, future development expenditures required to maintain products' marketability and registration in the relevant jurisdictions and products' lives. These assumptions are reviewed annually as part of management's budgeting and strategic planning cycles. These assumptions can be subject to significant adjustment from such factors as changes in crop growing patterns in major markets (for example, as a result of movements in crop prices), changes in product registration, or pressure from competitor products. Estimated cash flows are based on Syngenta management forecasts over a five year horizon and a terminal value, which assumes a 2.0 percent long-term growth rate (2010: 2.0 percent). Management believes, based on recent growth in agricultural markets, that there are long-term prospects for continued growth. US\$693 million of goodwill is tested at the Crop Protection total segment level (2010: US\$703 million). In the opinion of Syngenta, the recoverable amount is not sensitive to reasonably possible changes in any of the assumptions underlying

the cash flow projections used for the impairment test. A reduction in forecasted sales within management's five year forecast horizon compared to the previous year's five year forecast cycle combined with a reduction in latest forecasts of current year sales compared to the current year budget, is considered an indicator of market related impairment for CGUs to which no goodwill is allocated, resulting in the performance of detailed impairment tests. Syngenta also performs detailed impairment tests when there are asset specific indicators of impairment such as withdrawal of, or restrictions placed upon, product registrations, plans to divest products or, for property, plant and equipment, plans to restructure or close a site. Higher discount rates are used to test property, plant and equipment for impairment in the case of restructuring because of the higher risk associated with remaining cash flows when operations are being physically relocated. The value in use calculation takes account of cash flows from the remaining period of operations and decommissioning costs. Property, plant and equipment and intangible asset impairments of US\$3 million and US\$15 million were recorded because of restructuring in 2011 and 2010 respectively.

In Crop Protection in 2010, one CGU which contained US\$46 million of property, plant and equipment and US\$36 million of intangible assets, excluding goodwill, and to which US\$16 million of goodwill was allocated, had a recoverable amount equal to its carrying amount following recognition of a US\$4 million impairment. In 2011, forecast future cash flows for this CGU declined because of increased distribution costs and a significant shortfall in production volumes caused by extreme weather conditions, which is expected to constrain sales in 2012. As a result, a US\$38 million impairment loss was recognized for this CGU in 2011. The total carrying amount of its property, plant and equipment and intangible assets at December 31, 2011 is US\$49 million. The following key assumptions underlie the value in use estimate on which this impairment loss is based:

Table of Contents

---

## 2. Accounting policies continued

-a 3.8 percent compound annual sales growth rate over the five year forecast horizon (2010: 5.0 percent);

-improved gross profit quality for 2012 and future years compared to 2011, consistent with recent price increases and actual levels achieved throughout the period 2008 to 2010;

-the weather-related production problems experienced in 2011 will not recur;

-a 2.0 percent long-term growth rate beyond the end of the 5 year forecast period, which in view of more challenging market conditions is considered more likely than the 3.0 percent long-term growth rate assumed in prior years for this CGU;

-in the medium term, current excess working capital will be eliminated and working capital will reduce to levels normal for the industry sector in which this CGU operates; and

-an 8.2 percent pre-tax discount rate (2010: 8.4 percent).

The sensitivity of the recoverable amount to these assumptions, expressed as impairment losses additional to those recognized in 2011, is as follows (in US\$ million):

|  |    |
|--|----|
| 1 percent increase in post tax discount rate | 14 |
| Long-term growth rate reduced to 1 percent   | 12 |
| Both the above changes together              | 22 |

Goodwill of US\$315 million is allocated to the Seeds North America Corn and Soybean CGU. Syngenta's forecasts assume that new trait introductions by seed companies will increase total market value in both corn and soybean, and that Syngenta's traits will obtain an increased share of those markets. A 2.0 percent long-term annual growth rate (2010: 2.0 percent) is assumed after the end of this period. At the 7.5 percent (2010: 7.0 percent) pre-tax discount rate used, value in use significantly exceeds the CGU's carrying amount. The carrying amount would be sensitive only to significant reductions in income or unidentified product related regulatory, technical or intellectual property issues which Syngenta does not consider reasonably possible at this time.

## Adjustments to revenue and trade receivables

Syngenta's products are consumed mainly by growers. The timing and amount of cash inflows received by growers is impacted by a broad range of economic and political risks, including crop yields and prices, the availability of credit, and the cost of agricultural inputs such as the products sold by Syngenta and its competitors. The cash flows of distributors that supply Syngenta's products to growers and represent the majority of Syngenta's customers are also impacted by these factors. These distributors vary in size and nature from large publicly owned entities to small or medium sized owner-managed businesses. Syngenta's customer base reflects the geographical diversity of its operations, which encompass more than 50 countries and all significant agriculture areas. Considerable management effort and judgement is applied to actively manage and mitigate the risks to Syngenta from these factors and to determine the accounting estimates associated with them, which include:

-the estimated cost of incentive programs that provide rebates and discounts dependent upon achievement of sales targets, as well as cash discounts for punctual payment of accounts receivable. Syngenta records the estimated cost of

these programs when the related sales are made, based on the programs' terms, market conditions and historical experience. At December 31, 2011, trade accounts payable includes US\$1,131 million (2010: US\$982 million) of accruals for rebates and returns.

-accruals for estimated product returns, which are based on historical experience of actual returns. Syngenta considers these to be reliable estimates of future returns, except in the case of US\$316 million (2010: US\$269 million) of sales invoiced to customers. These sales have not been recognized as revenue or as trade receivables, because past experience in those specific markets shows that actual returns can vary significantly as a result of weather conditions after the reporting date, which are unknown.

-allowances for doubtful receivables, which are estimated by critically analyzing individual receivable account balances, taking into account historical levels of recovery, the economic condition of individual customers, and the overall economic and political environment in relevant countries. As shown in Note 9 below, the provision for doubtful receivables at December 31, 2011 amounted to US\$246 million, or 8 percent (2010: US\$260 million or 9 percent) of total trade receivables. The reduced percentage reflects a lower level of receivables overdue by more than 180 days. In 2010, Syngenta reported a US\$43 million credit in profit or loss in respect of bad debts because historical collections achieved were higher than the assumptions used to build the allowances in earlier years. In 2011, Syngenta reported a US\$34 million bad debt expense. This reflects business growth, particularly in emerging markets where write-offs have been higher historically than in developed markets.

Syngenta records these estimates as separate allowances, but its estimation process recognizes their interdependency, as the level of credits to accounts receivable for discounts and product returns may affect the probability of receiving full payment of the net receivable balances.

Table of Contents

---

2. Accounting policies continued

Environmental provisions

Remediation of environmental damage at sites with which Syngenta is associated typically takes a long time to complete due to the substantial amount of planning and regulatory approvals normally required before remediation activities can begin. The assumptions used by Syngenta to estimate its environmental provisions may change significantly before or during the remediation period due to changes in the extent of remediation required or the method used to remediate the damage. In addition, increases in or releases of environmental provisions may be necessary whenever new developments occur or additional information becomes available. The major uncertainties which impact the outcome of remediation are:

-the extent of the contaminated land area, which is not always limited to land occupied by the Syngenta site. Ongoing monitoring or remediation work may identify changes in the area believed to be contaminated.

-the nature of the work Syngenta will be obliged to perform or pay for. This depends upon the current or proposed use of contaminated land, substantively enacted legislation, and land zoning by and negotiation with the relevant regulatory authorities. In Switzerland, proposed remediation plans at certain sites may be subject to public referenda.

-sharing of costs with other past and present occupiers of Syngenta's sites. At certain shared sites, Syngenta is responsible for an agreed proportion of remediation costs, which may change following discussions with authorities and the affected third parties. At other sites, third parties have agreed to reimburse Syngenta for some or all of the costs it incurs.

Consequently, environmental provisions can change significantly. Because of the inherent uncertainties in estimating such long-term future obligations, Syngenta periodically supplements its internal expertise with external expertise when determining environmental provisions.

IAS 37 requires reimbursements of provisions to be recognized only when they are virtually certain to be received. No reimbursements are recognized if the third parties are disputing the reimbursement. Details of reimbursements recorded by Syngenta are given in Note 19 below. The litigation associated with reimbursements claimed by Syngenta in relation to environmental costs incurred at its Greens Bayou site was settled during 2008. As a result, Syngenta has recorded a reimbursement asset of US\$25 million at December 31, 2011 (2010: US\$26 million). The movements in environmental provisions are set out in Note 19 below.

In 2011, the total additional charge to environmental provisions was US\$14 million (2010: US\$37 million and 2009: US\$14 million). US\$4 million (2010: US\$30 million and 2009: US\$20 million) of unutilized provisions were released, including US\$nil (2010: US\$nil and 2009: US\$11 million) because expenditures at one site were met directly by a joint venture. In 2011, the most significant change was caused by clarification from the regulator of the remedial work it requires at one site. In addition, proposals have been made suggesting remediation of the existing contamination on certain shared sites in preference to monitoring and containment. Syngenta will negotiate the proposals with the relevant authorities but the final adopted solution is subject to regulatory uncertainty and the ultimate liability may be higher or lower than the amount provided. Taken together, the provisions at December 31, 2011, for these shared sites comprise approximately 20 percent of total environmental provisions of US\$371 million (2010: US\$394 million and 2009: US\$405 million). The top ten exposures at the end of 2011 comprise approximately 80 percent of the total environmental provisions. In the opinion of management, reasonably possible increases in the provisions related to these top 10 exposures would not exceed 40 percent of the total environmental provision



recognized at December 31, 2011.

At Syngenta's Monthey, Switzerland, production site, the work needed to remediate groundwater and soil contamination that exists under and around the site, including investigation, assessment, control and monitoring activities, is ongoing. The responsibility for these activities lies with Syngenta and one other chemical enterprise. In management's opinion, based on its current knowledge, Syngenta's environmental provisions are adequate to cover Syngenta's share of the expected costs to perform this remediation and no significant change to the provision has been made in 2011. However, the extent of the remediation work required, the cost estimates and their allocation are subject to uncertainty.

#### Defined benefit post-employment benefits

Significant judgment is required when selecting key assumptions for measuring post-employment benefit expense for a period and the defined benefit obligation at the period end for each defined benefit plan. The specific assumptions used are disclosed in Note 22 below, along with the experience variances between actual and assumed results for the past five years. These variances were caused principally by external financial market movements in corporate bond yields used to benchmark the discount rate, and in asset prices affecting the actual return on assets. These factors are outside Syngenta's direct control, and it is reasonably possible that future variances will be at least as great as past variances.

The following information illustrates the sensitivity to a change in certain assumptions, leaving all other assumptions constant, for the three major defined benefit pension plans shown in Note 22 to the financial statements. It should be noted that economic factors and conditions often affect multiple assumptions simultaneously and the effects of changes in key assumptions are not necessarily linear.

| (US\$ million)                                       | Increase/(reduction)<br>in 2012<br>pre-tax pension<br>expense | Increase/(reduction) in<br>December 31, 2011<br>projected benefit<br>obligation |
|--|---|---|
| 25 basis point decrease in discount rate             | 4   | 199   |
| 25 basis point increase in discount rate             | (4)   | (196)   |
| 25 basis point decrease in expected return on assets | 12  | —   |
| 25 basis point increase in expected return on assets | (12)  | —   |
| One year increase in life expectancy                 | 5   | 113   |

Table of Contents

---

## 2. Accounting policies continued

To select the discount rate, Syngenta uses yields of AA rated corporate bonds in all major markets. The relevant yield is determined either by analyzing a population of bonds whose cash flows collectively approximate the estimated cash flow profile of benefit payments by a Syngenta plan (UK and USA), or by using the yield of a published bond index and adjusting it in line with the relevant market yield curve to the extent that the average maturity of the bonds in the index is different from that of the relevant Syngenta benefits (Switzerland). Discount rates at December 31, 2011 are as follows:

|             |                                 |
|-------------|---------------------------------|
| Switzerland | 2.5 percent (2010: 2.8 percent) |
| UK          | 4.9 percent (2010: 5.4 percent) |
| USA         | 4.4 percent (2010: 5.3 percent) |

The lower discount rates at the end of 2011 reflect the decrease in yields of these three countries' government bonds, which were in demand from investors during 2011 as prices of other financial assets fell. This effect was only partly offset by an increase in AA corporate bond spreads. The consequent increase in the benefit obligations and reduction in funded status (ratio of plan assets to the defined benefit obligation) of these plans compared to December 31, 2010, was offset by accelerating the payment of US\$125 million (2010: US\$200 million) of employer pension contributions and, in the UK, by a significant decrease in the assumed long-term inflation rate. Limited price indexation of pensions in payment and deferred pension rights is required both by the Syngenta UK pension plan rules and by UK pension regulations. The Syngenta plan rules and statutory regulations applicable to Syngenta's Swiss and US plans contain no inflation linkage. In valuing the benefit obligation at December 31, 2011, the UK long-term rate of retail price inflation (RPI) is assumed to be 3.0 percent (2010: 3.5 percent). The UK government announced in 2010 that future statutory pension increases would be based on consumer price inflation (CPI), instead of the RPI as in the past. Most Syngenta UK pension plan members have benefits specifically linked to RPI in accordance with the plan rules, but some members will now see increases linked to CPI. A US\$20 million actuarial gain and reduction in benefit obligation was recognized in 2010 because of this change. CPI is assumed to be 90 basis points (2010: 50 basis points) below RPI. Syngenta has increased the assumed RPI/CPI differential to align with revised guidance published by the UK Office for Budget Responsibility (OBR) in November 2011.

Actual returns for the UK, Swiss and US pension plan assets were below the expected long-term return assumptions used to calculate 2011 pension expense, but returns in 2010 and 2009 were above the equivalent assumptions. This reflects the general trend of financial asset market movements in each of those years. Expected return is a weighted average of the various asset classes held by the plans, which are disclosed in Note 22 below.

In recent years, longevity has increased in all major countries in which Syngenta sponsors pension plans. Syngenta sets mortality assumptions after considering the most recent statistics practicable. Syngenta uses generational mortality tables to estimate probable future mortality improvements. These tables assume that the trend of increasing longevity will continue, resulting in pension benefit payments to younger members being likely to be paid for longer than older members' pensions, given that assumed retirement ages are those defined in the rules of each plan. In 2011, Syngenta's mortality assumptions for its UK and US plans are determined on a consistent basis with those in 2010 and 2009.

At December 31, 2011, Syngenta has valued the benefit obligation for its Swiss pension plan using updated mortality data, including generational tables which had not been available in Switzerland in previous years. The use of generational tables increased the benefit obligation by US\$66 million (4.4 percent), while the general update of

mortality and disability data had no significant impact compared to the tables used in 2010.

Syngenta's major pension plans give members lump sum or annuity benefit payment options. Syngenta values its pension liabilities on the assumption that the choices made by members who will retire in the future will be consistent with choices made by members who have retired recently. For the US plan, Syngenta has assumed that all current active members will take the lump sum option at retirement date as, under current conditions, this results in a higher liability than the annuity option.

#### Deferred tax assets

At December 31, 2011, Syngenta's deferred tax assets are US\$930 million (2010: US\$824 million). Included in this balance are deferred tax assets for unused tax losses of US\$34 million (2010: US\$46 million). The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible or in which tax losses can be utilized. The tax effect of unused tax losses is recognized as a deferred tax asset when it becomes probable that the tax losses will be utilized. In making assessments regarding deferred tax assets, management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies. At December 31, 2011, based upon the level of historical taxable income and projections for future taxable income over the periods in which deferred tax assets are deductible, management believes that it is more likely than not that Syngenta will realize the benefits of these deductible differences.

The amount of deferred tax assets considered realizable could however be reduced in subsequent years if estimates of future taxable income during their carry forward periods are reduced, or rulings by the tax authorities are unfavorable. Estimates are therefore subject to change due to both market related and government related uncertainties, as well as Syngenta's own future decisions on restructuring and other matters. Syngenta is unable to accurately quantify the future adjustments to deferred income tax expense that may occur as a result of these uncertainties.

Table of Contents

---

## 2. Accounting policies continued

The principal jurisdictions where deferred tax assets have not been recognized are Brazil, Argentina, Colombia and Russia. For Argentina, Colombia and Russia, no net deferred tax assets have been recognized at December 31, 2011 or 2010. At December 31, 2011, the carrying amount of deferred tax assets recognized in the consolidated balance sheet of one major Syngenta subsidiary in Brazil is US\$152 million (2010: US\$84 million) and the amount not recognized is US\$10 million (US\$38 million). Syngenta has restricted the amount of deferred tax asset recognized for this subsidiary to the amount recoverable from the forecast taxable profits in the five years (2010: three years) following the balance sheet date. Deferred income tax expense for 2011 was reduced by US\$40 million (2010: US\$77 million) because the continued generation of actual taxable profits by this subsidiary in recent years indicates that an increased proportion of its deferred tax asset is more likely than not to be utilized against its estimated future taxable profits.

## Uncertain tax positions

Syngenta's Crop Protection supply chain, and to a lesser extent its Seeds supply chain, are international, and intellectual property rights owned by Syngenta are used internationally within the Group. Transfer prices for the delivery of goods and charges for the provision of products and services by one Syngenta subsidiary to another, and arrangements to share research and development costs, may be subject to challenge by the national tax authorities in any of the countries in which Syngenta operates. Interpretation of taxation rules relating to financing arrangements between Syngenta entities and to foreign currency translation differences may also give rise to uncertain tax positions.

Several prior years' tax computations are generally still open for review or audit for most Syngenta subsidiaries at the balance sheet date. Syngenta estimates and accrues taxes that will ultimately be payable when reviews or audits by tax authorities of tax returns are completed.

These estimates include significant management judgments about the eventual outcome of the reviews and audits of all open years based on the latest information available about the positions expected to be taken by each tax authority. Actual outcomes and settlements may differ significantly from the estimates recorded in these consolidated financial statements. This may affect income tax expense reported in future years' consolidated income statements. At December 31, 2011, Syngenta's balance sheet includes assets of US\$79 million (2010: US\$70 million) included within Other accounts receivable, and liabilities of US\$547 million (2010: US\$406 million) shown separately on the face of the balance sheet, for current income taxes. These liabilities include US\$274 million in respect of the uncertain tax positions described above (2010: US\$225 million), which reflects increased exposures at December 31, 2011 due to underlying business growth and the integration of Syngenta's Crop Protection and Seeds commercial organisations. The liability for uncertain income tax positions which Syngenta expects to be resolved in 2012 is less than 10 percent of total recognized current income tax liabilities.

## 3. Acquisitions, divestments and other significant transactions

The following significant transactions occurred during 2011, 2010 and 2009.

## 2011

On March 9, 2011, in order to further strengthen its market position in Paraguay, Syngenta purchased 100 percent of the shares of Agrosan S.A., an agricultural distributor, together with the trademarks related to its business, for US\$32 million of cash, US\$12 million of which is deferred. As a result of the acquisition accounting, an immaterial bargain

purchase gain has been recognized within Restructuring and impairment in the consolidated income statement.

The assets, liabilities and acquisition-date fair value of consideration recognized for this 2011 business combination were as follows:

| (US\$ million)                       | Fair<br>values |
|--------------------------------------|----------------|
| Cash and cash equivalents            | 2              |
| Trade receivables and other assets   | 55             |
| Intangible assets                    | 19             |
| Trade payables and other liabilities | (44)           |
| Net assets acquired                  | 32             |
| Purchase price                       | 32             |
| Bargain purchase gain                | -              |

Gross contractual amounts receivable were not materially different from the fair value of acquired receivables.

Cash flow from this 2011 acquisition was as follows:

| (US\$ million)             |     |
|----------------------------|-----|
| Total cash paid for shares | 20  |
| Net cash acquired          | (2) |
| Net cash outflow           | 18  |

On April 13, 2011, Syngenta divested its Materials Protection business to Lanxess AG. The gain on this divestment is included in Restructuring and impairment.

#### 2010

On March 31, 2010, Syngenta acquired a field station in Chile and the associated contract research business by making a cash payment for the related assets. The primary reason for the acquisition was to support development projects in Syngenta's seeds businesses.

Table of Contents

## 3. Acquisitions, divestments and other significant transactions continued

On September 30, 2010, Syngenta acquired 100 percent of the shares of Maribo Seed International ApS and its five European subsidiaries for a cash payment, plus contingent payments if certain sales targets are achieved. Syngenta finalized the acquisition accounting during 2011, resulting in an immaterial bargain purchase gain mainly due to the Maribo consideration being determined based on the economic value of the business at a different date from the date control transferred to Syngenta. The primary reason for the acquisition was to consolidate Syngenta's position in the European sugar beet market.

On November 8, 2010, Syngenta acquired from Pioneer Hi-Bred International Inc., ("Pioneer"), a subsidiary of E.I Du Pont de Nemours and Co. ("DuPont"), the 50 percent equity interest in Greenleaf Genetics LLC ("Greenleaf"), which Syngenta did not already own. This transaction dissolved a joint venture and terminated certain license agreements between Syngenta and Pioneer. Syngenta's existing 50 percent equity interest in Greenleaf has been valued at US\$55 million at November 8, 2010, resulting in a US\$34 million net gain from remeasurement to fair value. Syngenta finalized the acquisition accounting during 2011, resulting in an immaterial bargain purchase gain. The most important factor contributing to the bargain purchase gain is the tax treatment of the transaction under US tax legislation, which significantly reduces the amount of deferred tax liabilities recognized. The primary reason for the business combination was to allow Syngenta and Pioneer to pursue independent licensing strategies for their respective proprietary corn and soybean genetics and biotechnology traits.

The aggregate amounts of the gains on revaluing Syngenta's former 50 percent interest in Greenleaf, re-acquiring the Greenleaf license rights and the bargain purchase gains on both the above acquisitions have been presented within Restructuring and impairment in the consolidated income statement.

The assets, liabilities and acquisition-date fair value of consideration recognized for these 2010 business combinations were as follows:

| (US\$ million)                                  | Fair values |
|---|-------------|
| Cash and cash equivalents                       | 51          |
| Trade receivables and other current assets      | 41          |
| Inventories                                     | 34          |
| Property, plant and equipment                   | 11          |
| Intangible assets                               | 79          |
| Trade payables and other current liabilities    | (43)        |
| Deferred tax liabilities                        | (24)        |
| Net assets acquired                             | 149         |
| Fair value of consideration                     | 84          |
| Fair value of interest already held by Syngenta | 55          |
| Bargain purchase gains                          | (10)        |

Fair value of consideration comprises US\$68 million cash paid, US\$11 million other assets and US\$5 million acquisition date fair value of contingent future cash payments.

Cash flow from these 2010 acquisitions was as follows:

|                   |      |
|-------------------|------|
| (US\$ million)    |      |
| Cash paid         | 68   |
| Net cash acquired | (51) |
| Net cash outflow  | 17   |

The gross contractual amounts receivable were not significantly different from the fair value of the acquired receivables.

On June 14 and December 17, 2010 respectively, Syngenta acquired the non-controlling interests in its Golden Harvest and Garst seed businesses in the USA. The total cash paid was US\$48 million, presented within cash flow used for financing activities, which was substantially equal to the total of the equity attributable to the non-controlling interests and the liability recognized for the options granted over those interests as part of the various acquisition agreements in 2004.

#### 2009

On August 31, 2009, Syngenta acquired from Monsanto its global hybrid sunflower seeds activities for a cash payment of US\$160 million, which included certain rights to receive services during the post-acquisition transition period. Direct acquisition costs were not material. Goodwill of US\$61 million was recognized. The most important factor contributing to the recognition of this goodwill is the expected value of revenue and cost synergies and other benefits from combining the acquired businesses with those of Syngenta.

During 2009, Syngenta also acquired: the 32 percent remaining minority equity interest in Koipesol Semillas S.A.; 100 percent of the shares of Circle One Global Inc., a US-based biological crop protection technology business; the remaining 50 percent of the shares of Goldsmith Seeds Europe B.V., the Netherlands-based business in which Goldsmith Seeds International Inc., acquired in November 2008, had a 50 percent equity interest; and 100 percent of the shares of Synergene Seed & Technology, Inc. and Pybas Vegetable Seed Co., Inc., two US-based lettuce seed companies. In aggregate, for the 2009 acquisitions excluding the Monsanto sunflower business, cash paid totaled US\$37 million, goodwill was US\$11 million and direct acquisition costs were not material.

Table of Contents

## 3. Acquisitions, divestments and other significant transactions continued

The fair value of the assets and liabilities recognized in these 2009 business combinations and acquisitions of minority interest were as follows:

| (US\$ million)  | Monsanto sunflower | Other acquisitions | Total |
|---|--------------------|--------------------|-------|
| Trade receivables and other current assets              | 4                  | 5                  | 9     |
| Inventories   | 17                 | 13                 | 30    |
| Property, plant and equipment                           | 3                  | 4                  | 7     |
| Intangible assets                                       | 69                 | 24                 | 93    |
| Deferred tax and other liabilities                      | (1)                | (17)               | (18)  |
| Net assets acquired                                     | 92                 | 29                 | 121   |
| Less share of acquired entity already owned by Syngenta |                    |                    | (7)   |
| Minority interest acquired                              |                    |                    | 4     |
| Syngenta AG shareholders' interest                      |                    |                    | 118   |
| Purchase price  |                    |                    | 190   |
| Goodwill  |                    |                    | 72    |

Cash flow from these 2009 acquisitions was as follows:

| (US\$ million)    |      |
|-------------------|------|
| Cash paid         | 191  |
| Net cash acquired | (3 ) |
| Net cash outflow  | 188  |



Table of Contents

## 4. Segmental breakdown of key figures for the years ended December 31, 2011, 2010 and 2009

During 2011 and in prior years, Syngenta was organized on a worldwide basis into three reporting segments, which are reflected in internal management reporting.

**Crop Protection**

The Crop Protection segment principally manufactures, distributes and sells herbicides, insecticides and fungicides to both agricultural and non-agricultural customers.

**Seeds**

The Seeds segment sells seeds for growing corn, soybeans, sunflower, sugarbeet, other diverse field crops and oilseeds, vegetables and flowers.

**Business Development**

Syngenta's Business Development segment is an incubator of several development stage activities. These activities include development of technology based on research into enzymes and traits with the potential to enhance the agronomic, nutritional or biofuel properties of plants. Syngenta has not generated material on-going revenues from these activities to date and the route to market for certain of these technologies is not yet clear. The Syngenta Executive Committee reviews aggregated financial information relating to these activities.

**General**

Syngenta has historically managed its three segments separately because their sources of income derive from distinct types of products or technologies requiring different manufacturing, distribution and marketing strategies. Segment performance is managed based on segment operating income, which is the measure of segment profit or loss presented, and is based on the same accounting policies as consolidated operating income, except that inter-segment sales and inter-segment unrealized profit in inventories are eliminated only at the consolidated level.

Transactions between segments are generally priced based on the third party selling prices achieved by the purchasing segment less an allowance for selling and distribution profit margins for the purchasing segment.

| 2011 (US\$ million)  | Crop<br>Protection | Seeds   | Business<br>Development | Elimination <sup>1</sup> | Total   |
|--|--------------------|---------|-------------------------|--------------------------|---------|
| Product sales – to third parties                                       | 10,077             | 3,010   | –                       | –                        | 13,087  |
| Royalty income – from third parties                                    | 5                  | 175     | 1                       | –                        | 181     |
| Product sales – other segments   | 80                 | –       | –                       | (80)                     | –       |
| Total segment sales  | 10,162             | 3,185   | 1                       | (80)                     | 13,268  |
| Cost of goods sold   | (5,226)            | (1,578) | –                       | 67                       | (6,737) |
| Gross profit   | 4,936              | 1,607   | 1                       | (13)                     | 6,531   |
| Marketing and distribution   | (1,521)            | (608)   | (16)                    | –                        | (2,145) |
| Research and development   | (624)              | (423)   | (80)                    | –                        | (1,127) |
| General and administrative   | (733)              | (225)   | (19)                    | –                        | (977)   |
| Restructuring and impairment   | (152)              | (78)    | (1)                     | –                        | (231)   |
| Operating income/(loss) – continuing operations                        | 1,906              | 273     | (115)                   | (13)                     | 2,051   |
| Included in the above operating income from continuing operations are: |                    |         |                         |                          |         |
| Personnel costs  | (1,878)            | (762)   | (21)                    | –                        | (2,661) |

Edgar Filing: SYNGENTA AG - Form 20-F

|  |       |       |      |   |       |
|--|-------|-------|------|---|-------|
| Depreciation of property, plant and equipment                                | (249) | (77)  | (5)  | – | (331) |
| Amortization of intangible assets  | (157) | (113) | (6)  | – | (276) |
| Impairment of property, plant and equipment, intangible and financial assets | (38)  | (4)   | (1)  | – | (43)  |
| Other non-cash items including charges in respect of provisions              | (157) | 34    | (11) | – | (134) |
| Gains on hedges reported in operating income                                 | 164   | 23    | –    | – | 187   |

1 Inter-segment elimination

Segment operating income/(loss) reconciles to consolidated income before taxes as follows:

2011 (US\$ million)

|  |       |
|--|-------|
| Segment operating income after inter-segment elimination | 2,051 |
| Income from associates and joint ventures                | 15    |
| Financial expense, net                                   | (165) |
| Income before taxes                                      | 1,901 |

Table of Contents

## 4. Segmental breakdown of key figures for the years ended December 31, 2011, 2010 and 2009 continued

| 2010 (US\$ million)  | Crop       |         | Business    |                          | Total   |
|--|------------|---------|-------------|--------------------------|---------|
|  | Protection | Seeds   | Development | Elimination <sup>1</sup> |         |
| Product sales – to third parties   | 8,779      | 2,667   | 11          | –                        | 11,457  |
| Royalty income – from third parties  | 34         | 138     | 12          | –                        | 184     |
| Product sales – other segments   | 65         | –       | –           | (65)                     | –       |
| Total segment sales  | 8,878      | 2,805   | 23          | (65)                     | 11,641  |
| Cost of goods sold   | (4,496)    | (1,450) | (11)        | 91                       | (5,866) |
| Gross profit   | 4,382      | 1,355   | 12          | 26                       | 5,775   |
| Marketing and distribution   | (1,321)    | (559)   | (12)        | –                        | (1,892) |
| Research and development   | (555)      | (410)   | (67)        | –                        | (1,032) |
| General and administrative   | (667)      | (217)   | (15)        | –                        | (899)   |
| Restructuring and impairment   | (101)      | (49)    | (9)         | –                        | (159)   |
| Operating income/(loss) – continuing operations                              | 1,738      | 120     | (91)        | 26                       | 1,793   |
| Included in the above operating income from continuing operations are:       |            |         |             |                          |         |
| Personnel costs  | (1,562)    | (718)   | (25)        | –                        | (2,305) |
| Depreciation of property, plant and equipment                                | (194)      | (74)    | (5)         | –                        | (273)   |
| Amortization of intangible assets  | (154)      | (76)    | (5)         | –                        | (235)   |
| Impairment of property, plant and equipment, intangible and financial assets | (31)       | (1)     | (9)         | –                        | (41)    |
| Other non-cash items including charges in respect of provisions              | (89)       | (19)    | 11          | –                        | (97)    |
| Gains on hedges reported in operating income                                 | 18         | 5       | –           | –                        | 23      |

## 1 Inter-segment elimination

Segment operating income/(loss) reconciles to consolidated income before taxes as follows:

|  |       |
|--|-------|
| 2010 (US\$ million)                                      |       |
| Segment operating income after inter-segment elimination | 1,793 |
| Income from associates and joint ventures                | 25    |
| Financial expense, net                                   | (141) |
| Income before taxes                                      | 1,677 |

| 2009 (US\$ million)                 | Crop       |         | Business    |                          | Total   |
|-------------------------------------|------------|---------|-------------|--------------------------|---------|
|                                     | Protection | Seeds   | Development | Elimination <sup>1</sup> |         |
| Product sales – to third parties    | 8,415      | 2,471   | 7           | –                        | 10,893  |
| Royalty income – from third parties | 5          | 93      | 1           | –                        | 99      |
| Product sales – other segments      | 71         | –       | –           | (71)                     | –       |
| Total segment sales                 | 8,491      | 2,564   | 8           | (71)                     | 10,992  |
| Cost of goods sold                  | (4,262)    | (1,361) | (15)        | 66                       | (5,572) |
| Gross profit                        | 4,229      | 1,203   | (7)         | (5)                      | 5,420   |
| Marketing and distribution          | (1,255)    | (540)   | (10)        | –                        | (1,805) |

Edgar Filing: SYNGENTA AG - Form 20-F

|  |         |       |       |     |         |
|--|---------|-------|-------|-----|---------|
| Research and development   | (508)   | (364) | (80)  | –   | (952)   |
| General and administrative   | (496)   | (199) | (19)  | –   | (714)   |
| Restructuring and impairment   | (61)    | (58)  | (11)  | –   | (130)   |
| Operating income/(loss) – continuing operations                              | 1,909   | 42    | (127) | (5) | 1,819   |
| Included in the above operating income from continuing operations are:       |         |       |       |     |         |
| Personnel costs  | (1,447) | (703) | (26)  | –   | (2,176) |
| Depreciation of property, plant and equipment                                | (168)   | (71)  | (4)   | –   | (243)   |
| Amortization of intangible assets  | (152)   | (61)  | (5)   | –   | (218)   |
| Impairment of property, plant and equipment, intangible and financial assets | (7)     | (10)  | (8)   | –   | (25)    |
| Other non-cash items including charges in respect of provisions              | (69)    | 47    | 1     | –   | (21)    |
| Gains/(losses) on hedges reported in operating income                        | 111     | (30)  | –     | –   | 81      |

1 Inter-segment elimination

Segment operating income/(loss) reconciles to consolidated income before taxes as follows:

2009 (US\$ million)

|  |       |
|--|-------|
| Segment operating income after inter-segment elimination | 1,819 |
| Loss from associates and joint ventures                  | (3)   |
| Financial expense, net                                   | (122) |
| Income before taxes                                      | 1,694 |

F-27

---

Table of Contents

## 4. Segmental breakdown of key figures for the years ended December 31, 2011, 2010 and 2009 continued

Summarized additional information on the nature of expenses for the years ended December 31, 2011, 2010 and 2009 is as follows:

| (US\$ million)   | 2011  | 2010  | 2009  |
|--|-------|-------|-------|
| Salaries, short-term employee benefits and other personnel expense | 2,480 | 2,130 | 1,996 |
| Pension and other post-employment benefit expense                  | 112   | 109   | 116   |
| Share based payment expense  | 69    | 66    | 64    |
| Total personnel costs  | 2,661 | 2,305 | 2,176 |
| Depreciation of property, plant and equipment                      | 331   | 273   | 243   |
| Impairment of property, plant and equipment                        | 18    | 5     | 6     |
| Amortization of intangible assets                                  | 276   | 235   | 218   |
| Impairment of intangible assets                                    | 24    | 15    | 11    |

## 5. Regional breakdown of key figures for the years ended December 31, 2011, 2010 and 2009

In 2011, Syngenta reorganized its regional structure resulting in certain countries moving from one region to another and the former region “NAFTA” becoming region “North America”. 2010 and 2009 regional disclosures have been adjusted as follows to reflect the new regional structure:

- 2010 sales of US\$229 million, previously included in NAFTA, and US\$11 million, previously included in Europe, Africa and the Middle East, are now included in Latin America;
- 2009 sales of US\$205 million, previously included in NAFTA, and US\$5 million, previously included in Europe, Africa and the Middle East, are now included in Latin America;
- 2010 non-current assets of US\$25 million, previously included in NAFTA, are now included in Latin America.

| 2011 (US\$ million)                   | North<br>America | Europe<br>& AME2 | Latin<br>America | Asia<br>Pacific | Total  |
|---------------------------------------|------------------|------------------|------------------|-----------------|--------|
| Sales <sup>1</sup>                    | 3,669            | 4,242            | 3,355            | 2,002           | 13,268 |
| Total non-current assets <sup>3</sup> | 1,658            | 3,675            | 435              | 530             | 6,298  |

Table of Contents

## 5. Regional breakdown of key figures for the years ended December 31, 2011, 2010 and 2009 continued

| 2010 (US\$ million)                   | North<br>America | Europe<br>& AME <sup>2</sup> | Latin<br>America | Asia<br>Pacific | Total  |
|---------------------------------------|------------------|------------------------------|------------------|-----------------|--------|
| Sales <sup>1</sup>                    | 3,368            | 3,661                        | 2,807            | 1,805           | 11,641 |
| Total non-current assets <sup>3</sup> | 1,687            | 3,874                        | 350              | 511             | 6,422  |

| 2009 (US\$ million) | North<br>America | Europe<br>& AME <sup>2</sup> | Latin<br>America | Asia<br>Pacific | Total  |
|---------------------|------------------|------------------------------|------------------|-----------------|--------|
| Sales <sup>1</sup>  | 3,521            | 3,576                        | 2,344            | 1,551           | 10,992 |

1 Sales by location of third party customer

2 AME – Africa and the Middle East

3 Excluding deferred tax assets, defined benefit pension assets and derivative financial assets

The following countries individually accounted for more than 5 percent of one or more of the respective Syngenta totals for the years ended December 31, 2011, 2010 and 2009 or at December 31, 2011 and 2010.

| (US\$ million, except %) | Sales <sup>1</sup> |     |        |     |        |     | Total non-current assets <sup>2</sup> |     |       |     |
|--------------------------|--------------------|-----|--------|-----|--------|-----|---------------------------------------|-----|-------|-----|
|                          | 2011               | %   | 2010   | %   | 2009   | %   | 2011                                  | %   | 2010  | %   |
| Brazil                   | 2,152              | 16  | 1,778  | 15  | 1,551  | 14  | 279                                   | 5   | 223   | 4   |
| France                   | 649                | 5   | 585    | 5   | 666    | 6   | 140                                   | 2   | 144   | 2   |
| Germany                  | 548                | 4   | 484    | 4   | 492    | 4   | 20                                    | –   | 23    | –   |
| Switzerland              | 74                 | 1   | 100    | 1   | 66     | 1   | 2,728                                 | 43  | 2,902 | 45  |
| UK                       | 202                | 2   | 189    | 2   | 183    | 2   | 501                                   | 8   | 503   | 8   |
| USA                      | 3,209              | 24  | 2,802  | 24  | 2,993  | 27  | 1,596                                 | 25  | 1,622 | 25  |
| Others                   | 6,434              | 48  | 5,703  | 49  | 5,041  | 46  | 1,034                                 | 17  | 1,005 | 16  |
| Total                    | 13,268             | 100 | 11,641 | 100 | 10,992 | 100 | 6,298                                 | 100 | 6,422 | 100 |

1 Sales by location of third party customer

2 Excluding deferred tax assets, defined benefit pension assets and derivative financial assets

No single customer accounted for 10 percent or more of Syngenta's total sales.

Table of Contents

## 6. Restructuring and impairment

Restructuring and impairment for the years ended December 31, 2011, 2010 and 2009, broken down into the main restructuring initiatives, consists of the following:

| (US\$ million)                               | 2011 | 2010 | 2009 |
|--|------|------|------|
| Operational efficiency programs:             |      |      |      |
| Cash costs                                   |      |      |      |
| Charged to provisions                        | 29   | 48   | 22   |
| Expensed as incurred                         | 69   | 53   | 76   |
| Non-cash costs                               |      |      |      |
| Fixed asset impairments                      | 3    | 17   | 16   |
| Integrated crop strategy programs:           |      |      |      |
| Cash costs                                   |      |      |      |
| Charged to provisions                        | 86   | 3    | –    |
| Expensed as incurred                         | 63   | 11   | –    |
| Acquisition and related integration costs:   |      |      |      |
| Cash costs                                   |      |      |      |
| Charged to provisions                        | 2    | –    | 3    |
| Expensed as incurred                         | 12   | 19   | 25   |
| Non-cash items                               |      |      |      |
| Reversal of inventory step-ups               | 14   | 18   | 17   |
| Reacquired rights                            | 14   | –    | –    |
| Divestment gains                             | (76) | (19) | (9)  |
| Bargain purchase gains                       | (10) | –    | (7)  |
| Other non-cash restructuring and impairment: |      |      |      |
| Financial asset impairment                   | 1    | 9    | 16   |
| Other fixed asset impairment                 | 38   | 4    | –    |
| Other non-cash costs                         | –    | 15   | (10) |
| Total restructuring and impairment           | 245  | 178  | 149  |

Restructuring and impairment for the years ended December 31, 2011, 2010 and 2009 is presented within the consolidated income statement as follows:

| (US\$ million)  | 2011 | 2010 | 2009 |
|---|------|------|------|
| Included within:  |      |      |      |
| Cost of goods sold                                      | 14   | 18   | 17   |
| Restructuring and impairment excluding divestment gains | 307  | 178  | 139  |
| Divestment gains  | (76) | (19) | (9)  |
| Income/(loss) from associates and joint ventures        | –    | 1    | 2    |
| Total restructuring and impairment                      | 245  | 178  | 149  |

2011

Operational efficiency programs

During 2011, cash costs under the Operational Efficiency restructuring programs include US\$59 million for the continuing standardization and consolidation of global back office operations across Crop Protection and Seeds and US\$12 million for further outsourcing of information systems. Further operational efficiency cash costs consist of US\$6 million of onerous contract charges in the UK, US\$5 million relating to the reorganization of a Crop Protection site in Switzerland, US\$4 million of restructuring costs in the European Seeds business and US\$12 million for various other restructuring projects. Impairment costs relate mainly to the closure of a Seeds site in Germany.

F-30

---



Table of Contents

---

6. Restructuring and impairment continued

Integrated crop strategy programs

During 2011, cash costs for launching and initiating the implementation of the global integrated crop strategy included US\$143 million for integration of commercial operations of sales and marketing teams and US\$6 million for support function projects. These charges consist of US\$76 million for severance and pension payments and US\$73 million of other project-related costs, including those for developing and supporting the strategic transition; process re-design; consultancy and advisory services; retention, relocation, and re-training of employees; and project management.

Acquisition and related integration costs

Acquisition and related integration cash costs relate mainly to the Agrosan, Maribo Seeds and Greenleaf acquisitions. Reversal of inventory step-ups relate to the acquisitions of Agrosan, Maribo Seeds and the Pybas and Synergene lettuce companies.

As part of the Greenleaf acquisition, Syngenta reacquired exclusive licensing rights that it had previously granted to Greenleaf. In accordance with IFRS, these reacquired rights have been recognized as an intangible asset and are being amortized over the remaining term of the Syngenta/Greenleaf license contract, 3 years. This is a significantly shorter period than the expected economic life of the intellectual property rights underlying the license, which were generated internally within Syngenta. The resulting acceleration of amortization results in a 2011 charge of US\$14 million. Syngenta views this significant amortization charge as an accounting effect of integrating Greenleaf into Syngenta.

Divestment gains of US\$76 million include the gain on the disposal of Syngenta's Materials Protection business to Lanxess AG, gains on the disposal of certain assets acquired as part of Monsanto's sunflower business in 2009, as agreed with the European Commission in connection with their approval of that acquisition, and the gain arising on revaluing Syngenta's 50 percent equity interest in Greenleaf to fair value at the date it acquired the remaining 50 percent interest from Pioneer. Bargain purchase gains are recognized on completion of the acquisition accounting for the Maribo Seeds and Greenleaf acquisitions.

Other non-cash restructuring and impairment

Other non-cash restructuring and impairment costs consist of the impairment of an available-for-sale financial asset and a write-down in the Professional Products business within Crop Protection.

2010

Operational efficiency programs

During 2010, cash costs under the Operational Efficiency restructuring projects included US\$54 million for the continuing standardization and consolidation of global back office operations across Crop Protection and Seeds and US\$12 million for further outsourcing of information systems. Further operational efficiency charges included US\$14 million largely to recognize synergies across the Flowers sites in the Seeds business, US\$10 million for reorganizations in the Crop Protection businesses in Western Europe, US\$8 million for restructuring at production and distribution sites in France and the US and US\$3 million of other costs. Impairment costs included US\$10 million for the impairment of a Crop Protection supply agreement, US\$4 million of impairment of a site in the UK and other impairments totaling US\$3 million.

Integrated crop strategy programs

Restructuring costs of US\$14 million were incurred largely for preliminary costs relating to the project to integrate the global commercial operations of Crop Protection and Seeds.

Acquisition and related integration costs

Acquisition and related integration cash costs of US\$19 million were charged in relation to the 2010 acquisition of Maribo Seeds and for continuing integration relating to the earlier acquisitions of the Monsanto sunflower business, Goldsmith, Yoder and Pybas and Synergene. Reversal of inventory step-ups related to the acquisitions of Goldsmith in the US and Europe, the Monsanto sunflower business and the Pybas and Synergene lettuce companies. Divestment gains of US\$19 million were recognized on derecognition of the investment in the Greenleaf joint venture; Syngenta acquired the remaining 50 percent equity interest in Greenleaf during 2010.

Other non-cash restructuring and impairment

Other non-cash restructuring and impairment costs included US\$9 million of impairments of available-for-sale financial assets, US\$4 million of impairment in the Professional Products business within Crop Protection, US\$12 million of impairment of a site disposal receivable due to a decrease in expected proceeds from redevelopment and US\$3 million of other costs.

2009

Operational efficiency programs

Operational efficiency cash costs included US\$15 million for site closure costs in North America, US\$18 million for further outsourcing of information systems and US\$55 million for the global back office operations project across Crop Protection and Seeds. Non-cash costs consisted of US\$16 million of fixed asset write-offs.

Acquisition and related integration costs

Acquisition and related integration cash costs related mainly to the Goldsmith and Yoder acquisitions made in 2008 and to the continued integration and synergy program of the Fischer group. Non-cash costs included reversal of inventory step-up related mainly to the

F-31

---

Table of Contents

## 6. Restructuring and impairment continued

Goldsmith acquisition, divestment gains related to the sale of an available-for-sale financial asset and a bargain purchase gain realized on the Goldsmith acquisition.

## Other non-cash restructuring and impairment

Other non-cash restructuring and impairment included financial asset impairments of US\$16 million related to write-downs of available-for-sale financial assets and a gain of US\$10 million from the recognition of a reimbursement receivable for a product right impairment.

## 7. Income taxes

Income before taxes from continuing operations for the years ended December 31, 2011, 2010 and 2009 consists of the following:

| (US\$ million)            | 2011  | 2010  | 2009  |
|---------------------------|-------|-------|-------|
| Switzerland               | 779   | 587   | 1,113 |
| Foreign                   | 1,122 | 1,090 | 581   |
| Total income before taxes | 1,901 | 1,677 | 1,694 |

Income tax (expense)/benefit on income from continuing operations for the years ended December 31, 2011, 2010 and 2009 consists of the following:

| (US\$ million)                              | 2011  | 2010  | 2009  |
|---|-------|-------|-------|
| Current income tax (expense):               |       |       |       |
| Switzerland                                 | (138) | (87)  | (32)  |
| Foreign                                     | (347) | (200) | (160) |
| Total current income tax (expense)          | (485) | (287) | (192) |
| Deferred income tax (expense)/benefit:      |       |       |       |
| Switzerland                                 | 1     | (38)  | (173) |
| Foreign                                     | 183   | 50    | 82    |
| Total deferred income tax (expense)/benefit | 184   | 12    | (91)  |
| Total income tax (expense):                 |       |       |       |
| Switzerland                                 | (137) | (125) | (205) |
| Foreign                                     | (164) | (150) | (78)  |
| Total income tax (expense)                  | (301) | (275) | (283) |

The components of current income tax (expense) on income from continuing operations for the years ended December 31, 2011, 2010 and 2009 are:

| (US\$ million)                                  | 2011  | 2010  | 2009  |
|---|-------|-------|-------|
| Current tax (expense) relating to current years | (491) | (275) | (209) |
| Adjustments to current tax for prior periods    | 2     | (19)  | 3     |
| Benefit of previously unrecognized tax losses   | 4     | 7     | 14    |

Total current income tax (expense) (485) (287) (192)

The components of deferred income tax (expense)/benefit on income from continuing operations for the years ended December 31, 2011, 2010 and 2009 are:

| (US\$ million)   | 2011 | 2010 | 2009  |
|--|------|------|-------|
| Origination and reversal of temporary differences      | 130  | (67) | (137) |
| Changes in tax rates or legislation                    | 21   | 20   | 2     |
| Benefit of previously unrecognized deferred tax assets | 43   | 88   | 44    |
| Non recognition of deferred tax assets                 | (10) | (29) | —     |
| Total deferred income tax (expense)/benefit            | 184  | 12   | (91)  |

Table of Contents

## 7. Income taxes continued

Income tax expense for 2011 includes US\$61 million resulting from a change in prior year estimates related to the taxation of certain licensing transactions.

Income tax relating to OCI for the years ended December 31, 2011, 2010 and 2009 is as follows:

| (US\$ million)   | 2011    |      |          | 2010    |      |          | 2009    |      |          |
|--|---------|------|----------|---------|------|----------|---------|------|----------|
|  | Pre-tax | Tax  | Post-tax | Pre-tax | Tax  | Post-tax | Pre-tax | Tax  | Post-tax |
| Items that will not be reclassified to profit or loss: |         |      |          |         |      |          |         |      |          |
| Actuarial gains/(losses)                               | (252)   | 71   | (181)    | 50      | (17) | 33       | (98)    | 32   | (66)     |
| Items that may be reclassified to profit or loss:      |         |      |          |         |      |          |         |      |          |
| Available-for-sale financial assets                    | 3       | –    | 3        | 4       | (1)  | 3        | (18)    | 1    | (17)     |
| Cash flow and net investment hedges                    | (150)   | 34   | (116)    | 120     | (46) | 74       | 72      | (16) | 56       |
| Foreign currency translation effects                   | (186)   | (48) | (234)    | 146     | 27   | 173      | 260     | 49   | 309      |
| Total  | (585)   | 57   | (528)    | 320     | (37) | 283      | 216     | 66   | 282      |

The following tax was (charged)/credited to shareholders' equity for the years ended December 31, 2011, 2010 and 2009:

| (US\$ million)                                | 2011 | 2010 | 2009 |
|---|------|------|------|
| Current tax 1                                 | 7    | –    | 6    |
| Deferred tax 1                                | 3    | (1)  | 10   |
| Total income tax (charged)/credited to equity | 10   | (1)  | 16   |

## 1 Current and deferred tax related to share based payments

## Analysis of tax rate

The table below represents the main elements causing Syngenta's effective tax rate to differ from the statutory tax rate for the years ended December 31, 2011, 2010 and 2009. Syngenta's statutory rate consists of the domestic Swiss tax rate. Syngenta applies the domestic Swiss tax rate as it is more meaningful than using the weighted average tax rate. The domestic Swiss tax rate consists of the Swiss federal income tax rate (8.50 percent) and the income tax rate of the canton Basel (21.00 percent). Federal and canton tax rates are deductible from the tax basis, therefore the Swiss domestic tax rate is 22.78 percent.

|  | 2011 | 2010 | 2009 |
|--|------|------|------|
|  | %    | %    | %    |
| Statutory tax rate   | 23   | 23   | 23   |
| Effect of income taxed at different rates  | (5)  | (3)  | (4)  |
| Tax on share based payments  | –    | 1    | 1    |
| Effect of other disallowed expenditures and income not subject to tax                | (2)  | (1)  | (3)  |
| Effect of changes in tax rates and laws on previously recognized deferred tax assets | (1)  | (1)  | –    |
| Effect of recognition of previously unrecognized tax losses                          | –    | (1)  | (3)  |
| Effect of recognition of other previously unrecognized deferred tax assets           | (2)  | (5)  | –    |
| Effect of non-recognition of deferred tax assets on tax losses in current year       | 1    | –    | –    |

Edgar Filing: SYNGENTA AG - Form 20-F

|  |    |    |    |
|--|----|----|----|
| Changes in prior year estimates and other items  | 2  | 2  | 2  |
| Effect of non-recognition of deferred tax assets | -  | 1  | 1  |
| Effective tax rate                               | 16 | 16 | 17 |

F-33

---

Table of Contents

## 7. Income taxes continued

The movements in deferred tax assets and liabilities during the year ended December 31, 2011 are as follows:

| 2011 (US\$ million)                             | January 1 | Recognized<br>income<br>in net | Recognized<br>in equity &<br>OCI | Currency<br>translation<br>effects | Other<br>movements<br>& December<br>acquisitions | 31      |
|---|-----------|--------------------------------|----------------------------------|------------------------------------|--|---------|
| Assets associated with:                         |           |                                |                                  |                                    |  |         |
| Inventories                                     | 449       | 22                             | (31)                             | (3)                                | (3)  | 434     |
| Accounts receivable                             | 146       | 58                             | –                                | (20)                               | –  | 184     |
| Pensions and employee costs                     | 127       | (22)                           | 73                               | (2)                                | (1)  | 175     |
| Provisions                                      | 234       | 85                             | –                                | (10)                               | –  | 309     |
| Unused tax losses                               | 46        | (8)                            | –                                | (1)                                | (4)  | 33      |
| Financial instruments, including<br>derivatives | 19        | 1                              | 4                                | (1)                                | (3)  | 20      |
| Other   | 74        | 16                             | (19)                             | 3                                  | 4  | 78      |
| Deferred tax assets                             | 1,095     | 152                            | 27                               | (34)                               | (7)  | 1,233   |
| Liabilities associated with:                    |           |                                |                                  |                                    |  |         |
| Property, plant and equipment                   | (302)     | (9)                            | –                                | 3                                  | 1  | (307)   |
| Intangible assets                               | (266)     | (23)                           | –                                | 1                                  | (17)   | (305)   |
| Inventories                                     | (133)     | 34                             | –                                | 11                                 | –  | (88)    |
| Financial instruments, including<br>derivatives | (56)      | (2)                            | (5)                              | –                                  | 3  | (60)    |
| Other provisions and accruals                   | (255)     | 31                             | –                                | 1                                  | –  | (223)   |
| Other   | (72)      | 1                              | –                                | (2)                                | –  | (73)    |
| Deferred tax liabilities                        | (1,084)   | 32                             | (5)                              | 14                                 | (13)   | (1,056) |
| Net deferred tax asset/(liability)              | 11        | 184                            | 22                               | (20)                               | (20)   | 177     |

The movements in deferred tax assets and liabilities during the year ended December 31, 2010 were as follows:

| 2010 (US\$ million)                             | January 1 | Recognized<br>income<br>in net | Recognized<br>in equity &<br>OCI | Currency<br>translation<br>effects | Other<br>movements<br>& December<br>acquisitions | 31    |
|---|-----------|--------------------------------|----------------------------------|------------------------------------|--|-------|
| Assets associated with:                         |           |                                |                                  |                                    |  |       |
| Inventories                                     | 375       | 45                             | 2                                | –                                  | 27   | 449   |
| Accounts receivable                             | 107       | (10)                           | –                                | 5                                  | 44   | 146   |
| Pensions and employee costs                     | 202       | (55)                           | (15)                             | (5)                                | –  | 127   |
| Provisions                                      | 221       | (13)                           | –                                | 2                                  | 24   | 234   |
| Unused tax losses                               | 42        | (7)                            | –                                | 3                                  | 8  | 46    |
| Financial instruments, including<br>derivatives | 33        | (7)                            | (12)                             | –                                  | 5  | 19    |
| Other   | 59        | 7                              | –                                | 3                                  | 5  | 74    |
| Deferred tax assets                             | 1,039     | (40)                           | (25)                             | 8                                  | 113  | 1,095 |

## Liabilities associated with:

|  |       |      |      |      |       |         |
|--|-------|------|------|------|-------|---------|
| Property, plant and equipment                | (284) | (13) | –    | (4)  | (1)   | (302)   |
| Intangible assets                            | (262) | (8)  | –    | (11) | 15    | (266)   |
| Inventories                                  | (141) | 18   | –    | (9)  | (1)   | (133)   |
| Financial instruments, including derivatives | (64)  | 17   | (3)  | (2)  | (4)   | (56)    |
| Other provisions and accruals                | (188) | (13) | –    | (16) | (38)  | (255)   |
| Other  | (41)  | 51   | 13   | –    | (95)  | (72)    |
| Deferred tax liabilities                     | (980) | 52   | 10   | (42) | (124) | (1,084) |
| Net deferred tax asset/(liability)           | 59    | 12   | (15) | (34) | (11)  | 11      |

F-34



Table of Contents

## 7. Income taxes continued

The deferred tax assets and liabilities at December 31, 2011 and 2010 reconcile to the amounts presented in the consolidated balance sheet as follows:

| (US\$ million)  | 2011    | 2010    |
|---|---------|---------|
| Deferred tax assets   | 1,233   | 1,095   |
| Adjustment to offset deferred tax assets and liabilities <sup>1</sup> | (303)   | (271)   |
| Adjusted deferred tax assets  | 930     | 824     |
| Deferred tax liabilities  | (1,056) | (1,084) |
| Adjustment to offset deferred tax assets and liabilities <sup>1</sup> | 303     | 271     |
| Adjusted deferred tax liabilities                                     | (753)   | (813)   |

<sup>1</sup> Deferred tax assets and liabilities relating to income taxes levied by the same taxation authority on the same taxable entity or on entities which intend to settle current tax assets and liabilities on a net basis or to realize the assets and settle the liabilities simultaneously are offset for presentation on the face of the consolidated balance sheet where a legal right of set-off exists

The gross value at December 31, 2011 and 2010 of unused tax loss carry forwards for which no deferred tax asset has been recognized, by expiration date, is as follows:

| (US\$ million)       | 2011 | 2010 |
|----------------------|------|------|
| One year             | 6    | 7    |
| Two years            | –    | –    |
| Three years          | 7    | 2    |
| Four years           | 2    | 14   |
| Five years           | 11   | 23   |
| More than five years | 481  | 407  |
| No expiry            | 3    | 8    |
| Total                | 510  | 461  |

The above losses consist mainly of US state tax loss carry forwards. The applicable tax rate for these US state tax carry forwards is 5.00 percent of the gross amounts.

Deferred tax assets, other than those related to unused tax losses, are not subject to expiry.

A deferred tax asset or liability has not been recognized at December 31, 2011 and 2010 on the following items:

| (US\$ million)  | 2011 | 2010 |
|---|------|------|
| Temporary differences for which no deferred tax assets have been recognized   | 259  | 238  |
| Temporary differences associated with investments in subsidiaries for which deferred tax liabilities have not been recognized | 612  | 620  |

There are no income tax consequences for Syngenta of paying a dividend to its shareholders.

## 8. Earnings per share

Basic earnings per share amounts are calculated by dividing net income for the year attributable to ordinary shareholders of Syngenta AG by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net income attributable to ordinary shareholders of Syngenta AG by the sum of the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Treasury shares are deducted from total shares in issue for the purposes of calculating earnings per share.

The calculation of diluted earnings per share for the year ended December 31, 2011 excluded 558,727 (2010: 373,365; 2009: 226,897) of Syngenta AG shares and options granted to employees, as their inclusion would have been antidilutive.

F-35

---

Table of Contents

## 8. Earnings per share continued

|  |            |            |            |
|--|------------|------------|------------|
| (US\$ million, except number of shares)  | 2011       | 2010       | 2009       |
| Net income attributable to Syngenta AG shareholders                                | 1,599      | 1,397      | 1,408      |
| Weighted average number of shares  |            |            |            |
| Weighted average number of shares – basic  | 91,892,275 | 92,687,903 | 93,154,537 |
| Adjustments for dilutive potential ordinary shares:                                |            |            |            |
| Grants of options over Syngenta AG shares under employee share participation plans | 261,100    | 328,437    | 396,027    |
| Grants of Syngenta AG shares under employee share participation plans              | 230,236    | 208,963    | 209,632    |
| Weighted average number of shares – diluted  | 92,383,611 | 93,225,303 | 93,760,196 |

## 9. Trade and other accounts receivable

Trade receivables at December 31, 2011 and 2010 are as follows:

|  |       |       |
|--|-------|-------|
| (US\$ million)                           | 2011  | 2010  |
| Trade receivables, gross                 | 2,982 | 2,814 |
| Provision for doubtful trade receivables | (246) | (260) |
| Trade receivables, net                   | 2,736 | 2,554 |

Movements in the provision for doubtful trade receivables for the years ended December 31, 2011 and 2010 are as follows:

|  |       |       |
|--|-------|-------|
| (US\$ million)                         | 2011  | 2010  |
| January 1                              | (260) | (351) |
| Amounts (charged)/credited to income   | (34)  | 43    |
| Amounts written off                    | 34    | 54    |
| Currency translation effects and other | 14    | (6)   |
| December 31                            | (246) | (260) |

The ages of trade and other receivables at December 31, 2011 and 2010 that were past due, but not impaired, are as follows:

|  |                |           |             |                    |
|--|----------------|-----------|-------------|--------------------|
| 2011(US\$ million)                       | Total past due | 0–90 days | 90–180 days | More than 180 days |
| Trade receivables, gross                 | 510            | 261       | 63          | 186                |
| Provision for doubtful trade receivables | (177)          | (11)      | (14)        | (152)              |
| Other receivables                        | 275            | 187       | 52          | 36                 |
| Total                                    | 608            | 437       | 101         | 70                 |

Edgar Filing: SYNGENTA AG - Form 20-F

| 2010 (US\$ million)                      | Total<br>past due | 0–90<br>days | 90–180<br>days | More than<br>180 days |
|--|-------------------|--------------|----------------|-----------------------|
| Trade receivables, gross                 | 405               | 149          | 43             | 213                   |
| Provision for doubtful trade receivables | (194)             | (17)         | (14)           | (163)                 |
| Other receivables                        | 230               | 91           | 46             | 93                    |
| Total                                    | 441               | 223          | 75             | 143                   |

At the reporting date there are no indications that debtors whose accounts are neither overdue nor impaired will not meet their payment obligations.

The amount of trade receivables transferred in full recourse factoring arrangements, but not derecognized is US\$125 million (2010: US\$98 million). The related liabilities are disclosed in Note 16.

The fair value of trade receivables containing embedded exchange rate options that Syngenta has designated as at fair value through profit or loss at December 31, 2011 was US\$62 million (2010: US\$57 million). These amounts represent Syngenta's maximum exposure to credit risk relating to these types of trade receivables. Amounts charged to profit or loss in relation to these trade receivables for the years ended December 31, 2011 and 2010 were not material.

Other receivables of US\$690 million (2010: US\$626 million) include income taxes recoverable of US\$79 million (2010: US\$70 million) and are net of immaterial provisions for doubtful accounts.

Table of Contents

## 10. Other current assets

Other current assets at December 31, 2011 and 2010 are as follows:

| (US\$ million)   | 2011 | 2010 |
|------------------|------|------|
| Prepaid expenses | 163  | 175  |
| Other            | 36   | 48   |
| Total            | 199  | 223  |

## 11. Inventories

Inventories at December 31, 2011 and 2010 are as follows:

| (US\$ million)                | 2011  | 2010  |
|-------------------------------|-------|-------|
| Raw materials and consumables | 927   | 710   |
| Biological assets             | 32    | 34    |
| Work in progress              | 789   | 828   |
| Finished products             | 2,442 | 2,272 |
| Total                         | 4,190 | 3,844 |

Movements in inventory write-downs for the years ended December 31, 2011 and 2010 are as follows:

| (US\$ million)                                      | 2011  | 2010  |
|---|-------|-------|
| January 1   | (344) | (298) |
| Additions charged to income                         | (159) | (245) |
| Reversals of inventory write-downs                  | 47    | 30    |
| Amounts utilized on disposal of related inventories | 152   | 105   |
| Currency translation effects and other              | (9)   | 64    |
| December 31   | (313) | (344) |

Reversals of inventory write-downs arise in the normal course of business when actual outcomes are more favorable than assumptions made in prior periods about Syngenta's future ability to sell inventories that are subject to risks of degradation and obsolescence, such as germination of seeds.

Movements in biological assets for the years ended December 31, 2011 and 2010 are as follows. These include amounts classified as other non-current assets.

| (US\$ million)                         | 2011  | 2010  |
|--|-------|-------|
| January 1                              | 37    | 36    |
| Changes in fair value                  | 200   | 180   |
| Sales                                  | (182) | (178) |
| Currency translation effects and other | (4)   | (1)   |
| December 31                            | 51    | 37    |

Quantities of biological assets in inventories at December 31, 2011 and 2010 are:

| (Millions of plants) | 2011 | 2010 |
|----------------------|------|------|
|----------------------|------|------|

Edgar Filing: SYNGENTA AG - Form 20-F

|                                    |     |     |
|------------------------------------|-----|-----|
| Plants                             | 64  | 84  |
| Cuttings                           | 574 | 591 |
| (Thousands of hectares cultivated) |     |     |
| Growing crops                      | 4.7 | 0.1 |

F-37

---

Table of Contents

## 12. Property, plant and equipment

Movements in property, plant and equipment for the year ended December 31, 2011 are as follows:

| 2011 (US\$ million)                                   | Land | Buildings | Machinery<br>and<br>equipment | Assets<br>under<br>construction | Total   |
|---|------|-----------|-------------------------------|---------------------------------|---------|
| <b>Cost</b>   |      |           |                               |                                 |         |
| January 1   | 153  | 1,740     | 4,057                         | 309                             | 6,259   |
| Additions   | 2    | 39        | 166                           | 283                             | 490     |
| Disposals   | (1)  | (3)       | (48)                          | (3)                             | (55)    |
| Transfers between categories                          | 1    | 42        | 211                           | (254)                           | –       |
| Currency translation effects and other                | (2)  | (33)      | (86)                          | (2)                             | (123)   |
| December 31   | 153  | 1,785     | 4,300                         | 333                             | 6,571   |
| <b>Accumulated depreciation and impairment losses</b> |      |           |                               |                                 |         |
| January 1   | –    | (932)     | (2,363)                       | –                               | (3,295) |
| Depreciation charge                                   | –    | (64)      | (267)                         | –                               | (331)   |
| Impairment losses                                     | –    | (10)      | (8)                           | –                               | (18)    |
| Depreciation on disposals                             | –    | 1         | 35                            | –                               | 36      |
| Currency translation effects and other                | –    | 6         | 56                            | –                               | 62      |
| December 31   | –    | (999)     | (2,547)                       | –                               | (3,546) |
| Net book value – December 31                          | 153  | 786       | 1,753                         | 333                             | 3,025   |
| Insured value – December 31                           |      |           |                               |                                 | 7,632   |

Additions to property, plant and equipment of US\$490 million (2010: US\$447 million) comprise US\$479 million (2010: US\$396 million) of cash purchases and US\$11 million (2010: US\$51 million) of other additions, including business combinations, initial recognition of finance leases and capitalized borrowing costs.

The net book value of property, plant and equipment accounted for as finance lease assets at December 31, 2011 was US\$127 million (2010: US\$160 million) classified as Machinery and equipment.

Movements in property, plant and equipment for the year ended December 31, 2010 were as follows:

| 2010 (US\$ million)                                   | Land | Buildings | Machinery<br>and<br>equipment | Assets<br>under<br>construction | Total |
|---|------|-----------|-------------------------------|---------------------------------|-------|
| <b>Cost</b>   |      |           |                               |                                 |       |
| January 1   | 133  | 1,646     | 3,532                         | 477                             | 5,788 |
| Additions   | 3    | 30        | 202                           | 212                             | 447   |
| Disposals   | –    | (24)      | (70)                          | –                               | (94)  |
| Transfers between categories                          | 11   | 50        | 332                           | (393)                           | –     |
| Currency translation effects and other                | 6    | 38        | 61                            | 13                              | 118   |
| December 31   | 153  | 1,740     | 4,057                         | 309                             | 6,259 |
| <b>Accumulated depreciation and impairment losses</b> |      |           |                               |                                 |       |

Edgar Filing: SYNGENTA AG - Form 20-F

|  |     |       |         |     |         |
|--|-----|-------|---------|-----|---------|
| January 1                              | –   | (871) | (2,179) | –   | (3,050) |
| Depreciation charge                    | –   | (57)  | (216)   | –   | (273)   |
| Impairment losses                      | –   | (4)   | (1)     | –   | (5)     |
| Depreciation on disposals              | –   | 20    | 60      | –   | 80      |
| Currency translation effects and other | –   | (20)  | (27)    | –   | (47)    |
| December 31                            | –   | (932) | (2,363) | –   | (3,295) |
| Net book value – December 31           | 153 | 808   | 1,694   | 309 | 2,964   |
| Insured value – December 31            |     |       |         |     | 7,530   |

F-38

---



Table of Contents

## 13. Intangible assets

Movements in intangible assets for the year ended December 31, 2011 are as follows:

| 2011 (US\$ million)                            | Product  |         |            |         |          | Other<br>intangibles | Total   |
|--|----------|---------|------------|---------|----------|----------------------|---------|
|  | Goodwill | rights  | Trademarks | Patents | Software |                      |         |
| Cost   |          |         |            |         |          |                      |         |
| January 1                                      | 1,677    | 3,197   | 96         | 91      | 384      | 438                  | 5,883   |
| Additions from business combinations           | –        | 38      | 5          | –       | –        | 4                    | 47      |
| Other additions                                | –        | 11      | –          | 3       | 35       | –                    | 49      |
| Retirements                                    | (60)     | (483)   | –          | (28)    | (83)     | (123)                | (777)   |
| Currency translation effects                   | (19)     | 30      | (1)        | 2       | (2)      | 3                    | 13      |
| December 31                                    | 1,598    | 2,793   | 100        | 68      | 334      | 322                  | 5,215   |
| Accumulated amortization and impairment losses |          |         |            |         |          |                      |         |
| January 1                                      | (329)    | (1,933) | (33)       | (50)    | (240)    | (211)                | (2,796) |
| Amortization charge                            | –        | (191)   | (6)        | (4)     | (48)     | (27)                 | (276)   |
| Impairment losses                              | (13)     | –       | (2)        | –       | (1)      | (8)                  | (24)    |
| Retirements                                    | 60       | 483     | –          | 28      | 83       | 123                  | 777     |
| Currency translation effects                   | 3        | (29)    | –          | (1)     | 2        | (2)                  | (27)    |
| December 31                                    | (279)    | (1,670) | (41)       | (27)    | (204)    | (125)                | (2,346) |
| Net book value – December 31                   | 1,319    | 1,123   | 59         | 41      | 130      | 197                  | 2,869   |

Other additions in 2011 and 2010 include intangible assets arising from license agreements involving non-monetary exchanges or where the cash flows related to the acquisition of the asset are payable over several years. Cash paid to acquire intangible assets was US\$62 million (2010: US\$118 million).

Amortization is included partly within cost of goods sold and partly within general and administrative expenses.

Other intangibles consist principally of values assigned to leases, supply contracts and customer relationships acquired in business combinations.

Movements in intangible assets for the year ended December 31, 2010 were as follows:

| 2010 (US\$ million)                  | Product  |        |            |         |          | Other<br>intangibles | Total |
|--------------------------------------|----------|--------|------------|---------|----------|----------------------|-------|
|                                      | Goodwill | rights | Trademarks | Patents | Software |                      |       |
| Cost                                 |          |        |            |         |          |                      |       |
| January 1                            | 1,617    | 3,082  | 82         | 84      | 313      | 497                  | 5,675 |
| Additions from business combinations | 51       | –      | 11         | –       | –        | 29                   | 91    |
| Other additions                      | –        | 44     | –          | 2       | 39       | 4                    | 89    |
| Retirements                          | (4)      | (29)   | –          | –       | –        | (102)                | (135) |
| Currency translation effects         | 13       | 100    | 3          | 5       | 32       | 10                   | 163   |
| December 31                          | 1,677    | 3,197  | 96         | 91      | 384      | 438                  | 5,883 |

| Accumulated amortization and impairment losses |       |         |      |      |       |       |         |
|--|-------|---------|------|------|-------|-------|---------|
| January 1                                      | (322) | (1,730) | (27) | (43) | (187) | (264) | (2,573) |
| Amortization charge                            | –     | (160)   | (5)  | (4)  | (34)  | (32)  | (235)   |
| Impairment losses                              | (5)   | 1       | –    | –    | (1)   | (10)  | (15)    |
| Disposals                                      | 2     | 23      | –    | –    | –     | 99    | 124     |
| Currency translation effects                   | (4)   | (67)    | (1)  | (3)  | (18)  | (4)   | (97)    |
| December 31                                    | (329) | (1,933) | (33) | (50) | (240) | (211) | (2,796) |
| Net book value – December 31                   | 1,348 | 1,264   | 63   | 41   | 144   | 227   | 3,087   |

F-39

Table of Contents

## 14. Other non-current financial assets

Other non-current financial assets at December 31, 2011 and 2010 are as follows:

| (US\$ million)                                 | 2011 | 2010 |
|--|------|------|
| Equity securities available-for-sale (Note 28) | 59   | 43   |
| Other non-current receivables                  | 214  | 204  |
| Defined benefit pension asset (Note 22)        | 145  | 147  |
| Investments in associates and joint ventures   | 131  | 124  |
| Total  | 549  | 518  |

None of Syngenta's investments in associates and joint ventures are publicly quoted. At December 31, 2011, these investments consist mainly of US\$61 million (2010: US\$59 million) for a 50 percent ownership of CIMO Compagnie Industrielle de Monthey SA, Switzerland, US\$38 million (2010: US\$35 million) for the 49 percent ownership of Sanbei Seeds Co. Ltd., China and US\$27 million (2010: US\$25 million) for a 40 percent ownership of Maisadour Semences SA, France. Income statement effects are not significant for the above associates and joint ventures. Syngenta's 2010 share of income from associates and joint ventures relates mainly to Greenleaf Genetics LLC, which became a Syngenta subsidiary on November 8, 2010.

## 15. Trade accounts payable

The contractual maturities of trade accounts payable at December 31, 2011 and 2010 are as follows:

| (US\$ million) | Total | 0–90<br>days | 90–180<br>days | 180 days–<br>1 year |
|----------------|-------|--------------|----------------|---------------------|
| 2011           | 2,881 | 1,868        | 156            | 857                 |
| 2010           | 2,590 | 1,645        | 274            | 671                 |

## 16. Current financial debt

Current financial debt at December 31, 2011 and 2010 is as follows:

| (US\$ million)                              | 2011 | 2010 |
|---|------|------|
| Bank and other financial debt               | 209  | 218  |
| Receivables factored with recourse          | 125  | 98   |
| Current portion of financial debt (Note 18) | 409  | 676  |
| Total                                       | 743  | 992  |

Table of Contents

## 16. Current financial debt continued

The following table presents additional information related to short-term borrowing at December 31, 2011:

|   | Amount<br>outstanding<br>at December<br>31 | Weighted<br>average<br>interest rate<br>on outstanding<br>balance | Average<br>amount<br>outstanding<br>for the year | Weighted<br>average<br>interest rate<br>on average<br>outstanding<br>balance during the year | Maximum<br>month-end<br>amount |
|---|--|---|--|--|--------------------------------|
| 2011 (US\$ million)                         | 31   |   |  |  |                                |
| Bank and other financial debt               | 209  | 3.3%  | 199  | 3.3%   | 338                            |
| Receivables factored with recourse          | 125  | 6.8%  | 92   | 6.8%   | 125                            |
| Current portion of financial debt (Note 18) | 409  | 3.5%  | 516  | 4.1%   | 750                            |
| Total                                       | 743  | 4.0%  | 807  | 4.2%   |                                |
| 2010  | 992  | 3.9%  | 547  | 3.3%   |                                |

Syngenta has a committed, revolving, multi-currency, syndicated credit facility of US\$1,200 million (the “Credit Facility”), which matures in 2013. As of December 31, 2011, Syngenta has no borrowings outstanding under this facility. The Credit Facility provides for interest on amounts borrowed at a rate based on either LIBOR or EURIBOR, depending upon the currency of the borrowing, plus a margin and mandatory costs. Syngenta is also obligated to pay commitment fees on the unused portion of the Credit Facility. These fees vary from 0.03 percent to 0.06 percent per annum depending upon Syngenta’s long-term credit rating.

The contractual maturities of current financial debt at December 31, 2011 and 2010 are as follows:

| (US\$ million) | Total | 0–90<br>days | 90–180<br>days | 180 days–<br>1 year |
|----------------|-------|--------------|----------------|---------------------|
| 2011           | 743   | 224          | 8              | 511                 |
| 2010           | 992   | 207          | 11             | 774                 |

## 17. Other current liabilities

Other current liabilities at December 31, 2011 and 2010 consist of the following:

| (US\$ million)                            | 2011  | 2010 |
|---|-------|------|
| Accrued short-term employee benefits      | 428   | 288  |
| Taxes other than income taxes             | 95    | 72   |
| Accrued interest payable                  | 46    | 55   |
| Accrued utility costs                     | 71    | 48   |
| Social security and pension contributions | 70    | 57   |
| Other payables                            | 172   | 165  |
| Other accrued expenses                    | 146   | 161  |
| Total                                     | 1,028 | 846  |

Edgar Filing: SYNGENTA AG - Form 20-F

The maturities of other current liabilities are as follows. For liabilities without a contractual maturity date, the analysis represents the estimated timing of cash outflows.

| (US\$ million) | Total | 0–90<br>days | 90–180<br>days | 180 days–<br>1 year |
|----------------|-------|--------------|----------------|---------------------|
| 2011           | 1,028 | 510          | 230            | 288                 |
| 2010           | 846   | 589          | 157            | 100                 |

F-41

---

Table of Contents

## 18. Financial debt and other non-current liabilities

Financial debt and other non-current liabilities at December 31, 2011 and 2010 are as follows:

| (US\$ million)  | 2011  | 2010  |
|---|-------|-------|
| 4.125% Eurobond 2011                                  | –     | 667   |
| 4.000% Eurobond 2014                                  | 679   | 673   |
| 4.125% Eurobond 2015                                  | 665   | 669   |
| US private placement notes                            | 268   | 270   |
| 3.375% CHF domestic bond 2013                         | 530   | 531   |
| 3.500% CHF domestic bond 2012                         | 398   | 399   |
| Unsecured bond issues and US private placement notes  | 2,540 | 3,209 |
| Liabilities to banks and other financial institutions | 2     | 4     |
| Finance lease obligations                             | 45    | 48    |
| Total financial debt (including current portion)      | 2,587 | 3,261 |
| Less: current portion of financial debt (Note 16)     | (409) | (676) |
| Non-current derivative financial liabilities          | 86    | 76    |
| Other non-current liabilities and deferred income     | 110   | 125   |
| Total   | 2,374 | 2,786 |

Other non-current liabilities and deferred income relates to license agreements with several counterparties. Related cash flows of US\$21 million (2010: US\$9 million) are payable between one and four years and US\$89 million of deferred income at December 31, 2011 (2010: US\$116 million) will be recognized in income as related licensed product sales occur.

The weighted average interest rate on non-current bank and other financial debt is 3.9 percent per annum (2010: 4.1 percent per annum).

The weighted average interest rate on the combined current and non-current bank and other financial debt is 4.3 percent per annum (2010: 4.0 percent per annum). The weighted average interest rates include the cost of financing emerging market borrowings.

Interest paid on non-current financial debt is US\$134 million (2010: US\$121 million; 2009: US\$98 million). All non-current debt ranks equally.

Syngenta AG has fully and unconditionally guaranteed on a senior unsecured basis the due and punctual payment of the principal of and any premium and interest on the debt securities issued by Syngenta Finance NV, which is an indirect, wholly-owned finance subsidiary. The guarantees will rank equally with all of Syngenta's other unsecured and unsubordinated debt. No other subsidiary of Syngenta guarantees such debt securities.

## 19. Provisions

Provisions at December 31, 2011 and 2010 are as follows:

| (US\$ million)           | 2011 | 2010 |
|--------------------------|------|------|
| Restructuring provisions | 98   | 57   |

|  |       |       |
|--|-------|-------|
| Employee benefits:   |       |       |
| Pensions (Note 22)   | 288   | 203   |
| Other post-retirement benefits (Note 22)                         | 101   | 97    |
| Other long-term employee benefits                                | 57    | 60    |
| Environmental provisions (Note 25)                               | 369   | 393   |
| Provisions for legal and product liability settlements (Note 25) | 189   | 193   |
| Other provisions   | 98    | 109   |
| Total  | 1,200 | 1,112 |

F-42

---

Table of Contents

## 19. Provisions continued

|  |       |       |
|--|-------|-------|
| (US\$ million)   | 2011  | 2010  |
| Current portion of:                                    |       |       |
| Restructuring provisions                               | 58    | 40    |
| Employee benefits                                      | 17    | 24    |
| Environmental provisions                               | 74    | 63    |
| Provisions for legal and product liability settlements | 13    | 25    |
| Other provisions                                       | 70    | 76    |
| Total current provisions                               | 232   | 228   |
| Total non-current provisions                           | 968   | 884   |
| Total  | 1,200 | 1,112 |

The timing of payment in respect of non-current provisions is, with few exceptions, not contractually fixed and cannot be estimated with certainty. Key assumptions and sources of estimation uncertainty are discussed in Note 2.

At December 31, 2011, Syngenta recognized US\$39 million (2010: US\$38 million) in Other non-current financial assets in respect of virtually certain reimbursements.

Significant legal proceedings are discussed in Note 25 below. With regards to those proceedings other than those settled in 2011, and where Syngenta is defendant in the case and subject to potential financial damages, there has been no material change in Syngenta's view of the probable outcome during 2011. There can, however, be no guarantee that the ultimate outcome will be in line with Syngenta's current view.

Movements in provisions during the year ended December 31, 2011 are as follows:

| (US\$ million)   | January 1 | Charged to income | Release of provisions to income | Payments | Actuarial (gains)/ losses | Currency translation effects/other | December 31 |
|--|-----------|-------------------|---------------------------------|----------|---------------------------|------------------------------------|-------------|
| Restructuring provisions:                              |           |                   |                                 |          |                           |                                    |             |
| Employee termination costs                             | 39        | 96                | (4)                             | (51)     | –                         | (5)                                | 75          |
| Other third party costs                                | 18        | 26                | (1)                             | (20)     | –                         | –                                  | 23          |
| Employee benefits:                                     |           |                   |                                 |          |                           |                                    |             |
| Pensions   | 203       | 65                | –                               | (198)    | 236                       | (18)                               | 288         |
| Other post-retirement benefits                         | 97        | 8                 | –                               | (9)      | 7                         | (2)                                | 101         |
| Other long-term employee benefits                      | 60        | 7                 | –                               | (11)     | –                         | 1                                  | 57          |
| Environmental provisions                               | 393       | 12                | (3)                             | (33)     | –                         | –                                  | 369         |
| Provisions for legal and product liability settlements | 193       | 53                | (9)                             | (47)     | –                         | (1)                                | 189         |
| Other provisions                                       | 109       | 9                 | (6)                             | (16)     | –                         | 2                                  | 98          |
| Total  | 1,112     | 276               | (23)                            | (385)    | 243                       | (23)                               | 1,200       |

Provisions for employee termination costs include severance, pension and other costs directly related to these employees.



Provisions for other third party costs principally include payments for early termination of contracts with third parties related to redundant activities.

Other provisions mainly comprise provisions for long-term contractual obligations under license agreements.

## 20. Share capital

Each Syngenta ordinary share carries one vote at the shareholders' meetings of Syngenta. Voting rights may be exercised only after a shareholder has been registered in Syngenta's share register. Registration as a shareholder with voting rights is subject to certain declarations on the ownership of Syngenta shares. The number of ordinary shares of par value CHF 0.10 that were authorized, issued and outstanding at, and the movements during the years ended December 31, 2011 and 2010, are presented in the table below. The Board of Directors of Syngenta AG is authorized to increase the share capital through issuance of a maximum of 9,459,985 ordinary shares. This authority expires on April 20, 2012.

Table of Contents

## 20. Share capital continued

| (Millions of shares)  | 2011            |                      | 2010            |                      |
|---|-----------------|----------------------|-----------------|----------------------|
|   | Shares in issue | Treasury shares held | Shares in issue | Treasury shares held |
| January 1   | 94.6            | (2.4)                | 94.6            | (1.6)                |
| Cancellation of treasury shares   | (0.8)           | 0.8                  | –               | –                    |
| Share repurchases   | –               | (1.3)                | –               | (1.3)                |
| Issue of ordinary shares under employee share purchase and option plans | –               | 0.4                  | –               | 0.5                  |
| December 31   | 93.8            | (2.5)                | 94.6            | (2.4)                |

At December 31, 2011 and 2010 Syngenta had no open options accounted for as equity instruments.

## 21. Non-cash items included in income before taxes

The following table analyzes non-cash items included in income before taxes for the years ended December 31, 2011, 2010 and 2009:

| (US\$ million)  | 2011  | 2010 | 2009 |
|---|-------|------|------|
| Depreciation, amortization and impairment of:                 |       |      |      |
| Property, plant and equipment (Note 12)                       | 349   | 278  | 249  |
| Intangible assets (Note 13)                                   | 300   | 250  | 229  |
| Financial assets  | 1     | 21   | 8    |
| Deferred revenue and gains                                    | (41)  | (36) | (47) |
| Gains on disposal of non-current assets                       | (78)  | (20) | (23) |
| Charges in respect of equity-settled share based compensation | 54    | 66   | 64   |
| Charges in respect of provisions (Note 19)                    | 253   | 153  | 106  |
| Income in respect of reimbursements of provisions             | –     | –    | (15) |
| Financial expense, net  | 165   | 141  | 122  |
| Gains on hedges reported in operating income                  | (187) | (23) | (81) |
| Share of net loss/(gain) from associates                      | (15)  | (25) | 3    |
| Total   | 801   | 805  | 615  |

## 22. Post-employment benefits

Syngenta has, apart from legally required social security arrangements, numerous independent pension plans, which are either “defined contribution” plans where company contributions and resulting benefit costs are a set percentage of employees’ pay or “defined benefit” plans where benefits are based on employees’ length of service and pensionable pay. Syngenta’s contributions to defined contribution plans were US\$32 million for the year ended December 31, 2011 (2010: US\$26 million; 2009: US\$33 million). A receivable of US\$12 million (2010: US\$20 million) has been recognized, representing Syngenta’s share of excess contributions paid in prior years to its defined contribution plan in Brazil, following regulatory changes in 2009 that confirmed Syngenta’s right to reduce its future contributions to the plan by this amount. Approximately 40 percent of employees are members of defined benefit plans and a significant

proportion of these are members of both defined benefit and defined contribution plans. All of the major defined benefit plans are funded through legally separate trustee administered funds. The cash funding of these plans, which may from time to time involve special payments, is designed to ensure that present and future contributions should be sufficient to meet future liabilities. Syngenta's main defined benefit pension plans are in the UK, Switzerland and the USA.

The defined benefit section of Syngenta's UK pension fund has been closed to new members since 2002, but the majority of members still have defined benefit rights based on their final pensionable pay. At retirement date, members have the right to take up to 25 percent of the value of their benefits as a lump sum. The balance is paid as an annuity. The trustee of the fund is required by UK law and the fund rules to increase pensions in payment and accrued deferred pension rights each year by the lower of 5 percent and price inflation, as measured by the UK Retail Price Index (RPI) or Consumer Price Index (CPI), as applicable. Employer contributions must be agreed between Syngenta and the trustee at each statutory valuation date, which is at least every three years, and remain binding until re-assessed in the following valuation. The solvency of the fund, defined as its ability to pay benefits as they fall due, is guaranteed by the sponsoring subsidiary, Syngenta Ltd. Syngenta AG has irrevocably and unconditionally undertaken to ensure Syngenta Ltd will honor that guarantee.

Syngenta's Swiss pension plan contains a cash balance benefit formula, accounted for as a defined benefit plan. Employer contributions are defined in the pension fund rules in terms of an age related sliding scale of percentages of pay. Under Swiss law, Syngenta AG guarantees the vested benefit amount as confirmed annually to members. Interest may be added to member balances at the discretion of the Board of Trustees. At retirement date, members have the right to take their retirement benefit as a lump sum, an annuity or part as a lump sum with

Table of Contents

## 22. Post-employment benefits continued

the balance converted to a fixed annuity at the rates defined in the fund rules. The Board of Trustees may increase the annuity at their discretion subject to the plan's funded status including sufficient free funds as determined according to Swiss statutory valuation rules.

Syngenta's main US defined benefit pension plan was closed to new members effective January 1, 2009. Employees joining Syngenta after that date participate in a defined contribution pension plan. The defined benefits of existing members of the defined benefit plan were not affected by this change. The defined benefit plan offers members the choice of taking their retirement benefits, which are based on their average pay over their final ten years' service, as a full lump sum at retirement date or as a fixed annuity. Syngenta's contributions to the defined benefit plan are made based on US pension funding regulations, in the form of lump sums. In these financial statements, the benefit obligation has been valued assuming that current employees will take the lump sum option at normal retirement or leaving date. Under current market conditions, this values the benefit obligation at a higher amount than would result assuming the annuity option is taken.

The status of Syngenta's defined benefit plans at December 31, 2011 and 2010 using actuarial assumptions determined in accordance with IAS 19 is summarized below. The following tables provide reconciliations of benefit obligations, plan assets and funded status of the defined benefit pension plans to the amounts recognized in the consolidated balance sheet at December 31, 2011 and 2010:

| (US\$ million)               | 2011  | 2010  |
|------------------------------|-------|-------|
| Benefit obligations          |       |       |
| January 1                    | 5,116 | 4,714 |
| Current service cost         | 113   | 87    |
| Employee contributions       | 39    | 32    |
| Interest cost                | 224   | 211   |
| Actuarial (gains)/losses     | 193   | 191   |
| Benefit payments             | (204) | (201) |
| Other movements              | (252) | –     |
| Currency translation effects | (24)  | 82    |
| December 31                  | 5,205 | 5,116 |
| Of which arising from:       |       |       |
| Funded plans                 | 5,071 | 4,969 |
| Wholly unfunded plans        | 134   | 147   |

| (US\$ million)               | 2011  | 2010  |
|------------------------------|-------|-------|
| Plan assets at fair value    |       |       |
| At January 1                 | 5,113 | 4,340 |
| Actual return on plan assets | 185   | 513   |
| Employer contributions       | 205   | 342   |
| Employee contributions       | 39    | 32    |
| Benefit payments             | (204) | (201) |
| Other movements              | (260) | –     |
| Currency translation effects | (3)   | 87    |

December 31 5,075 5,113

Actual return on plan assets can be analyzed as follows:

| (US\$ million)                 | 2011 | 2010 |
|--------------------------------|------|------|
| Expected return on plan assets | 261  | 221  |
| Actuarial gains/(losses)       | (76) | 292  |
| Total                          | 185  | 513  |

F-45

---

Table of Contents

## 22. Post-employment benefits continued

| (US\$ million)   | 2011  | 2010        |
|--|-------|-------------|
| Funded status  | (130) | (3)         |
| Unrecognized past service gain   | (16)  | (21)        |
| Limitation on recognition of surplus due to uncertainty of obtaining future benefits | (4)   | (38)        |
| Net accrued benefit liability  | (150) | (62)        |
| Amounts recognized in the balance sheet:   |       | 2011 2010   |
| Prepaid benefit costs (Note 14)  |       | 145 147     |
| Accrued benefit liability  |       | (295) (209) |
| Net amount recognized  |       | (150) (62)  |

Of the accrued benefit liability for pensions of US\$295 million at December 31, 2011, US\$288 million is included in Note 19 as pension provisions and US\$7 million as restructuring provisions (2010: US\$203 million as pension; US\$6 million as restructuring).

The following table shows estimated future defined benefit payments. Actual payments may differ from those shown because of uncertain future events, including members' choice of benefit options as described above.

| (US\$ million)  |       |
|-----------------|-------|
| 2012            | 209   |
| 2013            | 219   |
| 2014            | 239   |
| 2015            | 247   |
| 2016            | 259   |
| Years 2017–2021 | 1,447 |
| Total 2012–2021 | 2,620 |

Syngenta determines the expected long-term rate of return on pension plan assets separately for each asset category held within each of the major defined benefit pension funds that it sponsors. The rate of return assumption for each fund is determined after taking into account the investment performance benchmarks set by the governing body of the pension fund. Both historical rates of return and future investment outlook are considered.

Syngenta's estimate of employer contributions to be paid to defined benefit plans in 2012 is US\$80 million. Actual payments could differ materially from this estimate if any new funding regulations are enacted or due to business and financial market conditions, which may result in Syngenta prepaying contributions. Additional contributions, the amount and timing of which are uncertain, may also be required as Syngenta's restructuring programs are implemented.

In accordance with UK pension regulations, deficit recovery contributions of US\$31 million per year to 2019 were agreed with the UK pension plan Trustee during the 2009 valuation. In 2010, US\$100 million of these contributions was prepaid, and as a result no further payments towards this commitment were required to be made during 2011. Additional contributions of up to US\$16 million per year are also required to be paid until the next full actuarial valuation and deficit recovery contribution agreement in 2012 if the actual percentage return on plan assets is less than the agreed assumption. No such additional contributions were required to be made in 2011 and 2010 as the

actual percentage return on plan assets during these years exceeded the agreed assumption.

The expected long-term rates of return on assets, the fair values of assets and the liabilities of the major defined benefit pension plans, together with aggregated data for other defined benefit plans are as follows:

F-46

---

Table of Contents

## 22. Post-employment benefits continued

|                           | Expected rate of return used<br>for income statement (%) |     |     | Fair value at December 31<br>(US\$ million) |         |       |       |         | Total | % |
|---------------------------|--|-----|-----|---|---------|-------|-------|---------|-------|---|
|                           | Switzerland  | UK  | USA | Switzerland                                 | UK      | USA   | Other |         |       |   |
|                           |  |     |     |   |         |       | plans |         |       |   |
| 2011                      |  |     |     |   |         |       |       |         |       |   |
| Equities                  | 5.5  | 7.1 | 8.0 | 327   | 778     | 175   | 46    | 1,326   | 26    |   |
| Real estate               | 3.3  | –   | 7.5 | 174   | –       | –     | –     | 174     | 3     |   |
| Bonds                     | 2.0  | 5.1 | 5.5 | 796   | 781     | 302   | 44    | 1,923   | 38    |   |
| Other assets              | 5.0  | 6.1 | 6.5 | 291   | 779     | 185   | 136   | 1,391   | 28    |   |
| Cash and cash equivalents | 0.3  | 0.5 | 3.0 | 148   | 36      | 76    | 1     | 261     | 5     |   |
| Fair value of assets      | 3.3  | 6.2 | 6.5 | 1,736                                       | 2,374   | 738   | 227   | 5,075   | 100   |   |
| Benefit obligation        |  |     |     | (1,726)                                     | (2,368) | (740) | (371) | (5,205) |       |   |
| Discount rate (%)         |  |     |     | 2.5   | 4.9     | 4.4   |       | 4.0     |       |   |
| Funded status             |  |     |     | 10  | 6       | (2)   | (144) | (130)   |       |   |

|                           | Expected rate of return used<br>for income statement (%) |     |     | Fair value at December 31<br>(US\$ million) |         |       |       |         | Total | % |
|---------------------------|--|-----|-----|---|---------|-------|-------|---------|-------|---|
|                           | Switzerland  | UK  | USA | Switzerland                                 | UK      | USA   | Other |         |       |   |
|                           |  |     |     |   |         |       | plans |         |       |   |
| 2010                      |  |     |     |   |         |       |       |         |       |   |
| Equities                  | 6.0  | 7.1 | 8.5 | 343   | 833     | 197   | 44    | 1,417   | 28    |   |
| Real estate               | 3.5  | –   | 8.0 | 174   | –       | –     | –     | 174     | 3     |   |
| Bonds                     | 2.5  | 5.3 | 6.0 | 886   | 632     | 276   | 42    | 1,836   | 36    |   |
| Other assets              | 5.5  | 6.2 | 7.0 | 386   | 714     | 178   | 137   | 1,415   | 28    |   |
| Cash and cash equivalents | 0.3  | 0.5 | 3.0 | 47  | 167     | 55    | 2     | 271     | 5     |   |
| Fair value of assets      | 3.8  | 6.3 | 7.0 | 1,836                                       | 2,346   | 706   | 225   | 5,113   | 100   |   |
| Benefit obligation        |  |     |     | (1,736)                                     | (2,328) | (666) | (386) | (5,116) |       |   |
| Discount rate (%)         |  |     |     | 2.8   | 5.4     | 5.3   |       | 4.4     |       |   |
| Funded status             |  |     |     | 100   | 18      | 40    | (161) | (3)     |       |   |

The following table provides an analysis of the benefit costs recorded in the consolidated income statement for the defined benefit pension plans for the years ended December 31, 2011, 2010 and 2009:

| (US\$ million)                 | 2011  | 2010  | 2009  |
|--------------------------------|-------|-------|-------|
| Current service cost           | 113   | 87    | 73    |
| Interest cost                  | 224   | 211   | 211   |
| Expected return on plan assets | (261) | (221) | (212) |
| Net periodic benefit cost      | 76    | 77    | 72    |

Amounts recognized in OCI were as follows for the years ended December 31, 2011, 2010 and 2009:

| (US\$ million)  | 2011  | 2010  | 2009  |
|---|-------|-------|-------|
| Amounts recognized during the period:                         |       |       |       |
| Actuarial (gains)/losses                                      | 269   | (101) | 111   |
| Funded surplus (recognized)/not recognized as an asset        | (33)  | 35    | –     |
| Cumulative actuarial (gains)/losses recognized at December 31 | 1,255 | 1,019 | 1,103 |



F-47

---

Table of Contents

## 22. Post-employment benefits continued

The defined benefit obligation, plan assets, funded status, changes in actuarial assumptions, and experience adjustments resulting from comparisons to actuarial assumptions for the years ended December 31, 2007 to 2011 for pensions are as follows:

| (US\$ million)   | 2011    | 2010    | 2009    | 2008    | 2007    |
|--|---------|---------|---------|---------|---------|
| Benefit obligation   | (5,205) | (5,116) | (4,714) | (3,882) | (4,713) |
| Plan assets  | 5,075   | 5,113   | 4,340   | 3,556   | 4,669   |
| Funded deficit   | (130)   | (3)     | (374)   | (326)   | (44)    |
| Changes in actuarial assumptions   | (173)   | (201)   | (537)   | 412     | 200     |
| Experience adjustments (increasing)/reducing plan liabilities                      | (20)    | 11      | 68      | (58)    | (82)    |
| Experience adjustments on plan assets: actual returns greater/(less) than expected | (76)    | 292     | 358     | (678)   | 64      |
| Total  | (269)   | 102     | (111)   | (324)   | 182     |

The following tables give the weighted-average assumptions used to calculate the benefit cost and benefit obligation for defined benefit plans:

| Weighted-average assumptions: benefit cost for the year ended December 31 | 2011 | 2010 | 2009 |
|---|------|------|------|
|   | %    | %    | %    |
| Discount rate   | 4.4  | 4.8  | 5.1  |
| Rate of increase in pensionable pay                                       | 3.0  | 2.8  | 2.8  |
| Expected return on plan assets  | 5.1  | 5.4  | 5.6  |

|  | 2011 | 2010 |
|--|------|------|
| Weighted-average assumptions: benefit obligation as at December 31 | %    | %    |
| Discount rate  | 4.0  | 4.4  |
| Rate of increase in pensionable pay                                | 2.9  | 3.0  |

Mortality assumptions are discussed in Note 2 under “critical accounting estimates”.

## Other post-retirement benefits

Syngenta’s net liability for other post-retirement benefits at December 31, 2011 was US\$101 million (December 31, 2010: US\$97 million) which comprised a defined benefit obligation of US\$215 million (2010: US\$211 million), plan assets of US\$114 million (2010: US\$114 million) and immaterial amounts of unrecognized past service cost.

Cumulative actuarial losses recognized in OCI were US\$124 million (2010: US\$117 million; 2009: US\$101 million) and amounts recognized in OCI for the period were losses of US\$7 million (2010: US\$16 million loss; 2009: US\$13 million gain). Expense recognized in the consolidated income statement, contributions to the other post-retirement benefit plans and benefit payments by the plans were not material for 2011, 2010 and 2009.

The assumed healthcare cost trend rate at December 31, 2011 was 8.0 percent, decreasing in each successive year from 2012 onwards, to reach an ultimate rate of 5.0 percent in 2020 (December 31, 2010: 7.5 percent decreasing to 5.0 percent in 2017).

F-48

---

Table of Contents

## 23. Employee share participation plans

Employee and management share participation plans exist as follows. All plans are equity-settled except where stated.

## Syngenta Long-Term Incentive Plan (LTI)

The Syngenta Long-Term Incentive Plan provides selected executives and key employees of Syngenta with the opportunity to obtain the right to purchase shares of Syngenta. The grant of options for Syngenta shares is at the discretion of the Compensation Committee, whose members are appointed by the Board of Directors of Syngenta.

The following table sets out share option activity under this plan during 2010 and 2011, including the equivalent American Depositary Shares (ADS) that are offered to Syngenta employees in the USA, and summarizes information about share options outstanding at December 31, 2010 and 2011.

|   | Exercise price<br>(CHF) | Outstanding at<br>January 1 | Granted | Exercised<br>(thousands of options) | Forfeited/<br>other | Outstanding at<br>December 31 | Exercisable | Remaining<br>contractual<br>life<br>(years) |
|---|-------------------------|-----------------------------|---------|-------------------------------------|---------------------|-------------------------------|-------------|---|
| Year ended December 31, 2010              |                         |                             |         |                                     |                     |                               |             |   |
| Awarded in 2001                           | 76.5                    | 9.2                         | –       | (9.2)                               | –                   | –                             | –           | –   |
| Awarded in 2002                           | 83.7                    | 2.2                         | –       | (0.8)                               | –                   | 1.4                           | 1.4         | 0.25  |
| Awarded in 2002                           | 98.0                    | 23.6                        | –       | (7.8)                               | –                   | 15.8                          | 15.8        | 1.25  |
| Awarded in 2002                           | 98.0                    | 17.5                        | –       | (8.2)                               | –                   | 9.3                           | 9.3         | 2.25  |
| Awarded in 2003                           | 59.7                    | 54.5                        | –       | (16.4)                              | (0.5)               | 37.6                          | 37.6        | 2.25  |
| Awarded in 2003                           | 59.7                    | 41.1                        | –       | (13.4)                              | –                   | 27.7                          | 27.7        | 3.25  |
| Awarded in 2004                           | 89.3                    | 110.7                       | –       | (26.9)                              | (0.9)               | 82.9                          | 82.9        | 3.25  |
| Awarded in 2004                           | 89.3                    | 58.1                        | –       | (8.5)                               | –                   | 49.6                          | 49.6        | 4.25  |
| Awarded in 2005                           | 127.4                   | 135.2                       | –       | (43.6)                              | (0.8)               | 90.8                          | 90.8        | 4.25  |
| Awarded in 2006                           | 185.0                   | 180.5                       | –       | (54.5)                              | (1.0)               | 125.0                         | 125.0       | 5.25  |
| Awarded in 2007                           | 226.7                   | 215.3                       | –       | (66.3)                              | (2.4)               | 146.6                         | 146.6       | 6.25  |
| Awarded in 2008                           | 301.5                   | 224.8                       | –       | (1.2)                               | (16.6)              | 207.0                         | 12.9        | 7.25  |
| Awarded in 2009                           | 233.4                   | 377.4                       | –       | (3.1)                               | (21.0)              | 353.3                         | 11.4        | 8.25  |
| Awarded in 2010                           | 283.7                   | –                           | 167.3   | –                                   | (2.7)               | 164.6                         | 2.2         | 9.25  |
| Total for year ended<br>December 31, 2010 |                         | 1,450.1                     | 167.3   | (259.9)                             | (45.9)              | 1,311.6                       | 613.2       |   |
| Year ended December 31, 2011              |                         |                             |         |                                     |                     |                               |             |   |
| Awarded in 2002                           | 83.7                    | 1.4                         | –       | (1.4)                               | –                   | –                             | –           | –   |
| Awarded in 2002                           | 98.0                    | 15.8                        | –       | (7.4)                               | –                   | 8.4                           | 8.4         | 0.25  |
| Awarded in 2002                           | 98.0                    | 9.3                         | –       | –                                   | –                   | 9.3                           | 9.3         | 1.25  |
| Awarded in 2003                           | 59.7                    | 37.6                        | –       | (15.7)                              | 0.5                 | 22.4                          | 22.4        | 2.25  |
| Awarded in 2003                           | 59.7                    | 27.7                        | –       | (7.1)                               | –                   | 20.6                          | 20.6        | 2.25  |
| Awarded in 2004                           | 89.3                    | 82.9                        | –       | (27.8)                              | 0.9                 | 56.0                          | 56.0        | 3.25  |
| Awarded in 2004                           | 89.3                    | 49.6                        | –       | (3.4)                               | –                   | 46.2                          | 46.2        | 3.25  |
| Awarded in 2005                           | 127.4                   | 90.8                        | –       | (20.7)                              | 0.4                 | 70.5                          | 70.5        | 4.25  |

Edgar Filing: SYNGENTA AG - Form 20-F

|   |       |         |       |         |        |         |       |      |
|---|-------|---------|-------|---------|--------|---------|-------|------|
| Awarded in 2006                           | 185.0 | 125.0   | –     | (32.3)  | 0.2    | 92.9    | 92.9  | 4.25 |
| Awarded in 2007                           | 226.7 | 146.6   | –     | (32.5)  | (0.4)  | 113.7   | 113.7 | 5.25 |
| Awarded in 2008                           | 301.5 | 207.0   | –     | (25.8)  | (2.3)  | 178.9   | 178.9 | 6.25 |
| Awarded in 2009                           | 233.4 | 353.3   | –     | (6.8)   | (7.4)  | 339.1   | 11.2  | 7.25 |
| Awarded in 2010                           | 283.7 | 164.6   | –     | (0.4)   | (2.5)  | 161.7   | 4.1   | 8.25 |
| Awarded in 2011                           | 308.7 | –       | 189.0 | –       | (2.3)  | 186.7   | 0.3   | 9.25 |
| Total for year ended<br>December 31, 2011 |       | 1,311.6 | 189.0 | (181.3) | (12.9) | 1,306.4 | 634.5 |      |

All fully vested options are exercisable.

The exercise prices are equal to either the weighted average share price on the SIX Swiss Exchange (“SIX”) for the five business days preceding the grant date, or the share price on the SIX at the grant date. The Compensation Committee determines which of the two exercise prices are used for each grant year. Options over ADSs are priced at one-fifth of the exercise price of a Swiss option, converted to US dollars at the exchange rate at the grant date, which may vary from the exchange rate at the exercise date. Standard options vest in full

Table of Contents

## 23. Employee share participation plans continued

and are exercisable after completion of three years service and terminate after 10 or 11 years from the grant date. Vesting can occur after less than three years in particular circumstances including redundancy and retirement. None of the options vest on a pro rata basis during the vesting period.

The Long-Term Incentive Plan also grants selected executives and key employees of Syngenta restricted share units (RSUs) (or equivalent restricted ADSs for relevant Syngenta employees in the USA). RSUs (or equivalent restricted ADSs) are rights to receive the equivalent number of Syngenta AG shares for no payment at the end of a three-year vesting period. RSUs do not carry rights to dividends. None of the RSUs or equivalent ADSs vest on a pro rata basis during the vesting period.

The following table sets out RSU activity under this plan during 2010 and 2011 (including the equivalent restricted ADS for relevant Syngenta employees in the USA), and summarizes information about RSUs outstanding at December 31, 2010 and 2011.

| RSUs                                   | Grant date<br>fair value<br>(CHF) | Outstanding at<br>January 1 | Granted               | Distributed | Forfeited/<br>other | Outstanding at<br>December 31 | Remaining<br>life<br>(years) |
|--|-----------------------------------|-----------------------------|-----------------------|-------------|---------------------|-------------------------------|------------------------------|
|  |                                   |                             | (thousands of shares) |             |                     |                               |                              |
| Year ended December 31, 2010           |                                   |                             |                       |             |                     |                               |                              |
| Awarded in 2007                        | 211.1                             | 48.8                        | –                     | (48.8)      | –                   | –                             | –                            |
| Awarded in 2008                        | 283.9                             | 52.2                        | –                     | (1.7)       | (3.0)               | 47.5                          | 0.25                         |
| Awarded in 2009                        | 218.1                             | 86.1                        | –                     | (2.5)       | (4.8)               | 78.8                          | 1.25                         |
| Awarded in 2010                        | 265.0                             | –                           | 106.2                 | (3.1)       | (3.3)               | 99.8                          | 2.25                         |
| Total for year ended December 31, 2010 |                                   | 187.1                       | 106.2                 | (56.1)      | (11.1)              | 226.1                         |                              |
| Year ended December 31, 2011           |                                   |                             |                       |             |                     |                               |                              |
| Awarded in 2008                        | 283.9                             | 47.5                        | –                     | (47.5)      | –                   | –                             | –                            |
| Awarded in 2009                        | 218.1                             | 78.8                        | –                     | (4.9)       | (1.3)               | 72.6                          | 0.25                         |
| Awarded in 2010                        | 265.0                             | 99.8                        | –                     | (1.5)       | (2.4)               | 95.9                          | 1.25                         |
| Awarded in 2011                        | 287.4                             | –                           | 89.5                  | (0.8)       | (1.4)               | 87.3                          | 2.25                         |
| Total for year ended December 31, 2011 |                                   | 226.1                       | 89.5                  | (54.7)      | (5.1)               | 255.8                         |                              |

## Share option valuation assumptions

The fair value of options granted was measured using the Black-Scholes-Merton formula. The effect of early exercise has been incorporated into the model by using an estimate of the option's expected life rather than its contractual life. The measurement of fair value was not adjusted for any other feature of the option grant and no option grant was subject to a market condition.

The weighted average assumptions used in determining the fair value of options granted were as follows:

|                         | 2011  | 2010  |
|-------------------------|-------|-------|
| Dividend yield          | 2.3%  | 2.2%  |
| Volatility              | 23.1% | 23.6% |
| Risk-free interest rate | 1.9%  | 2.0%  |

|                                |         |         |
|--------------------------------|---------|---------|
| Expected life                  | 7 years | 7 years |
| Exercise price (CHF per share) | 308.7   | 283.7   |

The dividend yield and volatility are management estimates for the life of the option, as no warrants or options over Syngenta shares for this period are widely traded. Both actual dividend yield and volatility may vary from the assumptions used above. The estimate of volatility takes into account the historical volatility of the Syngenta share price, and the implied volatilities of such longer dated warrants that have been traded in the market. The volatility assumption for 2011, as measured at the grant date, was based on the 120-month historical volatility of Syngenta AG shares on the SIX.

F-50

---

Table of Contents

## 23. Employee share participation plans continued

## Syngenta Deferred Share Plan

The Syngenta Deferred Share Plan provides selected senior executives with an opportunity to obtain shares of Syngenta. The plan entitles participants to defer part of their annual short-term incentive awards in favor of Syngenta shares and to receive matching shares according to the rules of the plan. The grant date value of a deferred share and the corresponding matching share is the Syngenta share price on the grant date adjusted for the absence of dividend entitlement during the deferral period. Shares are deferred for a period of three years starting on the grant date. At the end of the deferral period, Syngenta matches the deferred shares on a one-for-one basis. A mandatory part of the short-term incentive is allocated as deferred shares. Additional voluntary deferrals within the limits of the plan can be made at the discretion of the participants. Vesting can occur after less than three years in particular circumstances including retirement. None of the shares vest on a pro rata basis during the vesting period.

The following table sets out activity under this plan during 2010 and 2011 including the equivalent ADSs that are offered to Syngenta employees in the USA:

|  | Outstanding at<br>January 1 | Granted | Distributed | Outstanding at<br>December 31 | Remaining<br>life<br>(years) |
|--|-----------------------------|---------|-------------|-------------------------------|------------------------------|
|  | (thousands of shares)       |         |             |                               |                              |
| Year ended December 31, 2010           |                             |         |             |                               |                              |
| Awarded in 2007                        | 23.0                        | –       | (23.0)      | –                             | –                            |
| Awarded in 2008                        | 29.0                        | –       | (2.6)       | 26.4                          | 0.25                         |
| Awarded in 2009                        | 57.5                        | –       | (4.0)       | 53.5                          | 1.25                         |
| Awarded in 2010                        | –                           | 22.4    | (0.7)       | 21.7                          | 2.25                         |
| Total for year ended December 31, 2010 | 109.5                       | 22.4    | (30.3)      | 101.6                         |                              |
| Year ended December 31, 2011           |                             |         |             |                               |                              |
| Awarded in 2008                        | 26.4                        | –       | (26.4)      | –                             | –                            |
| Awarded in 2009                        | 53.5                        | –       | (3.4)       | 50.1                          | 0.25                         |
| Awarded in 2010                        | 21.7                        | –       | (0.6)       | 21.1                          | 1.25                         |
| Awarded in 2011                        | –                           | 28.8    | (0.6)       | 28.2                          | 2.25                         |
| Total for year ended December 31, 2011 | 101.6                       | 28.8    | (31.0)      | 99.4                          |                              |

At the end of the deferral period, employees would be entitled to the following additional shares:

|                 | Grant date<br>fair value<br>(CHF) | Thousands of<br>shares |
|-----------------|-----------------------------------|------------------------|
| Awarded in 2009 | 218.1                             | 50.1                   |
| Awarded in 2010 | 265.0                             | 21.1                   |
| Awarded in 2011 | 287.4                             | 28.2                   |
| Total           |                                   | 99.4                   |

None of these shares are vested as at December 31, 2011.

## Employee share purchase plans



Syngenta has employee share purchase plans in various countries, which entitle employees to subscribe for shares in Syngenta AG at discounts from market value varying between 25 percent and 50 percent. Shares issued under the plans vest immediately and are subject to blocking periods of between two and three years, with the exception of the UK and Singapore plans, for which completion of three years service is required before vesting. Maximum annual subscription amounts per employee vary between US\$600 and US\$5,000. In 2011, a total of 89,875 (2010: 88,995) shares were subscribed under these plans and settled through a release of treasury shares.

#### Compensation expense

The compensation expense associated with employee share participation plans, which is measured indirectly by reference to the fair value of the equity instruments granted, is as follows for the years ended December 31, 2011, 2010 and 2009:

| (US\$ million)                | 2011 | 2010 | 2009 |
|-------------------------------|------|------|------|
| Long-Term Incentive Plan      | 33   | 36   | 26   |
| Deferred Share Plan           | 22   | 19   | 27   |
| Employee Share Purchase Plans | 14   | 11   | 11   |
| Total                         | 69   | 66   | 64   |

Table of Contents

## 23. Employee share participation plans continued

During 2011, Syngenta modified the LTI plan rules related to vesting of RSUs and the DSP plan vesting rules to require plan members to sell part of their share award upon vesting to cover withholding tax. As a result of this change, Syngenta has recognized a US\$11 million share based payment liability and reduction in equity.

Other information regarding the plans is as follows:

|  | 2011  | 2010  | 2009  |
|--|-------|-------|-------|
| Weighted average fair value of options granted during year (CHF per option)                      | 61.9  | 59.8  | 52.6  |
| Weighted average share price at exercise date for options exercised during year (CHF per option) | 301.3 | 274.2 | 249.3 |
| Fair value of shares granted during year:  |       |       |       |
| Deferred Share Plan (CHF per unit) - combined value of basic and matching share award            | 574.8 | 530.0 | 436.2 |
| Employee Share Purchase Plans (CHF per share)  | 140.2 | 138.1 | 123.2 |
| Employee Share Purchase Plan (US\$ per ADS)  | 19.9  | 19.0  | 17.0  |
| Cash received from exercise of options and subscription for shares (US\$ million)                | 45    | 49    | 45    |

Syngenta has a policy of utilizing treasury shares to satisfy share option exercises and to meet share subscriptions and entitlements.

## 24. Transactions and agreements with related parties

Key management personnel are considered to be the members of the Syngenta Executive Committee and the Board of Directors (“Board”). Their compensation is as follows for the years ended December 31, 2011, 2010 and 2009:

| (US\$ million)                               | 2011 | 2010 | 2009 |
|--|------|------|------|
| Fees, salaries and other short-term benefits | 14   | 10   | 11   |
| Post-employment benefits                     | 2    | 2    | 2    |
| Share based compensation                     | 11   | 9    | 11   |
| Total  | 27   | 21   | 24   |

Members of the Syngenta Executive Committee and Board of Directors receive their cash compensation in Swiss francs. The compensation amounts presented above have been converted into US dollars using the average currency exchange rate in effect during each year reported. The average Swiss franc per US dollar exchange rate for the year ended December 31, 2011 is 0.88 (2010: 1.05; 2009: 1.09).

The amount disclosed for share based compensation is the expense for the period calculated in accordance with IFRS 2, “Share Based Payment” and as described in Note 2, relating to key management personnel. The cost of a share based compensation award is spread over the vesting period of the award. Therefore the charge for each year comprises parts

of that year's awards and those of preceding years that had not already vested at the start of the year.

Members of the Board, excluding the Chairman and the Chief Executive Officer, are eligible for the share plan for non-executive Directors. Eligible Directors define a percentage of their annual fee for compensation in shares and, in addition, choose between blocked shares or freely tradable shares. The Chairman receives a fixed part of his compensation in the form of blocked shares. The grant price of a share equals the weighted average market price of the Syngenta share during the five business days prior to the grant date. Under these plans, members of the Board were allocated a total of 4,168 shares in lieu of cash compensation. These shares vest immediately and had a combined fair value at grant of US\$1 million (2010: US\$1 million; 2009: US\$1 million).

Detailed disclosures regarding executive remuneration required by Swiss Company Law are included in the Syngenta AG statutory financial statements.

Transactions and balances between Syngenta and its employee post-retirement benefit plans are disclosed in Note 22.

Transactions between Syngenta and its associates and joint ventures during the year ended December 31, 2011 are as follows:

Goods and services provided by Syngenta to its associates and joint ventures US\$7 million (2010: US\$11 million; 2009: US\$10 million).

Goods and services provided by associates and joint ventures to Syngenta US\$86 million (2010: US\$55 million; 2009: US\$83 million).

A bank overdraft guarantee of US\$33 million (2010: US\$15 million) has been provided to an associate.

At December 31, 2011 Syngenta has accounts receivable and accrued income from associates and joint ventures of US\$24 million (2010: US\$29 million) and accrued liabilities to associates and joint ventures of US\$11 million (2010: US\$nil).

Table of Contents

## 25. Commitments and contingencies

## Commitments

Minimum future lease payments at December 31, 2011 for finance leases are US\$46 million (2010: US\$48 million), of which US\$12 million is due within one year (2010: US\$8 million), and US\$34 million after more than one but less than five years (2010: US\$40 million).

Fixed-term, non-cancellable operating lease commitments total US\$120 million at December 31, 2011 (2010: US\$119 million) of which US\$31 million is due within one year (2010: US\$22 million), US\$61 million after more than one and less than five years (2010: US\$76 million) and US\$28 million thereafter (2010: US\$21 million). Operating lease payments relate to leases of buildings and office equipment. Operating lease expense in 2011 is US\$42 million (2010: US\$35 million; 2009 US\$37 million).

Commitments for the purchase of property, plant and equipment at December 31, 2011 are US\$131 million (2010: US\$50 million).

At December 31, 2011 and 2010, Syngenta has entered into long-term commitments to purchase minimum quantities of certain raw materials, long-term research agreements with various institutions to fund various research projects, and other commitments. The estimated timing of minimum future committed payments is as follows:

| (US\$ million)             | 2011                |       | 2010                |       |
|----------------------------|---------------------|-------|---------------------|-------|
|                            | Materials purchases | Other | Materials purchases | Other |
| Within one year            | 615                 | 101   | 746                 | 119   |
| From one to two years      | 314                 | 76    | 304                 | 104   |
| From two to three years    | 189                 | 70    | 150                 | 67    |
| From three to four years   | 118                 | 73    | 125                 | 66    |
| From four to five years    | 26                  | 76    | 87                  | 66    |
| After more than five years | –                   | 84    | –                   | 70    |
| Total                      | 1,262               | 480   | 1,412               | 492   |

Syngenta has no material contingent liabilities related to associates and joint ventures.

Syngenta's sales are made subject to normal warranties, which cover product technical specifications and, in some cases, products' performance effect on grower crop yields. Certain license agreements indemnify the other party against liabilities arising from claims related to the intellectual property licensed to or by Syngenta. Leases may require indemnification for liabilities Syngenta's actions may create for the lessor or lessee. Syngenta has also issued warranties to purchasers of businesses or product lines relating to events that arose before the sales. It is not possible to predict the maximum future payments possible under these or similar provisions because it is not possible to predict whether any of these contingencies will occur.

Syngenta has obtained licenses from others for the rights to sell certain products, or products containing certain technology, under agreements which require Syngenta to pay royalties based on its future sales of those products or that technology.

## Contingencies

In addition to the legal proceedings described below, Syngenta is involved from time to time in a number of legal proceedings incidental to the normal conduct of its business, including proceedings involving product liability claims, commercial claims, employment and wrongful termination claims, patent infringement claims, competition law claims, tax assessment claims, regulatory compliance claims, waste disposal claims and tort claims relating to the release of chemicals into the environment. Syngenta maintains general liability insurance, including product liability insurance, covering claims on a worldwide basis with coverage limits and retention amounts which management believes to be adequate and appropriate in relation to Syngenta's businesses and the risks to which it is subject.

#### Litigation matters

**Holiday Shores.** The Holiday Shores Sanitary District in Madison County, Illinois filed a class action complaint against Syngenta Crop Protection, Inc. ("SCPI") and its distributor Growmark, Inc. in July 2004 purportedly on behalf of a class consisting of all Illinois community water systems ("CWS") who have, allegedly, suffered contamination of their water sources on account of the presence at any measurable level of the product atrazine, a herbicide manufactured since the late 1950s by SCPI and its predecessors in interest, Novartis Crop Protection, Inc., Ciba-Geigy and Geigy Chemical Corporation. The name of SCPI is now Syngenta Crop Protection, LLC, but the former name of the company continues to be used in this litigation and in other proceedings referred to herein. The Holiday Shores Complaint alleges that the product atrazine and/or its degradant chemicals are harmful to humans as consumed through dietary water, and that run-off from the soil where atrazine has been applied has damaged the CWS' property and contaminated its surface waters, used as a source of drinking water for Illinois. It alleges claims of trespass, nuisance, negligence, strict liability and violation of the Illinois Environmental Protection Act and seeks monetary damages, including the past and future costs of purchase, installation, maintenance and operation of granular activated carbon ("GAC") filtration systems, costs of testing and monitoring for atrazine, punitive damages and attorneys' fees. SCPI filed a Motion to Dismiss which in July 2008 was denied by the court (except as regards those parts of the Motion which sought dismissal of the punitive damage and remediation claims – those claims have been dismissed although plaintiff may attempt to re-assert the punitive damage claim at a later date). Since the denial of that Motion, Holiday Shores amended its Complaint to add seven additional CWS as named plaintiffs and has stipulated that its purported class will consist of no more than ninety-nine CWS.

Shortly before the hearing in February 2010 of SCPI's Motion to Transfer the claims of those plaintiffs not located in Madison County to their home counties, plaintiffs' counsel filed a voluntary dismissal of all of plaintiffs' property damage-related claims, and based primarily on this action the judge in April 2010 entered an Order denying the Motion to Transfer. The hearing was held in June 2010, of a further Motion to

Table of Contents

---

## 25. Commitments and contingencies continued

Dismiss filed by SCPI, as well as a Motion to have the lawsuit stayed or dismissed without prejudice in the light of the filing of the parallel federal City of Greenville lawsuit described below. In August 2010, the judge issued an Order denying both of those Motions. The Plaintiffs filed a series of subpoenas against third parties, including growers' associations, academic institutions and external advisers to SCPI, and SCPI, and a number of the recipients filed Motions to Quash those subpoenas. In September 2010, the judge issued an Order denying in part the Motions to Quash and ruling that information concerning SCPI and its relationship to those third parties, and communications between SCPI and those third parties were relevant and discoverable. An application for leave to appeal against this Order was filed with the judge, and in October 2010, the judge entered a further Order certifying certain questions for interlocutory appeal to the Illinois Fifth District Appellate Court and staying discovery on the issues which were the subject of the September 2010 Order pending resolution of any appeal. The application for leave to appeal was denied by the Appellate Court on January 13, 2011. SCPI then filed a writ regarding the matter with the Illinois Supreme Court which has also been denied. The case is now in the discovery phase and SCPI has filed answers to interrogatories as well as produced many pages of documents; depositions are sought to be scheduled by plaintiff's counsel with seventeen current or former SCPI employees. No trial timetable has yet been defined for the lawsuit.

City of Greenville. In March 2010 plaintiffs' counsel in Holiday Shores filed a new federal lawsuit in the US District Court for the Southern District of Illinois (City of Greenville et al. v. Syngenta Crop Protection, Inc. and Syngenta AG) on behalf of seventeen CWS located in six mid-Western states; an Amended Complaint filed late in March 2010 adds seven new plaintiffs, five of which are subsidiaries of American Water Company, a large private utility, in five of the six states implicated in the litigation. The claims in this lawsuit essentially repeat those causes of action which have survived motion practice in Holiday Shores and seek compensatory and punitive damages for all past and future costs incurred by the plaintiffs in the removal of atrazine from raw water supplies, and certification of a class of all public water providers in the six states which use surface water as their water source and which have had consistently detectable levels of atrazine in their raw drinking water. SCPI in May 2010 filed a Motion to Dismiss the lawsuit on grounds including lack of standing and of cause of action and Syngenta AG on May 18, 2010 filed a Motion to Dismiss plaintiffs' claims for lack of personal jurisdiction, in response to which plaintiffs in June 2010 filed a Motion for Leave to Conduct Jurisdictional Discovery to which the Court agreed. At a hearing held in July 2010 this Order was modified, the period for limited discovery was extended to October 26, 2010 and the deadline for plaintiffs' responses to Syngenta AG's Motion to Dismiss for lack of jurisdiction set to November 15, 2010. In September 2010 the Magistrate Judge issued an Order further amending the scope of jurisdictional discovery. In November 2010, the federal court judge issued a Memorandum and Order denying the Motion to Dismiss filed by SCPI save as to the claims in the Complaint of strict liability for manufacturing, marketing and selling an unreasonably dangerous product to the extent that those claims were asserted by two Indiana-based plaintiffs. In December 2010, plaintiffs filed their Opposition to Syngenta AG's Motion to Dismiss for Lack of Personal Jurisdiction and a Motion to Strike parts of the Affidavits filed by Syngenta AG in support of its Motion, to which Syngenta AG filed its Reply on January 17, 2011. The Magistrate Judge ordered the parties to the lawsuit to take part in a settlement conference held on April 11, 2011 but this was unproductive. The oral argument on the Motion to Dismiss for lack of Personal Jurisdiction was held before the federal court judge on July 27, 2011. On November 23, 2011, the court denied Syngenta AG's motion and on December 15, 2011, Syngenta AG filed a motion to reconsider, which is pending. Plaintiffs have also recently filed a Motion to Amend their Complaint in the lawsuit to add counts for Declaratory Judgment relief specifying that atrazine is harmful to human health, that atrazine is a defective product, and that Syngenta is responsible for reimbursing plaintiffs for all future costs that plaintiffs incur in testing for and removing atrazine from their water, and SCPI on October 10, 2011 filed a Motion to Dismiss the claims for declaratory relief. SCPI is in process of taking deposition evidence from representatives of the plaintiff CWS. On November 30, 2011, Syngenta filed motions for summary judgment on the claims of plaintiffs City of Greenville, Illinois and City of Marion, Kansas. In response on

December 9, 2011, plaintiffs filed a motion to extend the time for them to respond to summary judgment motions until after they disclose on July 16, 2012 their experts on the merits of the case.

Depositions of fact witnesses for class certification must be completed by April 2, 2012. Plaintiffs' class expert disclosures are due April 2, 2012 while defendants' class expert disclosures are due May 2, 2012. Plaintiffs' motion to class certification is due June 15, 2012. Plaintiffs' trial expert disclosures are due July 16, 2012 while defendants' trial expert disclosures are due August 15, 2012. All discovery must be completed by October 8, 2012. The previously set trial date of December 3, 2012 has been vacated and no new trial date has been set.

As the plaintiffs in the above cases have not quantified their claims, nor has the number of plaintiffs in the actions been determined, it is not possible to estimate individually or in total the amounts in dispute nor to quantify the likely outcome. However, Syngenta intends to vigorously defend these cases. Atrazine is a long-standing successful product of the Company and its predecessors, which has been repeatedly scrutinized for safety over the years by government agencies. No amounts have been provided for a settlement.

In a related lawsuit (Syngenta Crop Protection, Inc. v. Insurance Company of North America et al.) filed by SCPI in September 2008, in the State of New Jersey, and amended in November 2008, July 2009 and April 2010, SCPI is seeking a declaratory judgment under the Ciba-Geigy legacy insurance policies that the defense costs and potential damages in the Holiday Shores case and the City of Greenville case, as well as any other product liability claims against SCPI alleging harm in connection with the use of or exposure to atrazine or atrazine-containing products, are covered under said policies and that the insurers are obligated to defend SCPI. Certain of the insurer defendants in the litigation, comprising the Insurance Company of North America, Century Indemnity Company and ACE Property & Casualty Insurance Company (the "INA Claimants") initiated an arbitration proceeding against SCPI, Novartis Corporation and Ciba Corporation (the "Respondents") under the commercial arbitration rules of the American Arbitration Association, seeking a determination as to whether insurance claims that SCPI is pursuing against them in the litigation were previously released pursuant to a Settlement Agreement dated January 13, 1999 between the INA Claimants, on the one hand, and Novartis Corporation and Ciba Specialty Chemicals Corporation (now Ciba Corporation) on the other hand (the "INA Settlement Agreement"). The arbitration proceeding, purportedly brought pursuant to the arbitration provision of the INA Settlement Agreement, was commenced in March 2009 and the hearing of the arbitration took place on June 14 and 15, 2011. The Arbitrator ordered the filing of post-hearing briefs by the parties the last of which was submitted by the INA Claimants on August 26, 2011. On October 7, 2011 the Arbitrator issued a Final Award in favor of the INA Claimants. Everest Reinsurance Company, Mt. McKinley Insurance Company and eight other insurers have filed Motions for Summary Judgments also claiming to have been released from coverage with respect to the insurance claims which SCPI is pursuing against them in the litigation, under Environmental Settlement

Table of Contents

---

25. Commitments and contingencies continued

Agreements with Novartis and/or Ciba-Geigy and SCPI has filed Cross-Motions for Summary Judgment dismissing the striking insurers' affirmative defenses and on December 16, 2011 filed a sur-reply in further opposition to the Summary Judgment Motions and in support of the Cross-Motions. Oral argument on the Motions is scheduled for February 9, 2012. Discovery is proceeding in the declaratory action lawsuit.

While SCPI intends to pursue its claims vigorously against the insurers for any costs and losses associated with the Holiday Shores or City of Greenville litigation or any other atrazine-related claims, the amount that is or may ultimately be recoverable from the insurers with respect to such claims cannot be predicted with certainty at this time.

Sprague. During 2011 the lawsuit in the United States District Court for the Southern District of Illinois, Ted Sprague v. Syngenta Crop Protection Inc., Syngenta AG and Syngenta Corporation, which had been reported as a contingency in 2010, was settled.

Tax litigation

Syngenta is also subject to certain tax claims pending before the judiciary. Only one such claim is considered to be significant and is described below.

Atrazine. In 1996, the Brazilian Federal Revenue drew Novartis' legal entity in Brazil, now Syngenta Proteção de Cultivos Ltda ("SPCL") into administrative proceedings, regarding the import tax classification of the active ingredient atrazine. The issue is whether, under applicable law, atrazine is to be qualified as raw material (SPCL's position) or as intermediate chemicals (Federal Revenue's position). So far, there have been 20 administrative rulings against SPCL which have given rise to a corresponding number of lawsuits. Of these, 15 are awaiting first level court decision, and 5 are awaiting second level court decision. Syngenta issued a letter of guarantee for part of the amount involved, BRL16 million. In the aggregate, the maximum contingency in the event of an unfavorable outcome for Syngenta could amount to approximately BRL34 million (equalling approximately US\$18 million at a rate of BRL1.87 per US\$) consisting of BRL22 million plus interest.

Litigation summary

Litigation is subject to many uncertainties, and the outcome of individual matters cannot be predicted with certainty. Syngenta believes that its provisions for legal and product liability matters are adequate based on currently available information, but it is reasonably possible that the final resolution of some of these matters could require Syngenta to make expenditures in excess of established reserves, over an extended period of time and in a range of amounts that cannot be reasonably estimated. Such expenditure in excess of established reserves could have a material effect on Syngenta's consolidated operating results and cash flows for a particular reporting period, but management does not believe they will have a materially adverse effect on Syngenta's consolidated financial position or liquidity, although there can be no assurances in this regard.

Environmental matters

Syngenta has recorded provisions for environmental liabilities at some currently or formerly owned, leased and third party sites throughout the world. These provisions are estimates of amounts payable or expected to become payable and take into consideration the number of other potentially responsible parties ("PRP") at each site and the identity and financial positions of such parties in light of the joint and several nature of certain of the liabilities.

In the USA, Syngenta and/or its indemnitors or indemnitees, have been named under federal legislation (the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended) as a PRP in respect



of several sites. Syngenta expects to be indemnified against a proportion of the liabilities associated with a number of these sites by the sellers of the businesses associated with such sites and, where appropriate, actively participates in or monitors the clean-up activities at the sites in respect of which it is a PRP.

The material components of Syngenta's environmental provisions consist of a risk assessment based on investigation of the various sites. The nature and timing of future remediation expenditures are affected by a number of uncertainties which include, but are not limited to, the method and extent of remediation, the percentage of material attributable to Syngenta at the remediation sites relative to that attributable to other parties, and the financial capabilities of the other PRPs. As a result, it is inherently difficult to estimate the amount of environmental liabilities that will ultimately become payable. It is also often not possible to estimate the amounts expected to be recovered via reimbursement, indemnification or insurance due to the uncertainty inherent in this area.

Syngenta believes that its provisions are adequate based upon currently available information. However, given the inherent difficulties in estimating liabilities in this area, due to uncertainty concerning both the amount and timing of future expenditures, it cannot be guaranteed that additional costs will not be incurred materially beyond the amounts accrued.

#### Other matters

Syngenta has been asked to provide information to US regulatory authorities concerning possible violations of applicable anti-corruption laws in Russia. Syngenta is cooperating and responding to requests. The investigation is on-going and it is not possible at this time to predict the nature, scope or outcome of the investigation, including the extent to which, if at all, it will result in any liability to Syngenta.

Table of Contents

## 26. Principal currency translation rates

Year end rates used for the consolidated balance sheets at December 31, to translate the following currencies into US\$, are:

|                        | 2011     | 2010     |
|------------------------|----------|----------|
|                        | per US\$ | per US\$ |
| Swiss franc            | 0.94     | 0.94     |
| British pound sterling | 0.65     | 0.65     |
| Euro                   | 0.77     | 0.75     |
| Brazilian real         | 1.87     | 1.66     |

Average rates during the years ended December 31, used for the consolidated income and cash flow statements ended December 31, to translate the following currencies into US\$, are:

|                        | 2011     | 2010     | 2009     |
|------------------------|----------|----------|----------|
|                        | per US\$ | per US\$ | per US\$ |
| Swiss franc            | 0.88     | 1.05     | 1.09     |
| British pound sterling | 0.62     | 0.65     | 0.65     |
| Euro                   | 0.71     | 0.75     | 0.72     |
| Brazilian real         | 1.66     | 1.77     | 2.04     |

## 27. Risk management of financial risks

## 27.1 Risk management framework

The nature of Syngenta's business and its global presence exposes it to a range of financial risks. These risks include (i) market risks, which include potential unfavorable changes in foreign exchange rates, interest rates, commodity prices and other market prices (equities, credit spreads etc.), (ii) counterparty risk and (iii) liquidity and refinancing risk.

A financial risk management framework is in place in the form of a Treasury policy, approved by the Board of Directors. This policy provides guidance over all Treasury and finance related matters, is underpinned by delegated authority guidelines and is additionally supported by detailed procedures in place across Syngenta. In accordance with its Treasury policy, Syngenta actively monitors and manages financial risk with the objectives of reducing fluctuations in reported earnings and cash flows from these risks and providing economic protection against cost increases. These objectives are achieved through (a) monthly assessment of the impact of market risks against defined risk limits (see section 27.2), which take into account the risk appetite of Syngenta and (b) the use of a variety of derivative and non-derivative financial instruments.

Financial instruments available for use to mitigate these risks are selected by Syngenta according to the nature of the underlying risk. These instruments are designed to economically hedge underlying risks arising from operational activities and from funding and investment positions. Syngenta does not enter into any speculative financial transactions.

Syngenta seeks to apply, wherever possible, hedge accounting to present its financial statements in accordance with the economic purpose of the hedging activity. Derivative financial instruments for which hedge accounting is not

adopted either (a) do not meet the requirements for hedge accounting treatment under IFRS or (b) when combined with the accounting for the underlying hedged items, impact the financial statements in a manner aligned with the economic purpose of the hedging transaction, without the need to adopt hedge accounting treatment.

## 27.2 Assessment of the impact of market risks

The impact of market risks is assessed using a variety of Value-at-Risk (VaR) methods, including Earnings-at-Risk (EaR) methods. The exact method selected depends on the nature of the underlying risk. The specific methods used to assess the impact of financial risks are described below:

| Risk                         | Method | Exposure<br>(financial statement item)        | Time horizon<br>(months) |
|------------------------------|--------|---|--------------------------|
| <b>Foreign exchange risk</b> |        |   |                          |
| Transaction – committed      | VaR    | Monetary asset and liability carrying amounts | 1                        |
| Transaction – uncommitted    | EaR    | Operating income                              | 12                       |
| Translation                  | VaR    | Cumulative translation adjustment in OCI      | 1                        |
| Interest rate risk           | EaR    | Interest expense                              | 12                       |
| Commodity price risk         | EaR    | Operating income                              | 12                       |

VaR and EaR calculations are risk management tools designed to statistically estimate with a pre-set probability the maximum amount of potential losses in value (VaR) or earnings (EaR) over a specific (holding) time period given current positions and possible movements in market prices. The VaR and EaR methods used by Syngenta estimate the gross impact on the consolidated financial statements if the underlying items were not hedged and the net impact of the combined underlying hedged items and the related hedging instruments.

Table of Contents

## 27. Risk management of financial risks continued

VaR and EaR calculations attempt to recognize that holding different assets and liabilities or incurring different future cash flow exposures may reduce portfolio risk through diversification. Such diversification effects are captured within the calculations, which aim to present the risk to the whole portfolio of the individual market risks. Using historical data, the VaR and EaR calculations are designed to predict possible changes in the markets in the future at a 99 percent confidence level, with a 1 percent probability that actual results will be worse than calculated.

The assessment of the impact of market risks is performed monthly and the results are compared against annually defined risk limits. In cases where the net impact is higher than a risk limit, Syngenta enters into derivative financial instrument transactions to be in line with the risk limits. Breaches of risk limits, should they occur, are immediately reported to senior management.

Syngenta cannot accurately predict future movements in risk variables, therefore calculations of the impact of market risks neither represent actual losses nor consider the effects of potential favorable movements in underlying risk variables. Accordingly, these calculations may only be an indication of future movements to the extent the historic market patterns repeat in the future.

## 27.3 Foreign exchange risk

Operating worldwide in over 80 countries exposes Syngenta to foreign exchange transaction and translation risk at both the Group and subsidiary level. Syngenta's policy is to not hedge foreign exchange translation risk. However, certain exceptions to this policy have been approved in the past by senior management.

## Foreign exchange transaction risk – committed

Syngenta's individual subsidiaries predominantly transact their operational activities in their respective functional currencies. However, the globally integrated nature of Syngenta's business results in its subsidiaries bearing some amount of transactional balance sheet risk, because some monetary items (including financial liabilities) are denominated in foreign currencies.

Such committed foreign currency exposures are largely generated by the routing of products from Syngenta's central manufacturing sites to its foreign locations. These committed exposures are normally fully hedged, unless otherwise approved by Group Treasury, for example where not deemed cost-effective or where there is no forward market for a specific currency. The committed exposures are hedged using foreign exchange forward contracts and cross-currency swaps.

Net committed transactional currency exposures are identified and reported on a monthly basis by business units. VaR calculations for committed exposures relate to the revaluation of exposures relative to spot rates over a monthly period. The impact of interest differentials and other factors is not included in these calculations.

| (US\$ million)                               | December 31, 2011 |            |                | December 31, 2010 |            |                |
|--|-------------------|------------|----------------|-------------------|------------|----------------|
|  | Value-at-Risk     |            |                | Value-at-Risk     |            |                |
| Underlying currency (1-month holding period) | Gross impact      | Net impact | Risk reduction | Gross impact      | Net impact | Risk reduction |
| Swiss franc                                  | 71                | 9          | 87%            | 72                | 7          | 90%            |
| Euro   | 24                | 1          | 96%            | 25                | –          | 100%           |
| British pound sterling                       | 18                | 1          | 94%            | 9                 | 6          | 33%            |
| Other core currencies <sup>1</sup>           | 20                | 4          | 80%            | 12                | –          | 100%           |

Edgar Filing: SYNGENTA AG - Form 20-F

|                     |       |      |     |       |      |     |
|---------------------|-------|------|-----|-------|------|-----|
| Rest of world       | 75    | 24   | 68% | 44    | 14   | 68% |
| Total undiversified | 208   | 39   | 81% | 162   | 27   | 83% |
| Diversification     | (138) | (27) | 80% | (106) | (18) | 83% |
| Net VaR             | 70    | 12   | 83% | 56    | 9    | 84% |

1 Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2011 the Value-at-Risk for a one month holding period, after hedges, at a 99 percent confidence level was US\$12 million (December 31, 2010: US\$9 million). The average Value-at-Risk, after hedges, at a 99 percent confidence level, for the year ending December 31, 2011 was US\$8 million (December 31, 2010: US\$6 million), and before hedges was US\$77 million (December 31, 2010: US\$69 million).

The net resulting Value-at-Risk as of December 31, 2011 remained at a similar level compared to December 31, 2010. The largest gross exposures arise in Swiss franc, British pound sterling and Euro. Switzerland and Great Britain house large research and manufacturing sites, whereas the Euro zone represents a large sales market.

#### Foreign exchange transaction risk – uncommitted

Syngenta also manages transactional risk by protecting future uncommitted cash flows with foreign exchange forward and currency option contracts. Uncommitted cash flows are highly probable future cash flows from expected future transactions for which Syngenta does not yet have a contractual right or obligation. The objective is to minimize the impact of changes in foreign exchange rates on the cash flows and operating income forecasted to result from these transactions.

The US dollar represents the biggest single currency for both sales and costs. However, currency mismatches arise from Syngenta having a centralized cost base, denominated mainly in Swiss francs, British pounds and US dollars, against a local selling base, denominated mainly in US dollars, Euros and various other currencies, including those in emerging markets. In addition, due to the seasonality of Syngenta's business, the majority of sales occur during the first half of the year whereas costs tend to occur more linearly throughout the

Table of Contents

## 27. Risk management of financial risks continued

year. Syngenta collects information about anticipated cash flows over a twelve-month future period for major currencies at Group level and hedges significant mismatches in currency flows within clearly defined risk limits.

The Earnings-at-Risk calculation is performed for anticipated net transactional currency flows for the following year taking into account related currency hedges.

| (US\$ million)                                | December 31, 2011 |            |                | December 31, 2010 |            |                |
|---|-------------------|------------|----------------|-------------------|------------|----------------|
|   | Earnings-at-Risk  |            |                | Earnings-at-Risk  |            |                |
|   | Gross impact      | Net impact | Risk reduction | Gross impact      | Net impact | Risk reduction |
| Underlying currency (12-month holding period) |                   |            |                |                   |            |                |
| Swiss franc                                   | 229               | 99         | 57%            | 285               | 72         | 75%            |
| Brazilian real                                | 183               | 40         | 78%            | 89                | 54         | 39%            |
| Euro  | 54                | 53         | 2%             | 62                | 80         | (29)%          |
| British pound sterling                        | 37                | 4          | 89%            | 52                | 9          | 83%            |
| Other core currencies <sup>1</sup>            | 67                | 36         | 46%            | 53                | 11         | 79%            |
| Rest of world                                 | 145               | 143        | 1%             | 94                | 97         | 3%             |
| Total undiversified                           | 715               | 375        | 48%            | 635               | 323        | 49%            |
| Diversification                               | (372)             | (252)      | 32%            | (309)             | (191)      | 38%            |
| Net EaR                                       | 343               | 123        | 64%            | 326               | 132        | 60%            |

<sup>1</sup> Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2011, the total potential adverse movement for 2012 net transactional flows after hedges relative to year-end at spot levels, at a 99 percent confidence level, was US\$123 million (December 31, 2010: US\$132 million). In line with the objective of the hedging program, Syngenta aims to minimize the potential adverse movement for the entire portfolio of the net transactional flows, rather than on an individual currency basis. As a result, negative risk reduction for a single currency could occur, as was the case for the Euro currency in 2010.

The net resulting Earnings-at-Risk figures as of December 31, 2011 remained at a similar level compared to December 31, 2010. Earnings-at-Risk exposure is greatest for the Swiss franc as Syngenta has a significant cost base in Switzerland with no material offsetting sales.

**Foreign exchange translation risk**

Translation exposure arises from consolidation of foreign currency denominated financial statements of Syngenta's subsidiaries. This is reported as the currency translation effects in OCI.

Translation risk can be significant; however, Syngenta regards its equity base to be of sufficient magnitude generally to absorb the short- to medium-term impact of exchange rate movements.

Syngenta uses both foreign currency denominated debt and also net investment hedging to manage this exposure. The latter incorporates specific actions to protect the value of temporary excess foreign currency denominated cash positions. At December 31, 2011, there were no positions requiring the use of hedges and no hedges were in place.

The table below presents the 1-month translation Value-at-Risk:

Edgar Filing: SYNGENTA AG - Form 20-F

| (US\$ million)<br>Currency of net investment in<br>subsidiary (1-month holding<br>period) | December 31, 2011<br>Value-at-Risk |               |                   | December 31, 2010<br>Value-at-Risk |               |                   |
|---|------------------------------------|---------------|-------------------|------------------------------------|---------------|-------------------|
|   | Gross<br>impact                    | Net<br>impact | Risk<br>reduction | Gross<br>impact                    | Net<br>impact | Risk<br>reduction |
| Brazilian real  | 151                                | 151           | –                 | 80                                 | 80            | –                 |
| Swiss franc   | 133                                | 133           | –                 | 124                                | 124           | –                 |
| Euro  | 47                                 | 47            | –                 | 32                                 | 32            | –                 |
| British pound sterling  | 29                                 | 29            | –                 | 23                                 | 23            | –                 |
| Other core currencies <sup>1</sup>  | 38                                 | 38            | –                 | 28                                 | 28            | –                 |
| Rest of world   | 144                                | 144           | –                 | 91                                 | 91            | –                 |
| Total undiversified   | 542                                | 542           | –                 | 378                                | 378           | –                 |
| Diversification   | (172)                              | (172)         | –                 | (123)                              | (123)         | –                 |
| Net VaR   | 370                                | 370           | –                 | 255                                | 255           | –                 |

<sup>1</sup> Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2011, the Value-at-Risk for a one month holding period at a 99 percent confidence level was US\$370 million (December 31, 2010: US\$255 million). There are no translation risk hedges in place at December 31, 2011. The increase in Value-at-Risk as of December 31, 2011 compared to December 31, 2010 is mainly due to increased volatility in emerging market currencies.

Table of Contents

## 27. Risk management of financial risks continued

The average Value-at-Risk after hedges, at a 99 percent confidence level, for the year ending December 31, 2011 was US\$303 million (December 31, 2010: US\$276 million).

## 27.4 Interest rate risk

Syngenta is exposed to fluctuations in interest rates on its borrowings (including forecasted borrowings) and excess cash. While the majority of Syngenta's borrowings have fixed interest rates, portions of Syngenta's net borrowings, including its short-term commercial paper program and local borrowings, are subject to changes in short-term interest rates. The main objective of managing interest rate risk is to optimize interest expense within clearly stated risk limits.

Syngenta monitors its interest rate exposures, analyzes the potential impact of interest rate movements on net interest expense and enters into derivative transactions to manage its interest rate risk within approved risk limits. At December 31, 2011, the net amount of Earnings-at-Risk on floating rate debt due to potential changes in interest rates (a parallel shift of 100 bps was applied) was US\$13 million (2010: US\$14 million). The net amount of Earnings-at-Risk on net debt, as defined in Note 27.7, due to potential changes in interest rates was immaterial at December 31, 2011 and 2010.

## 27.5 Commodity price risks

Operating in the agribusiness sector, changes in certain commodity prices affect Syngenta's reported operating results and cash flows. On a limited basis, Syngenta enters into derivative transactions to hedge the exposure of its cost base to commodity prices. This comprises oil and natural gas hedging in the UK and USA, as well as soft commodity hedging for corn and soybean purchases by the Seeds business in the USA, Canada, Brazil and Argentina, where Syngenta contracts to purchase various seed crops from growers and hedges the cost of the purchases. In barter arrangements where Syngenta sells products in exchange for receiving a certain amount of a commodity crop, Syngenta hedges the value of the crop.

Syngenta has indirect exposure to oil price fluctuations mainly through the impact of oil prices on the cost of both raw materials, especially chemical intermediates in the Crop Protection business, and distribution activities. Natural gas exposure occurs in Syngenta's primary manufacturing sites.

The main objective of managing commodity price risk is to reduce the impact of commodity price changes on operating income and to provide economic protection against future cost increases. Syngenta uses fixed price contracts and derivatives (both Over-the-Counter (OTC) and exchange traded instruments, including commodity option and futures contracts) to achieve this objective.

At December 31, 2011, there was no hedge protection in place for oil for 2012 (December 31, 2010: 1.0 million barrels of hedge protection in place for oil for 2011). As the exposure to oil is indirect, Syngenta does not calculate the Earnings-at-Risk due to potential changes in oil prices.

Earnings-at-Risk due to potential changes in natural gas and soft commodity prices assuming a 12-month holding period are presented below.

|                            | December 31, 2011 |     |      | December 31, 2010 |     |      |
|----------------------------|-------------------|-----|------|-------------------|-----|------|
|                            | Earnings-at-Risk  |     |      | Earnings-at-Risk  |     |      |
| Natural gas (US\$ million) | Gross             | Net | Risk | Gross             | Net | Risk |



Edgar Filing: SYNGENTA AG - Form 20-F

|                     | impact | impact | reduction | impact | impact | reduction |
|---------------------|--------|--------|-----------|--------|--------|-----------|
| Total undiversified | 12     | 4      | 67%       | 12     | 5      | 58%       |
| Diversification     | (4)    | (1)    | 75%       | (4)    | (1)    | 75%       |
| Net EaR             | 8      | 3      | 63%       | 8      | 4      | 50%       |

|                                 | December 31, 2011 |            |                | December 31, 2010 |            |                |
|---------------------------------|-------------------|------------|----------------|-------------------|------------|----------------|
|                                 | Earnings-at-Risk  |            |                | Earnings-at-Risk  |            |                |
| Soft commodities (US\$ million) | Gross impact      | Net impact | Risk reduction | Gross impact      | Net impact | Risk reduction |
| Total undiversified             | 96                | 42         | 56%            | 76                | 55         | 28%            |
| Diversification                 | (11)              | (4)        | 64%            | (13)              | (2)        | 85%            |
| Net EaR                         | 85                | 38         | 55%            | 63                | 53         | 16%            |

The Earnings-at-Risk of soft commodities is driven by their high price volatility compared to other asset classes. The hedging program reduces overall 12-month Earnings-at-Risk at December 31, 2011 to US\$38 million (December 31, 2010: US\$53 million).

#### 27.6 Credit risk

Credit risk arises from the possibility that counterparties involved in transactions with Syngenta may default on their obligation, resulting in financial losses to Syngenta. Credit risk relates both to financial assets (including derivatives, marketable securities and money market contracts) as well as to operational assets managed by Syngenta's businesses (such as trade receivables).

Syngenta's maximum exposure to credit risk is the carrying values of its financial assets and receivables, including derivatives with positive market values. These amounts are disclosed in Note 28.

Table of Contents

---

27. Risk management of financial risks continued

Syngenta has policies and operating guidelines in place to ensure that financial instrument transactions are only entered into with high credit quality banks and financial institutions. These include limits in respect of counterparties to ensure that there are no significant concentrations of credit risk. Syngenta continuously monitors the creditworthiness of its counterparties based on credit ratings and credit default swap data.

At December 31, 2011, Syngenta had no treasury or derivative transactions representing a significant concentration of credit risk. No credit losses have been incurred from investments in derivative financial instruments during the years ended December 31, 2011 and 2010.

To minimize its exposure to derivative positions, Syngenta enters into netting agreements under an International Swaps and Derivatives Association (ISDA) master agreement with its respective counterparties. In addition, for certain derivative positions, Syngenta has entered into Credit Support Annex contracts (CSAs) under which, when the combined market value of the derivatives exceeds US\$15 million, cash is exchanged as collateral. Each CSA effectively limits either Syngenta's or the counterparty's aggregate credit risk exposure to no more than US\$15 million. At December 31, 2011 an asset amounting to US\$43 million (2010: US\$64 million) was recorded representing cash paid by Syngenta as collateral under these CSAs.

The impact of credit risk on the fair value of derivatives is considered through market observable credit default swap spreads for Syngenta and its counterparties. The impact on the fair value of Syngenta's derivative positions at December 31, 2011 and 2010 of the risk of default by financial counterparties was not material.

The credit risk to operational assets is partially mitigated through commercial activities, which include barter operations and cash sales incentives.

27.7 Liquidity risk and refinancing risk

Within Syngenta's risk management framework, liquidity risk is defined as the risk of being unable to raise funds to meet payment obligations when they fall due.

Refinancing or funding risk is defined as the risk of being unable, on an ongoing basis, to borrow in the market to fund actual or proposed commitments. Syngenta mitigates its liquidity and refinancing risk by maintaining: a limit system; a committed unsecured funding facility; ongoing discussions with its core banks to best monitor its funding capacity; simulations; and diversification of its debt portfolio.

Syngenta's liquidity risk policy is to maintain at all times sufficient liquidity reserves both at Group and subsidiary level in order to meet payment obligations as they become due and also to maintain an adequate liquidity margin. The planning and supervision of liquidity is the responsibility of the subsidiaries and Group Treasury. Liquidity requirements are forecasted on a weekly basis. Syngenta operates regional or country cash pools to allow efficient use of its liquidity reserves.

Short-term liquidity

Although Syngenta operates globally, its two largest markets are Europe, Africa and the Middle East (EAME) and North America. Both sales and operating profit in these two regions are seasonal and are weighted towards the first half of the calendar year, reflecting the northern hemisphere planting and growing cycle. This results in a seasonal working capital requirement.

Syngenta's principal source of liquidity consists of cash generated from operations. Working capital fluctuations due to the seasonality of the business are supported by short-term funding available from a US\$2.5 billion Global Commercial Paper program supported by a US\$1.2 billion committed, revolving, multi-currency, syndicated credit facility with high credit quality banks expiring in July 2013. There were no amounts drawn under the Global Commercial Paper program as of December 31, 2011 (2010: US\$nil). The average outstanding balance under the Global Commercial Paper program for the year 2011 was US\$10 million (2010: US\$38 million).

The maturity analyses for Syngenta's current financial liabilities other than short-term derivative liabilities are presented in Notes 15 to 17.

The maturities of short term derivative liabilities are as follows:

| (US\$ million) | Total | 0-90 days | 90-180 days | 180 days-1 year |
|----------------|-------|-----------|-------------|-----------------|
| 2011           | 212   | 105       | 49          | 58              |
| 2010           | 291   | 210       | 35          | 46              |

#### Long-term financing

Long-term capital employed is currently partly financed through four unsecured bonds and through unsecured notes issued under the Note Purchase Agreement in the US Private Placement market. During 2011, the Eurobond 2011 with the principal of EUR 500 million matured.

The following table shows Syngenta's contractually agreed (undiscounted) interest and principal repayments on long-term financing-related non-derivative financial liabilities and the related derivatives held at December 31, 2011 and 2010. Non-derivative financial liabilities are recorded at amortized cost (less related issuance costs) unless subject to fair value hedge accounting, in which case the liability is adjusted for the change in fair value of the hedged risk to the extent the hedge relationship is effective. Derivative financial liabilities are recorded at fair value. The table therefore shows the total carrying amount of Syngenta's financial debt adjusted for the effect, if any, of applying fair value hedge accounting.

Table of Contents

## 27. Risk management of financial risks continued

| 2011 (US\$ million) | Non-derivative financial liabilities<br>(Unsecured bonds and notes) |           |       | Derivative financial liabilities<br>(Interest rate and cross-currency swaps) |           |       |
|---------------------|---|-----------|-------|--|-----------|-------|
|                     | Fixed rate  | Principal | Total | Fixed rate   | Repayment | Total |
|                     | interest  | repayment |       | interest   |           |       |
| Less than 1 year    | 98  | 399       | 497   | 12   | –         | 12    |
| 1-3 years           | 124   | 1,178     | 1,302 | 26   | 53        | 79    |
| 3-5 years           | 35  | 646       | 681   | 6  | –         | 6     |
| 5-10 years          | 63  | 75        | 138   | –  | –         | –     |
| More than 10 years  | 94  | 175       | 269   | –  | –         | –     |
| Total payments      | 414   | 2,473     | 2,887 | 44   | 53        | 97    |
| Net carrying amount |   |           | 2,540 |  |           | 861   |

| 2010 (US\$ million) | Non-derivative financial liabilities<br>(Unsecured bonds and notes) |           |       | Derivative financial liabilities<br>(Interest rate and cross-currency swaps) |           |       |
|---------------------|---|-----------|-------|--|-----------|-------|
|                     | Fixed rate  | Principal | Total | Fixed rate   | Repayment | Total |
|                     | interest  | repayment |       | interest   |           |       |
| Less than 1 year    | 120   | 668       | 788   | 46   | –         | 46    |
| 1-3 years           | 172   | 934       | 1,106 | 28   | –         | 28    |
| 3-5 years           | 76  | 1,336     | 1,412 | 4  | 5         | 9     |
| 5-10 years          | 67  | 75        | 142   | –  | –         | –     |
| More than 10 years  | 103   | 175       | 278   | –  | –         | –     |
| Total payments      | 538   | 3,188     | 3,726 | 78   | 5         | 83    |
| Net carrying amount |   |           | 3,209 |  |           | 1071  |

1 The repayments above (and the net carrying amount of the derivative financial liabilities) do not include the amounts paid as collateral, as described in Note 27.6

Forecast data for liabilities that may be incurred in the future is not included in the table above. Amounts in foreign currency were translated to US dollars at the closing rate at the reporting date. Variable payments at each year end arising from financial instruments were calculated based on the forward interest rate yield curve and the spread that Syngenta pays on its outstanding debt and open derivatives at December 31, 2011 and 2010, respectively.

Non-derivative financial liabilities, repayment of which can be demanded by the counterparty at any time, have been assigned to the earliest possible time period.

#### Capital structure

Absent major acquisitions, Syngenta targets maintaining a solid investment grade credit rating, as recognized by major third-party rating agencies, which it currently believes provides an optimal balance between financial flexibility and the cost of capital. Syngenta manages capital by monitoring levels of net debt, as calculated below, and equity against targets. Capital is returned to shareholders primarily through dividend payments, with the aim of continuous dividend growth, complemented by tactical share repurchases.

The net debt to equity ratio was 15 percent at December 31, 2011 (20 percent at December 31, 2010).

The components of net debt at December 31, 2011 and 2010 are as follows:

| (US\$ million)                             | 2011    | 2010    |
|--|---------|---------|
| Current financial debt                     | 743     | 992     |
| Non-current financial debt                 | 2,178   | 2,585   |
| Cash and cash equivalents                  | (1,666) | (1,967) |
| Marketable securities <sup>1</sup>         | (3)     | (16)    |
| Financing-related derivatives <sup>2</sup> | (117)   | (121)   |
| Net debt at December 31                    | 1,135   | 1,473   |

1 Included within 'Derivative and other financial assets' and 'Other non-current financial assets'

2 Included within 'Derivative and other financial assets' and 'Derivative financial assets' or 'Derivative financial liabilities' and 'Financial debt and other non-current liabilities'

Table of Contents

## 28. Financial assets and liabilities

28.1 The following tables show the carrying amounts and fair values of financial assets and liabilities by category of financial instrument and reconciliation to where they are presented in the balance sheet at December 31, 2011 and 2010. The fair value hierarchy level is shown for those financial assets and liabilities that are carried at fair value in the balance sheet.

| 2011 (US\$ million)                                      | Carrying amount (based on measurement basis) |                    |                    | Comparison   |              |
|--|--|--------------------|--------------------|--------------|--------------|
|  | Amortized cost                               | Fair value level 1 | Fair value level 2 | Total        | fair value   |
| <b>Trade receivables, net:</b>                           |  |                    |                    |              |              |
| Loans and receivables                                    | 2,674  | –                  | –                  | 2,674        | 2,674        |
| Designated as at fair value through profit or loss       | –  | –                  | 62                 | 62           | 62           |
| <b>Total</b>   |  |                    |                    | <b>2,736</b> | <b>2,736</b> |
| <b>Other accounts receivable:</b>                        |  |                    |                    |              |              |
| Loans and receivables                                    | 303  | –                  | –                  | 303          | 303          |
| Non-financial assets                                     | –  | –                  | –                  | 387          | –2           |
| <b>Total</b>   |  |                    |                    | <b>690</b>   |              |
| <b>Derivative and other financial assets:</b>            |  |                    |                    |              |              |
| Derivative financial assets                              | –  | 15                 | 211                | 226          | 226          |
| Loans and receivables                                    | 43   | –                  | –                  | 43           | 43           |
| <b>Total</b>   |  |                    |                    | <b>269</b>   | <b>269</b>   |
| Derivative financial assets – non-current                | –  | –                  | 118                | 118          | 118          |
| <b>Other non-current financial assets:</b>               |  |                    |                    |              |              |
| Loans and receivables                                    | 161  | –                  | –                  | 161          | 161          |
| Available-for-sale financial assets                      | –  | –                  | 62                 | 62           | 62           |
| Other, not carried at fair value                         | –  | –                  | –                  | 326          | –2           |
| <b>Total</b>   |  |                    |                    | <b>549</b>   |              |
| <b>Trade accounts payable:</b>                           |  |                    |                    |              |              |
| Measured at amortized cost                               | 2,881  | –                  | –                  | 2,881        | 2,881        |
| <b>Current financial debt:</b>                           |  |                    |                    |              |              |
| Measured at amortized cost                               | 743  | –                  | –                  | 743          | 744          |
| Derivative financial liabilities – current               | –  | –                  | 212                | 212          | 212          |
| <b>Other current liabilities:</b>                        |  |                    |                    |              |              |
| Measured at amortized cost                               | 182  | –                  | –                  | 182          | 182          |
| Non-financial liabilities                                | –  | –                  | –                  | 846          | –2           |
| <b>Total</b>   |  |                    |                    | <b>1,028</b> |              |
| <b>Financial debt and other non-current liabilities:</b> |  |                    |                    |              |              |
| Measured at amortized cost                               | 2,189  | –                  | –                  | 2,189        | 2,303        |
| Derivative financial liabilities – non-current           | –  | –                  | 86                 | 86           | 86           |
| Non-financial liabilities                                | –  | –                  | –                  | 99           | –2           |
| <b>Total</b>   |  |                    |                    | <b>2,374</b> |              |

- 1 Carrying amount approximates the estimated fair value due to the short-term nature of the financial instruments
- 2 Fair value is not required to be disclosed for non-financial assets and non-financial liabilities, including investments in associates and joint ventures and defined benefit pension assets

F-62

---

Table of Contents

## 28. Financial assets and liabilities continued

| 2010 (US\$ million)                                | Carrying amount (based on measurement basis) |                    |                    | Comparison |                    |
|--|--|--------------------|--------------------|------------|--------------------|
|  | Amortized cost                               | Fair value level 1 | Fair value level 2 | Total      | fair value         |
| Trade receivables, net:                            |  |                    |                    |            |                    |
| Loans and receivables                              | 2,497  | –                  | –                  | 2,497      | 2,497 <sup>1</sup> |
| Designated as at fair value through profit or loss | –  | –                  | 57                 | 57         | 57                 |
| Total  |  |                    |                    | 2,554      | 2,554              |
| Other accounts receivable:                         |  |                    |                    |            |                    |
| Loans and receivables                              | 294  | –                  | –                  | 294        | 294 <sup>1</sup>   |
| Non-financial assets                               | –  | –                  | –                  | 332        | – <sup>2</sup>     |
| Total  |  |                    |                    | 626        |                    |
| Derivative and other financial assets:             |  |                    |                    |            |                    |
| Derivative financial assets                        | –  | 8                  | 417                | 425        | 425                |
| Loans and receivables                              | 64   | –                  | –                  | 64         | 64                 |
| Available-for-sale financial assets                | –  | –                  | 13                 | 13         | 13                 |
| Total  |  |                    |                    | 502        | 502                |
| Derivative financial assets – non-current          | –  | –                  | 176                | 176        | 176                |
| Other non-current financial assets:                |  |                    |                    |            |                    |
| Loans and receivables                              | 175  | –                  | –                  | 175        | 175                |
| Available-for-sale financial assets                | –  | –                  | 43                 | 43         | 43                 |
| Other, not carried at fair value                   | –  | –                  | –                  | 300        | – <sup>2</sup>     |
| Total  |  |                    |                    | 518        |                    |
| Trade accounts payable:                            |  |                    |                    |            |                    |
| Measured at amortized cost                         | 2,590  | –                  | –                  | 2,590      | 2,590 <sup>1</sup> |
| Current financial debt:                            |  |                    |                    |            |                    |
| Measured at amortized cost                         | 992  | –                  | –                  | 992        | 1,007 <sup>1</sup> |
| Derivative financial liabilities – current         | –  | –                  | 291                | 291        | 291                |
| Other current liabilities:                         |  |                    |                    |            |                    |
| Measured at amortized cost                         | 161  | –                  | –                  | 161        | 161 <sup>1</sup>   |
| Non-financial liabilities                          | –  | –                  | –                  | 685        | – <sup>2</sup>     |
| Total  |  |                    |                    | 846        |                    |
| Financial debt and other non-current liabilities:  |  |                    |                    |            |                    |
| Measured at amortized cost                         | 2,590  | –                  | –                  | 2,590      | 2,744              |
| Derivative financial liabilities – non-current     | –  | –                  | 76                 | 76         | 76                 |
| Non-financial liabilities                          | –  | –                  | –                  | 120        | – <sup>2</sup>     |
| Total  |  |                    |                    | 2,786      |                    |

1 Carrying amount approximates the estimated fair value due to the short-term nature of the financial instruments

2 Fair value is not required to be disclosed for non-financial assets and non-financial liabilities, including investments in associates and joint ventures and defined benefit pension assets

The levels of fair value hierarchy used above are defined as follows:



Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The fair value of unquoted equity securities is not material. There were no transfers during the years ended December 31, 2011 and 2010 between level 1 and level 2 of the fair value hierarchy or between the fair value and amortized cost categories. There were no transfers during the years ended December 31, 2011 and 2010 into or out of level 3 of the fair value hierarchy.

Table of Contents

## 28. Financial assets and liabilities continued

28.2 Income, expense, gains and losses relating to financial instruments recognized in profit or loss during the years ended December 31, 2011, 2010 and 2009 are as follows:

| 2011 (US\$ million)                                     | Loans and<br>receivables <sup>1</sup> | Available-for-sale<br>financial assets | Derivative<br>liabilities | Liabilities<br>carried at<br>amortized<br>cost | Total |
|---|---------------------------------------|--|---------------------------|--|-------|
| Recognized within Financial expense, net <sup>2</sup> : |                                       |  |                           |  |       |
| Interest income   | 93                                    | –                                      | –                         | –  | 93    |
| Interest expense  | (5)                                   | –                                      | 23                        | (170)  | (152) |
| Currency gains/(losses), net                            | –                                     | –                                      | (86)                      | –  | (86)  |
| Recognized within Operating income:                     |                                       |  |                           |  |       |
| Impairment charges                                      | (34)                                  | (1)                                    | –                         | –  | (35)  |
| Total   | 54                                    | (1)                                    | (63)                      | (170)  | (180) |

| 2010 (US\$ million)                                     | Loans and<br>receivables <sup>1</sup> | Available-for-sale<br>financial assets | Derivative<br>liabilities | Liabilities<br>carried at<br>amortized<br>cost | Total |
|---|---------------------------------------|--|---------------------------|--|-------|
| Recognized within Financial expense, net <sup>2</sup> : |                                       |  |                           |  |       |
| Interest income   | 90                                    | –                                      | –                         | –  | 90    |
| Interest expense  | (5)                                   | –                                      | –                         | (167)  | (172) |
| Currency gains/(losses), net                            | –                                     | –                                      | (37)                      | –  | (37)  |
| Recognized within Operating income:                     |                                       |  |                           |  |       |
| Impairment charges                                      | (12)                                  | (9)                                    | –                         | –  | (21)  |
| Reversal of impairment charges                          | 43                                    | –                                      | –                         | –  | 43    |
| Total   | 116                                   | (9)                                    | (37)                      | (167)  | (97)  |

| 2009 (US\$ million)                                     | Loans and<br>receivables <sup>1</sup> | Available-for-sale<br>financial assets | Derivative<br>liabilities | Liabilities<br>carried at<br>amortized<br>cost | Total |
|---|---------------------------------------|--|---------------------------|--|-------|
| Recognized within Financial expense, net <sup>2</sup> : |                                       |  |                           |  |       |
| Interest income   | 88                                    | –                                      | –                         | –  | 88    |
| Interest expense  | (20)                                  | –                                      | (17)                      | (126)  | (163) |
| Currency gains/(losses), net                            | –                                     | –                                      | (30)                      | –  | (30)  |
| Recognized within Operating income:                     |                                       |  |                           |  |       |
| Impairment charges                                      | (16)                                  | (16)                                   | –                         | –  | (32)  |
| Reclassification from OCI                               | –                                     | 9                                      | –                         | –  | 9     |
| Reversal of impairment charges                          | 4                                     | –                                      | –                         | –  | 4     |
| Total   | 56                                    | (7)                                    | (47)                      | (126)  | (124) |

1 Includes immaterial amounts relating to financial assets designated as at fair value through profit or loss

2 Financial expense, net also includes US\$20 million of bank charges (2010: US\$22 million; 2009: US\$17 million)

28.3 Reported gains and losses on revaluation of available-for-sale financial assets for the years ended December 31, 2011, 2010 and 2009 were as follows:

| (US\$ million)                               | 2011 | 2010 | 2009 |
|--|------|------|------|
| Impairment losses reported in profit or loss | (1)  | (9)  | (7)  |
| Unrealized gains/(losses) reported in OCI    | 3    | 4    | (18) |

F-64

---

Table of Contents

## 29. Derivatives and hedge accounting

The following table shows fair values, notional amounts and maturities of Syngenta's derivative financial instruments held at December 31, 2011 and 2010, classified by the individual risks being hedged and the applied accounting treatment:

| 2011 (US\$ million)                                  | Fair value |              | Notional amounts |               |                   |              | Total         |
|--|------------|--------------|------------------|---------------|-------------------|--------------|---------------|
|  | Positive   | Negative     | <90 days         | 90 – 180 days | 180 days – 1 year | 1 – 5 years  |               |
| <b>Foreign exchange and interest rate risk:</b>      |            |              |                  |               |                   |              |               |
| Cash flow hedges                                     | 161        | (92)         | 667              | 536           | 1,309             | 825          | 3,337         |
| Fair value hedges                                    | 67         | (67)         | –                | –             | –                 | 2,000        | 2,000         |
| Undesignated   | 77         | (137)        | 3,972            | 2,239         | 695               | –            | 6,906         |
| <b>Total foreign exchange and interest rate risk</b> | <b>305</b> | <b>(296)</b> | <b>4,639</b>     | <b>2,775</b>  | <b>2,004</b>      | <b>2,825</b> | <b>12,243</b> |
| <b>Commodity price risk:</b>                         |            |              |                  |               |                   |              |               |
| Cash flow hedges                                     | 6          | (2)          | 42               | 3             | 27                | –            | 72            |
| Undesignated   | 33         | –            | 69               | 4             | 68                | –            | 141           |
| <b>Total commodity price risk</b>                    | <b>39</b>  | <b>(2)</b>   | <b>111</b>       | <b>7</b>      | <b>95</b>         | <b>–</b>     | <b>213</b>    |

| 2010 (US\$ million)                                  | Fair value |              | Notional amounts |               |                   |              | Total         |
|--|------------|--------------|------------------|---------------|-------------------|--------------|---------------|
|  | Positive   | Negative     | <90 days         | 90 – 180 days | 180 days – 1 year | 1 – 5 years  |               |
| <b>Foreign exchange and interest rate risk:</b>      |            |              |                  |               |                   |              |               |
| Cash flow hedges                                     | 318        | (74)         | 544              | 610           | 3,168             | 1,141        | 5,463         |
| Fair value hedges                                    | 52         | (73)         | –                | –             | –                 | 2,000        | 2,000         |
| Undesignated   | 190        | (219)        | 6,993            | 845           | 251               | –            | 8,089         |
| <b>Total foreign exchange and interest rate risk</b> | <b>560</b> | <b>(366)</b> | <b>7,537</b>     | <b>1,455</b>  | <b>3,419</b>      | <b>3,141</b> | <b>15,552</b> |
| <b>Commodity price risk:</b>                         |            |              |                  |               |                   |              |               |
| Cash flow hedges                                     | 1          | (1)          | 8                | 1             | 15                | 1            | 25            |
| Undesignated   | 40         | –            | 185              | 16            | 46                | –            | 247           |
| <b>Total commodity price risk</b>                    | <b>41</b>  | <b>(1)</b>   | <b>193</b>       | <b>17</b>     | <b>61</b>         | <b>1</b>     | <b>272</b>    |

For cash flow hedges, the periods when the cash flows for the underlying hedged items are expected to occur and affect profit or loss are not significantly different from those of the hedging instruments as presented in the table above.

## 29.1 Fair value hedges

Syngenta maintains a combination of interest rate swaps and cross currency swaps that qualify for hedge accounting as designated fair value hedges relating to bond liabilities.

Hedge effectiveness for these hedges is measured on a quarterly basis by comparing the changes in fair value of the bond liabilities (with respect to the hedged risks) to the changes in fair value of the associated swaps. There is an immaterial amount of hedge ineffectiveness on these swaps.

Edgar Filing: SYNGENTA AG - Form 20-F

Gains/(losses) on fair value hedges recognized in profit or loss for the years ended December 31, 2011, 2010 and 2009 are as follows:

| (US\$ million)                                       | 2011        | 2010        | 2009       |
|--|-------------|-------------|------------|
| <b>Hedging instruments:</b>                          |             |             |            |
| Interest rate swaps                                  | 10          | 54          | –          |
| Cross currency swaps                                 | 32          | (32)        | (9)        |
| <b>Total gains/(losses) from hedging instruments</b> | <b>42</b>   | <b>22</b>   | <b>(9)</b> |
| <b>Underlying hedged items</b>                       | <b>(42)</b> | <b>(22)</b> | <b>9</b>   |

F-65

---

Table of Contents

## 29. Derivatives and hedge accounting continued

## 29.2 Cash flow hedges and hedges of net investment in foreign operations

Syngenta maintains the following derivatives that qualify for cash flow hedge accounting:

- Cross currency swaps (or a combination of cross currency swaps and interest rate swaps) designated as hedges of foreign exchange risk (or both foreign exchange risk and interest rate risk) of future interest and principal payments on bond liabilities.
- Interest rate swaps designated as hedges of interest rate risk of future interest payments on forecasted bond liabilities.
- Foreign exchange forward contracts and net purchased currency options designated as hedges of foreign exchange risk of forecast foreign currency cash flows (uncommitted foreign exchange transaction risk) arising from (i) forecast sales and purchases between Syngenta subsidiaries and (ii) forecast transactions with third parties.
- Commodity forwards, futures and purchased options designated as hedges of commodity price risks of anticipated and committed future purchases.

Syngenta maintained the following derivatives that qualified as hedges of net investment in foreign operations:

- During 2011 and 2010, in line with the risk management strategy, no new positions were taken to hedge any of the existing or new net investments in foreign operations. Gains/(losses) relating to hedges entered into during previous reporting periods continue to be presented in OCI.
- During 2009, Syngenta designated forward contracts and net purchased currency options as hedges of net investments in foreign operations including monetary items that are accounted for as part of the net investment.

Hedge effectiveness for these hedges is measured on a quarterly or semi-annual basis. Syngenta uses the forward rate methodology to measure the effectiveness of the foreign exchange or commodity forward contracts. Hedge effectiveness for the swaps is measured by comparing the movement in the present value of future coupon bond payments to the movement in the present value of forecast future cash flows of the associated swaps. There is an immaterial amount of hedge ineffectiveness related to these hedges.

Gains/(losses) on derivative instruments recognized as cash flow hedges and hedges of net investments in foreign operations during the years ended December 31, 2011, 2010 and 2009 were as follows:

|   | 2011  |                   |                             | 2010   |                   |                             | 2009   |                   |                             |
|---|---|-------------------|-----------------------------|--|-------------------|-----------------------------|--|-------------------|-----------------------------|
|   | Foreign<br>exchange<br>and interest<br>rate | Commodity<br>risk | Net<br>investment<br>hedges | Foreign<br>exchange<br>and<br>interest<br>rate | Commodity<br>risk | Net<br>investment<br>hedges | Foreign<br>exchange<br>and<br>interest<br>rate | Commodity<br>risk | Net<br>investment<br>hedges |
| (US\$ million)  |   |                   |                             |  |                   |                             |  |                   |                             |
| Opening balance of<br>gains/(losses) recognized<br>in OCI | 21  | 10                | (72)                        | (38)   | (10)              | (67)                        | (90)   | (24)              | (57)                        |
| Income taxes  | 29  | 5                 | -                           | (50)   | 4                 | -                           | (6)  | (10)              | -                           |
|   | 59  | (7)               | -                           | 113  | 1                 | (5)                         | 227  | (6)               | (19)                        |

|   |       |     |      |      |    |      |       |      |      |
|---|-------|-----|------|------|----|------|-------|------|------|
| Gains/(losses) recognized in OCI                                  |       |     |      |      |    |      |       |      |      |
| (Gains)/losses removed from OCI and recognized in profit or loss: |       |     |      |      |    |      |       |      |      |
| Cost of goods sold  | –     | (5) | –    | –    | 15 | –    | –     | 30   | –    |
| General and administrative  | (160) | –   | –    | (26) | –  | –    | (107) | –    | –    |
| Financial expense, net  | (37)  | –   | –    | 22   | –  | –    | (62)  | –    | 9    |
| Closing balance of gains/(losses) recognized in OCI               | (88)  | 3   | (72) | 21   | 10 | (72) | (38)  | (10) | (67) |

During 2009, some equity loans between Syngenta affiliates were repaid. As a result, US\$9 million of net investment hedging losses were removed from OCI and recognized in profit or loss.

### 29.3 Undesignated hedges

Gains and losses on hedging instruments that were not designated for hedge accounting purposes are as follows:

- Foreign currency forward contracts that are effective economic hedges of balance sheet exposures as part of Syngenta's committed exposure program. The fair value movements of the hedges and the retranslation of the underlying exposures are recorded in profit or loss and largely offset.
- Foreign currency forward contracts that are effective economic hedges of forecast cash flows arising from anticipated sales and purchases between Syngenta affiliates and third parties. The amount recorded in profit or loss in 2011 is a gain of US\$16 million (2010: gain of US\$3 million; 2009: gain of US\$3 million).

Purchased foreign currency options are effective economic hedges of the exposure arising from written foreign currency options offered to customers as part of a sales contract. The fair values of both the purchased and written foreign currency options are recorded in profit or loss and largely offset.

Table of Contents

---

29. Derivatives and hedge accounting continued

-Commodity derivative contracts that are effective economic hedges of the anticipated purchases of raw materials or purchases and sales of crops in barter arrangements. The amount recorded in profit or loss in respect of these derivatives in 2011 is a gain of US\$4 million (2010: gain of US\$7 million; 2009: gain of US\$3 million). The corresponding forecasted transactions offsetting the above amounts in profit or loss may occur in the following periods.

30. Subsequent events

No events occurred between the balance sheet date and the date on which these consolidated financial statements were approved by the Board of Directors that would require adjustments to or disclosure in the consolidated financial statements.

Approval of the Consolidated Financial Statements

These consolidated financial statements were approved by the Board of Directors on February 7, 2012.