

SYNGENTA AG  
Form 20-F  
February 17, 2011

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As filed with the Securities and Exchange Commission on February 17, 2011

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  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2010

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)

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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:  
American Depositary Shares, each representing  
one-fifth of a common share of Syngenta AG,  
nominal value CHF 0.10

Name of each exchange on which registered:  
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

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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.

94,599,849 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

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 issued  
by the International Accounting Standards Board  Other

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

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## 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

Introduction	i
Nature of Operations	i
Forward-Looking Statements	i
<b>PART I</b>	<b><u>1</u></b>
<b>Item 1 — Identity of Directors, Senior Management and Advisers</b>	<b><u>1</u></b>
<b>Item 2 — Offer Statistics and Expected Timetable</b>	<b><u>1</u></b>
<b>Item 3 — Key Information</b>	<b><u>1</u></b>
<b>Item 4 — Information on the Company</b>	<b><u>8</u></b>
<b>Item 4A — Unresolved Staff Comments</b>	<b><u>29</u></b>
<b>Item 5 — Operating and Financial Review and Prospects</b>	<b><u>30</u></b>
<b>Item 6 — Directors, Senior Management and Employees</b>	<b><u>59</u></b>
<b>Item 7 — Major Shareholders and Related Party Transactions</b>	<b><u>89</u></b>
<b>Item 7A — Major Shareholders</b>	<b><u>89</u></b>
<b>Item 7B — Related Party Transactions</b>	<b><u>89</u></b>
<b>Item 7C — Interests of Experts and Counsel</b>	<b><u>89</u></b>
<b>Item 8 — Financial Information</b>	<b><u>90</u></b>
<b>Item 9 — The Offer and Listing</b>	<b><u>93</u></b>
<b>Item 10 — Additional Information</b>	<b><u>95</u></b>
<b>Item 11 — Quantitative and Qualitative Disclosures About Market Risk</b>	<b><u>104</u></b>
<b>Item 12 — Description of Securities Other Than Equity Securities</b>	<b><u>108</u></b>
<b>PART II</b>	<b><u>109</u></b>
<b>Item 13 — Defaults, Dividend Arrearages and Delinquencies</b>	<b><u>109</u></b>
<b>Item 14 — Material Modifications to the Rights of Security Holders and Use of Proceeds</b>	<b><u>109</u></b>
<b>Item 15 — Controls and Procedures</b>	<b><u>109</u></b>
<b>Item 16 — [Reserved]</b>	<b><u>109</u></b>
<b>Item 16A — Audit Committee Financial Expert</b>	<b><u>109</u></b>
<b>Item 16B — Code of Ethics</b>	<b><u>110</u></b>
<b>Item 16C — Principal Accountant Fees and Services</b>	<b><u>111</u></b>
<b>Item 16D — Exemptions from the Listing Standards for Audit Committees</b>	<b><u>111</u></b>
<b>Item 16E — Purchases of Equity Securities by the Issuer and Affiliated Purchasers</b>	<b><u>111</u></b>
<b>Item 16F — Change in Registrant's Certifying Accountant</b>	<b><u>112</u></b>
<b>Item 16G — Corporate Governance</b>	<b><u>112</u></b>
<b>PART III</b>	<b><u>113</u></b>
<b>Item 17 — Financial Statements</b>	<b><u>113</u></b>
<b>Item 18 — Financial Statements</b>	<b><u>113</u></b>
<b>Item 19 — Exhibits</b>	<b><u>114</u></b>

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 presented on the following page has been extracted from the consolidated financial statements of Syngenta that were prepared in accordance with IFRS. 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 Emergent Genetics Vegetable A/S from June 1, 2006, Conrad Fafard, Inc. from August 1, 2006, 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 and Greenleaf Genetics LLC from November 8, 2010. For further information about these and other acquisitions, see Note 3 to the consolidated financial statements in Item 18.

Table of Contents

## Selected Financial Data

(US\$ million, except where otherwise stated)	Year ended December 31,									
	2010	2009	2	2008	2	2007	2	2006	2	
Amounts in accordance with IFRS 1										
Income statement data:										
Sales	11,641	10,992		11,624		9,240		8,046		
Cost of goods sold	(5,866 )	(5,572 )		(5,706 )		(4,669 )		(3,982 )		
Gross profit	5,775	5,420		5,918		4,571		4,064		
Operating expenses	(3,982 )	(3,601 )		(4,038 )		(3,070 )		(3,190 )		
Operating income	1,793	1,819		1,880		1,501		874		
Income before taxes	1,677	1,694		1,714		1,456		843		
Net income	1,402	1,411		1,399		1,135		667		
Net income attributable to Syngenta AG shareholders	1,397	1,408		1,399		1,133		664		
Number of shares – basic	92,687,903	93,154,537		93,916,415		95,973,958		98,165,298		
Number of shares – diluted	93,225,303	93,760,196		94,696,762		97,143,368		99,876,180		
Basic earnings per share	15.07	15.11		14.90		11.80		6.76		
Diluted earnings per share	14.99	15.01		14.77		11.66		6.65		
Cash dividends declared:										
CHF per share	6.00	6.00		4.80		1.60		–		
US\$ per share equivalent	5.61	5.27		4.76		1.32		–		
Par value reduction:										
CHF per share	–	–		–		2.20		3.30		
US\$ per share equivalent	–	–		–		1.78		2.68		
Cash flow data:										
Cash flow from operating activities	1,707	1,419		1,466		1,168		928		
Cash flow used for investing activities	(450 )	(880 )		(608 )		(368 )		(411 )		
Cash flow from (used for) financing activities	(844 )	170		(457 )		(781 )		(541 )		
Capital expenditure on tangible fixed assets	(396 )	(652 )		(444 )		(317 )		(217 )		
Balance sheet data:										
Current assets less current liabilities	4,363	4,583		3,311		2,600		2,522		
Total assets	17,285	16,129		14,089		12,819		11,319		
Total non-current liabilities	(4,483 )	(5,331 )		(4,489 )		(3,305 )		(3,136 )		
Total liabilities	(9,836 )	(9,642 )		(8,798 )		(7,189 )		(6,150 )		
Share capital	(6 )	(6 )		(6 )		(6 )		(142 )		
Total shareholders' equity	(7,439 )	(6,473 )		(5,274 )		(5,611 )		(5,141 )		
Other supplementary income data:										
Diluted earnings per share from continuing operations,	16.44	16.15		16.40		11.69		9.03		



excluding restructuring and  
impairment 3

All activities were in respect of continuing operations.

2

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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 in Item 18.

2 In these consolidated financial statements, Syngenta has recognized actuarial gains and losses of defined benefit post-employment plans in other comprehensive income (“OCI”) in the periods in which they arose (“immediate recognition in OCI method”). Previously, Syngenta applied the corridor method of deferred recognition, under which these gains and losses were amortized over the average remaining employee service period to the extent that they exceeded 10% of the higher of the defined benefit obligation or plan assets. In the opinion of Syngenta, the immediate recognition in OCI method presents Syngenta’s post-employment defined benefit obligations in the consolidated balance sheet in a more understandable way than the corridor method because the amounts presented are closer to the underlying actuarial position of the post-employment plans. Comparative amounts for the years ended and as at December 31, 2009, 2008, 2007 and 2006 have been adjusted to reflect the new policy. The impacts of the change in accounting policy for 2009 and 2008 are detailed in Note 2 to the consolidated financial statements in Item 18. The impacts of the change in accounting policy for 2007 and 2006 are as follows:

(US\$ million, except per share amounts)	As reported	2007		2006		
		Accounting policy change	After accounting policy change	As reported	Accounting policy change	After accounting policy change
Operating expenses	(3,107 )	37	(3,070 )	(3,235 )	45	(3,190 )
Operating income	1,464	37	1,501	829	45	874
Income before taxes	1,419	37	1,456	798	45	843
Net income	1,111	24	1,135	637	30	667
Net income attributable to Syngenta AG shareholders	1,109	24	1,133	634	30	664
Basic earnings per share (US\$)	11.56	0.24	11.80	6.46	0.30	6.76
Diluted earnings per share (US\$)	11.42	0.24	11.66	6.35	0.30	6.65
Current assets less current liabilities	2,606	(6 )	2,600	2,598	(76 )	2,522
Total assets	13,280	(461 )	12,819	11,852	(533 )	11,319
Total non-current liabilities	(3,361 )	56	(3,305 )	(3,220 )	84	(3,136 )
Total liabilities	(7,239 )	50	(7,189 )	(6,158 )	8	(6,150 )
Total shareholders’ equity	(6,022 )	411	(5,611 )	(5,666 )	525	(5,141 )
Diluted earnings per share from continuing operations, excluding restructuring and impairment (US\$)	11.45	0.24	11.69	8.73	0.30	9.03

3 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 business changes which are considered major and which, in the opinion of management, will have a material effect on the nature and focus of Syngenta's operations. Restructuring includes the effects of completing and integrating significant business combinations and divestments. Restructuring and impairment includes the impairment costs associated with major restructuring and also 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 and Prospects in Item 5.

Restructuring and impairment charges for 2010, 2009 and 2008 are analyzed in Note 6 to the consolidated financial statements in Item 18.

Restructuring and impairment for 2007 and 2006 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, for 2007, 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 and Prospects 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.

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.

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 240 days. Syngenta's customers, particularly in developing economies and in economies experiencing an economic downturn, 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 EU, 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 EU, a new plant variety will be registered only after it has been shown that it is distinct, uniform, stable, and better than existing varieties.

Table of Contents

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, EU 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.

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 assert that Syngenta's products violate their intellectual property rights. As the number of biotechnological products used in agriculture increases and the functionality of these products further overlap, Syngenta believes that it may continue to be subject to infringement claims. Even claims without merit are time-consuming and expensive to defend. As a result of these claims, Syngenta could be required 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 US and the EU 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.

Table of Contents

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 regularly tests its intangible assets for impairment. Upon completing its testing for 2010, which included subjecting the assumptions used in the testing to a sensitivity analysis, Syngenta has concluded that no material intangible assets are impaired at December 31, 2010. 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

The adoption of products derived through biotechnology could have a negative impact on areas of Syngenta's crop protection business. 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% of sales in 2010, whereas seeds accounted for approximately 24% of sales. The areas of Syngenta's crop protection business most affected by 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.

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.

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

Table of Contents

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 24% 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, Syria 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.

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. In November 2000, Syngenta's business operations were created 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 on November 13, 2000. At December 31, 2010, 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 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.

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.

On July 1, 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) region.

On September 30, 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.

On November 8, 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.

During 2009, Syngenta completed five small acquisitions and three small divestitures, none of which were material either individually or in the aggregate. In addition, on August 31, 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.

On April 1, 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® I 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.

On April 3, 2008, Syngenta acquired a 49 percent share in the Chinese company Sanbei Seeds Co. Ltd., which specializes in the production and sale of high-quality, high-yielding corn seeds. On November 10, 2008, Syngenta purchased SPS Argentina SA (SPS), a company primarily specialized in the development, production and marketing of soybean, corn and sunflower. On November 19, 2008, Syngenta acquired Goldsmith Seeds, Inc. (Goldsmith).

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1 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 three high value commercial sectors: seeds for field crops including corn, oilseeds, cereals and sugar beet; vegetable and flower seeds; and high-quality pot and bedding plants.

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.

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, 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.



## Table of Contents

- 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.

## 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 countries, 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 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

## Table of Contents

cyproconazole directly in the European Economic Area to Bayer, under Bayer's own trade name. Syngenta has re-commenced sales of cyproconazole directly, under the ALTO® and other brand names.

- Cyprodinil (UNIX®/STEREO®5/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.
- Difenoconazole (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.
- Fluazinam6 (SHIRLAN®) is a fungicide for control of potato blight.
- MEFENOXAM™7 (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.
- Propiconazole8 (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.
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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.

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5Pursuant 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.

6Fluazinam is distributed, but not manufactured, by Syngenta.

7In 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).

8Pursuant 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 is being 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>9</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 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®) is a leading fungicide for use on turf, primarily used on golf courses.
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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 a range of products for use in controlling insect pests.

- 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

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<sup>9</sup>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

control by the World Health Organization. In addition to being sprayed, it can be incorporated into bednets to offer added protection.

- Cypermethrin (DEMON®) is a pyrethroid insecticide that provides a lasting soil treatment to prevent termites from attacking homes and other structures.

### Recently Launched Products (last 3 years)

#### Fungicides

- Mandipropamid (REVUS®) is a new fungicide for fruit and vegetables to combat late blight and downy mildew, which complements Syngenta's existing product range. REVUS® was launched in 2007 and is currently registered in 62 countries.
- Isopyrazam, 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 USA in cotton in 2006, was launched there in corn in 2009.

#### Products in Late Stage Development

Syngenta has a rich pipeline which extends beyond 2012 with projects covering all product lines.

#### Selective Herbicides

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

#### Fungicides

- 545, a new broad-spectrum fungicide primarily for soybean rust that complements the existing range.
- Sedaxane, a new fungicide used in seed treatment that complements Syngenta's existing product range.

#### 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 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 is developing in mixtures with its own leading insect control products.



## Table of Contents

### 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 2010.

### 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 whom also handle other manufacturers' products. Syngenta's products are normally 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 who 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 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.

#### Research and Development

Syngenta's research and development ("R&D") in Crop Protection is split into Crop Protection Research and Crop Protection Development.

Crop Protection Research has three major research centers in Stein, Switzerland, Jealott's Hill, England and Goa, India. Over 600 employees focus 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.

Crop Protection Research is dedicated to provide Syngenta with innovative new chemical crop protection product options and intellectual property with the potential to create maximum business value and differentiation. This is done through maximizing the impact of Syngenta's chemical and biological science expertise, its professional project and

## Table of Contents

portfolio management and leveraging its global reach. New product research is guided by customer need, technology, regulatory requirements and political trends.

Syngenta is continuously improving its research process. Expert hand-crafted 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.

Crop Protection Development is at the interface between research and marketing with over 1,000 permanent employees at sites around the world working to develop 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. During this time, the active ingredient's efficacy and safety is assessed and all data is compiled for registration and safe product use.

Syngenta tests compounds it selects for development on the most important crops throughout the world 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 product range is improved by supporting the development of new mixtures, formulations and programs that bring new effects and opportunities to growers.

In addition to its own research and development efforts, Syngenta has strengthened its business platform through targeted acquisitions. It has also entered into a number of research and development agreements around the world to access technologies, chemical libraries, biological screening and follow-up of leads.

The total spent on research and development in Crop Protection was US\$555 million in 2010, US\$508 million in 2009 and US\$553 million in 2008.

## 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.

## Table of Contents

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.

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.

Registration and re-registration procedures apply in all major markets.

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.

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% 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 flowers and vegetables. Through Syngenta's enhanced corn breeding and trait conversion capabilities, approximately 40 new products were brought into NAFTA production in 2010 for customer use in the 2011 crop year. 25 of these products are Agrisure® 3000GT and Agrisure Viptera™, containing Syngenta corn borer, broad lea, rootworm and glyphosate tolerance traits. These new products will enhance Syngenta's presence in the genetically modified (GM) trait and trait stack market, while also leveraging the elite new genetic combinations resulting from the integration of acquired germplasm resources from the Garst, Golden Harvest and CHS acquisitions.

In addition to the 2008 acquisitions of SPS, Goldsmith and Yoder, Syngenta also acquired the global hybrid sunflower seeds business of Monsanto in August 2009, strengthening its position in the key European and Latin American markets and enhancing its overall market leadership and product portfolio. On September 30, 2010, Syngenta acquired the Maribo Seed sugar beet business from Nordic Sugar, a subsidiary of Nordzucker AG.

On November 8, 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®/NK®/Garst®/Golden Harvest®) 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 (Hilleshög®/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®/NFC New Farm Crops®/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.

#### Vegetables

- Vegetables brands include S&G®, Rogers®, Daehnfeldt® and Zeraim Gedera®. Syngenta offers a full range of vegetable seeds, including tomatoes, peppers, melons, watermelons, squash, cauliflower, cabbage, broccoli, lettuce, spinach, sweet corn, cucumbers 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 growers. In 2009, Syngenta acquired two US based lettuce seed



## Table of Contents

companies, Synergene Seed & Technology, Inc. and Pybas Vegetable Seed Co., Inc., which established it in the North American lettuce market and broadened its lettuce development portfolio in Europe and Asia.

### Flowers

- Flowers brands include Syngenta Flowers, Goldsmith®, Yoder® and GoldFisch®. 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 2008, Syngenta launched Agrisure® 3000GT, which accounted for 60% of its corn portfolio in 2010.
- 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 both malting varieties suitable for 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®11 tolerance in the US12, feature high sugar content and multiple resistances across a number of geographies.
- Syngenta launched NK® Petrol in 2007. This is the first product of an entirely new hybridization system for oilseed rape, which provides higher yields and better resistance to environmental stress.

### 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 tomatoes, Mini Kumato™, a mini version of Syngenta's popular European sweet tasting tomato with a dark colored skin, Angelle, a snacking specialty with high taste and flavor launched in the US and Japan, and Arnold, rootstock with high vigor and root disease resistance in Europe.
- Intrude/Hunter a bacterial and virus resistance pepper launched in the US.
- Strategos/Pegaso, a high yield and disease resistant cucumber in Europe.

### Flowers

In Flowers, some examples of recently launched products include:

- Calliope® Geranium cuttings series with unique semi-trailing habit and large semi-double blooms with great heat tolerance.
- Plush®, Petunia series with early blooming trailing type from seeds.
- Mammoth®, Pansy series from Goldsmith with very large flowers.

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

12The US Department of Agriculture (“USDA”) deregulation of sugar beet varieties with Roundup Ready®<sup>11</sup> tolerance in the US is currently the object of third party plaintiff litigation against the US government, and is on appeal to the Ninth Circuit Court of Appeals; the USDA’s recent interim partial deregulation is the object of newly filed litigation that Syngenta has joined.

## Table of Contents

- Perfetto, Medium sized Cyclamen series for economic production.
- Volumbia, Begonia series with large flowers – for landscaping.
- Mira®, Poinsettia variety – very early flowering for energy-efficient production.
- Techno®, Lobelia series with great heat tolerance – from cuttings.
- Goldalia, Dahlia series with unique bicolors.

## 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 nutrition. Combined with advanced breeding technology, this is accelerating the introduction of novel varieties.

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.
- Enhanced broad Lepidopteran insect control in corn, through Syngenta's Agrisure Viptera™ trait, which expands the pest spectrum to include key yield reducing insects. This technology will be combined with triple stack technology for a differentiating, industry leading whole plant protection.
- An expanded portfolio in corn with triple stack input traits (Agrisure® 3000GT), which combines glyphosate tolerance, European corn borer and corn rootworm control.
- 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 an industry-leading 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.

## Table of Contents

- 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 excellent malting quality.
- Triticale development combines outstanding forage quality 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®13 tolerance for the NAFTA market14.

## Vegetables

- Focus on increased agronomic quality, fruit quality improvements and better plant performance in combination with virus, fungal, fruit cracking disease and insect resistances to provide increased grower value.
- Advancing abiotic stress tolerant traits for rootstocks for the high value tomato and pepper markets.
- Developing fruit sizes 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®, Hillehör®, 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 Hillehör® 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 Daehnfeltdt® 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 Goldfisch® 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.

Seed and crop protection products have traditionally been marketed separately. However, to provide integrated crop solutions and services, especially those tailored to local customer needs, Syngenta's Seeds business is increasingly working together with its Crop Protection business to develop joint marketing approaches and initiatives. The objective has been to combine and capitalize on the strength of each segment to maximize their competitive advantages. This strategy is primarily focused on corn, soybeans, vegetables and cereals. Where beneficial, Crop Protection and Seeds sales teams jointly coordinate customer approaches to create crop solutions that include broad product combinations and services. Examples of joint marketing strategies in practice are soybean seed treated with CruiserMaxx®

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

14The USDA deregulation of sugar beet varieties with Roundup Ready®11 tolerance in the US is currently the object of third party plaintiff litigation against the US government, and is on appeal to the Ninth Circuit Court of Appeals; the USDA's recent interim partial deregulation is the object of newly filed litigation that Syngenta has joined.

## Table of Contents

treatment, and in the US corn market capitalizing on the breadth of Syngenta's portfolio by offering Syngenta seeds and traits, coupled with seed care and crop protection products. This program has benefited both the Crop Protection and Seeds businesses. Syngenta's recently announced program to integrate global commercial operations, which is described in more detail in Item 5 below, will lead to further development of joint marketing activities.

### 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.

Seeds R&D is dedicated to creating new varieties of major field crops having improved quality and productivity - in particular, corn, soybean, wheat, sugar beet, sunflower, winter oilseed rape and vegetables. This includes improving tolerance to pests and other environmental stresses as well as quality characteristics such as nutritional composition, safety, 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 both native traits and genetically modified (GM) traits, 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.

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\$410 million in 2010, US\$364 million in 2009 and US\$341 million in 2008.

### 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.

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

In order to ensure the safety of a new genetically modified product, governmental regulatory authorities perform a variety of risk assessments on genetically modified products. Syngenta must obtain government regulatory approvals prior to marketing genetically modified seed products in both cultivation and key importing countries. Currently, cultivation countries are the US, Canada, Brazil and the Philippines. Key importing countries are defined based on the product and cultivation market and may include Japan, one of the largest importers of commodity crops. Stacked products that contain multiple traits also may require separate governmental regulatory approvals before marketing in



Table of Contents

certain countries. Many regulatory authorities impose time limited registrations and reassess genetically modified products on a periodic basis to ensure that the product adheres to changing standards. Insect resistant traits also have requirements for ongoing monitoring for insect resistance management. Most countries, with the exception of the US, require that new varieties of vegetable and agricultural species, whether transgenic or not, undergo registrations of the different varieties.

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

## 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 arrangements. To drive near term success, Business Development has put emphasis on the commercialization of close-to-market projects that are aligned with the strengths of the Syngenta Crop Protection and Seeds businesses.

Syngenta's proprietary ENOGEN™ corn amylase, which improves the productivity of ethanol plants, has achieved approval from the US Food and Drug Administration and from regulatory authorities in Japan, Canada, New Zealand, Mexico and the Philippines. In addition, it was approved by the USDA on February 11, 2011. Development in plant testing continued in 2010.

Syngenta also focused on further developments in breeding and transformation activities of sugar cane in Latin America with the long term view of strategically enhancing the product portfolio offered to farmers and mills and introducing new genetically modified varieties.

#### Production

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

#### Research and Development

Syngenta's primary center for agricultural genomics and biotechnology research is at Syngenta Biotechnology, Inc. ("SBI") in Research Triangle Park in the United States. This research is now complemented with the development of Syngenta Biotech China, a permanent 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 at SBI.

- 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. Syngenta’s work with the rice genome has resulted in the discovery and patenting of a wide range of promoters.

All biotechnology products are subject to intense regulatory scrutiny. 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.

## Table of Contents

Total research and development spending for Business Development was US\$67 million in 2010, US\$80 million in 2009 and US\$70 million in 2008.

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 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, soya, cotton and canola (input traits). As a result, access to germplasm as a platform for trait commercialization is 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, Danisco and BASF.

## 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.

Table of Contents

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

## 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	411,462,898	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/ Production
<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	675,000	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

United Kingdom				
Syngenta Limited	100%	GBP	85,000,000	Holding/Production/ Research
USA				
Syngenta Crop Protection, LLC	100%	USD	1	Sales/Production/Research
Syngenta Seeds, Inc.	100%	USD	–	Sales/Production/Research
Syngenta Corporation	100%	USD	100	Holding/Finance

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(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/ Leasehold	Approximate area (square feet)	Principal Use
Rosental, Basel, Switzerland	Freehold	281,700	Headquarters, Global functions
Dielsdorf, Switzerland	Freehold	1,049,490	Administration, marketing United States Headquarters, research
Greensboro, North Carolina, USA	Freehold	2,970,000	Production
St. Gabriel, Louisiana, USA	Freehold	54,663,400	Production
Jealott's Hill, Berkshire, UK	Freehold	26,910,000	Research center
Monthey, Switzerland	Freehold	10,515,160	Production
Huddersfield, West Yorkshire, UK	Freehold	10,755,600	Production
Cold Creek, Alabama, USA	Freehold	9,539,900	Production
Goa, India	Freehold	8,668,100	Production
Grangemouth, Falkirk, UK	Freehold	904,488	Production
Landskrona, Sweden	Freehold	8,072,900	Research, production and marketing(1)
Greens Bayou, Texas, USA	Freehold	5,898,800	Production
Enkhuizen, The Netherlands	Freehold	3,536,700	Administration, research and marketing(1)
Stein, Switzerland	Freehold	1,948,700	Research center
Research Triangle Park, North Carolina, USA	Freehold	3,515,930	Research center
Aigues-Vives, France	Freehold	1,538,680(2)	Production
Nérac, France	Freehold	586,870	Production(1)
Lone Tree, Iowa, USA	Freehold	1,306,800	Production(1)
Pasco, Washington	Freehold	1,742,400	Production(1)
Saint-Sauveur, France	Freehold	1,395,650	Administration, research(1)
Nantong, China	Leasehold	1,496,000	Production
Müchwilen, Switzerland	Freehold	610,300	Production
Kaisten, Switzerland	Freehold	124,808(3)	Production
St Pierre, France	Freehold	1,506,946	Production
Seneffe, Belgium	Freehold	2,475,690	Production
Omaha, Nebraska, USA	Freehold	1,829,520	Production
Paulinia, Brazil	Freehold	6,860,000	Production
Hillscheid, Germany	Freehold	1,174,600	Administration, research(1)
Pollen, Kenya	Leasehold	4,843,000	Production(1)
Thika, Kenya	Leasehold	3,013,000	Production(1)
Koka, Ethiopia	Leasehold	9,687,000	Production(1)
Pelpor, Portugal	Freehold	1,883,684	Production, research
Amatitlan, Guatemala	Freehold	3,119,993	Production
San Jose Pinula, Guatemala	Freehold	1,654,655	Production(1)

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Jalapa, Guatemala	Freehold	4,417,690	Production(1)
Gilroy, California, USA	Freehold	4,208,332	Production(1)
Kapok, Guatemala	Freehold	2,045,142	Production(1)
Andijk, The Netherlands	Freehold	1,291,669	Research(1)
Beijing, China	Leasehold	21,528	Research(1)

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- (1) Used for Seeds business.  
(2) Only 875,850 square feet are currently used and developed.  
(3) Surface area of building/factory which is owned; land itself (143,000 square feet) is owned by a third party.

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

Table of Contents

Capacity Expansion Program

In 2010, Syngenta completed the capacity expansion program that commenced in 2008. The capacity expansion was mainly focused on the production of Azoxystrobin at Grangemouth in the United Kingdom and of CCT, a precursor to Thiamethoxam, at Monthey in Switzerland. Azoxystrobin is a Fungicide in AMISTAR® and Thiamethoxam is an Insecticide used in the key products ACTARA® and CRUISER®. To accompany this, there was related expansion for chemical intermediates as well as for formulation, filling and packing and investments in supply contracts and technology.

Syngenta elected to cancel or defer some of the expansion projects included in the program's original scope. As a result, total program spending was less than originally estimated, reaching US\$422 million of which US\$123 million was spent in 2010.

In Seeds, corn production facilities are being constructed in Asia in support of the roll-out of Syngenta's technology offer there.

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 3 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 59 percent of Syngenta's sales and 67 percent of Syngenta's costs in 2010 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 2010 were 6 percent higher than 2009 on a reported basis, but were 4 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 Syngenta's grower customers with its 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 NAFTA<sup>1</sup>, which represent approximately 32 percent and 31 percent respectively of consolidated sales in 2010 (2009: 33 percent and 34 percent). Both sales and operating profit are seasonal and are weighted towards the first half of the calendar year, which largely reflects the northern hemisphere planting and

growing cycle, though sales growth in Latin America is resulting in a reduced weighting of sales and operating profit in the first half than has previously occurred.

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 has established a biotech research & technology center in Beijing, China, to complement its biotech research activities in the USA.

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 2010 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 21 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 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.

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1NAFTA – North American Free Trade Association comprising the USA, Canada and Mexico

Table of Contents

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 2010 was only 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. 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. In Seeds, operating income as a percentage of sales improved by 2 percentage points, with a 1 percentage point improvement in gross profit margin from a further increase in the weighting of proprietary triple stack seed in the corn portfolio. Syngenta increased its investment in research and development and in emerging markets. The Crop Protection capacity expansion program to meet higher demand particularly in AMISTAR® and ACTARA® / CRUISER® was completed and sales volume of these products grew by more than 20 percent in 2010. Cash flow from operating activities was \$288 million higher than 2009 with planned lower inventories in Crop Protection and higher early payments from customers in NAFTA due to strong farmer liquidity and high commodity crop prices. In this context, and subject to shareholder approval, the Company proposes to increase the dividend to CHF 7.00 per share from CHF 6.00 and repurchase shares to a planned value of approximately US\$200 million. It is proposed to pay the dividend as a cash distribution of reserves arising from capital contributions (share premium account), subject to shareholder approval. This distribution would then be paid free of Swiss withholding tax. The payment of the dividend in 2011 would fully utilize the reserve from capital contributions.

Crop Protection sales increased by 5 percent, an increase of 3 percent at constant exchange rate. Sales volumes were 9 percent higher, but offset by 6 percent lower local currency sales prices, with price reductions particularly in NAFTA and glyphosate products. Excluding glyphosate, sales prices were 5 percent lower. Sales volumes grew strongly in Latin America and Asia Pacific. In Eastern Europe, sales growth was strong in US dollars, helped by the recovery of currencies in the region, but at constant exchange rates growth was reduced by drought, particularly in Russia.

Seeds sales increased by 9 percent, an increase of 8 percent at constant exchange rates from higher sales volumes with local currency sales prices unchanged. Acquisitions contributed 2 percent to the volume growth, particularly in sunflowers within Diverse Field Crops, where the acquisitions added 9 percent. A 2009 change in NAFTA Corn and Soybean sales terms to align with industry standards increased sales in 2009 but reduced reported Seeds sales growth in 2010 by approximately 6 percent.

Gross profit margin for Syngenta in 2010 increased by 0.3 percent, with an improvement in Seeds 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 partly 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 with increased expenditures in emerging markets, higher information system costs and lower gains on

disposal of property, plant and equipment than in 2009. 2009 was also net of 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 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.

Comparing 2009 to 2008, net income was at broadly the same level in 2009 as 2008 despite a significant adverse impact from exchange rates due to the weakening of particularly emerging market currencies relative to the US dollar towards the end of 2008. Reported sales in 2009 were 5 percent lower than in 2008, but were 1 percent higher at constant exchange rates. Crop Protection sales were 8 percent lower, but down only 2 percent at constant exchange rates with an average 2 percent increase in local currency sales prices offset by 4 percent lower volumes, with late planting and low disease and pest pressure in NAFTA and Europe. Seeds sales were 5 percent higher than 2008, 13 percent at constant exchange rates, with 10 percent increases in local currency sales prices and 3 percent higher volumes, including the beneficial impact to reported sales of the change in NAFTA Corn & Soybean sales terms noted above. Overall gross profit margin declined by 2 percent due to the adverse currency movements, but at constant exchange rates was broadly flat, with a higher margin in Seeds offsetting a slightly lower margin in Crop Protection. Operating costs excluding cost of goods sold were lower, partly due to the weaker exchange rates compared to the US dollar, including hedging gains of US\$109 million reported in general and administrative, but also lower local currency costs due to cost containment measures, lower provisions for doubtful receivables and the favourable outcome of a legal dispute. Operating income was 3 percent, US\$61 million lower in 2009 than in 2008 after absorbing a net adverse US\$330 million impact from exchange rate movements. Net financial expense was US\$47 million lower in 2009 due to the non recurrence of the currency exchange rate losses in emerging market currencies in the final quarter of 2008 and the tax rate decreased by approximately 2 percent. As a result, 2009 net income was 1 percent higher than 2008.

#### Acquisitions, divestments and other significant transactions

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.

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.

On July 1, 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) region.

On September 30, 2010, Syngenta acquired 100% 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 includes the seed production and sales activities of the Maribo® sugar beet business as well as the Maribo brand name.

## Table of Contents

On November 8, 2010, Syngenta acquired the 50% 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 between Syngenta and Pioneer 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.

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, on August 31, 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.

On May 1, 2009, Syngenta sold its 6.99 percent shareholding in Sakata Seeds Corp. for approximately US\$46 million.

On April 1, 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.

### Operational Efficiency and Integrated Business Model programs

In 2007, Syngenta began a further Operational Efficiency Restructuring Program in addition to that announced in 2004 (described in the following paragraph) 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. Savings are targeted in both cost of goods sold and other operating expenses. The cost of this program is estimated at US\$550 million in cash and US\$180 million in non-cash charges in the period up to the end of 2011, with cash outflows continuing into 2012. Cash spent under the program in 2010 and 2009 totaled US\$80 million and US\$103 million, respectively. Cumulative spending on the program to the end of 2010 totaled US\$343 million.

The Operational Efficiency Cost Saving Program announced in 2004 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, was largely completed in 2007. Some cash spending under the program continued thereafter, largely due to cost run-offs from site closures. Cash spent from 2004 to the end of 2010 totaled US\$452 million and during 2008, 2009 and 2010 totaled US\$97 million.

In addition to the above programs, Syngenta announced on February 9, 2011, a program to integrate global commercial operations for Crop Protection and Seeds. This will enable operational synergies, cost savings 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. It is currently expected that the program will enable operating cost savings from the commercial integration and will also enable cost savings from



additional procurement and supply chain efficiencies.

Table of ContentsResults 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:

(US\$ million, except growth %)

Segment	2010	2009	Volume %	Local price %	Growth		Actual %
					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

Sales by region were as follows:

(US\$ million, except growth %)

Region	2010	2009	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Europe, Africa and Middle East	3,672	3,581	+5	-3	+2	+1	+3
NAFTA	3,597	3,726	+3	-9	-6	+2	-4
Latin America	2,567	2,134	+24	-4	+20	-	+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 NAFTA, 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.

Table of Contents

Sales by product line are set out below:

(US\$ million,  
except growth %)

Product line	2010	2009	Volume %	Local price %	Growth		Actual %
					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

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 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, which provides the ability to satisfy growing demand. 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 is increasing. 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 improving 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 %	Local price %	Growth		Actual %
					CER %	Currency %	
Europe, Africa and Middle East	2,649	2,667	+3	-4	-1	-	-1
NAFTA	2,383	2,567	+3	-13	-10	+3	-7
Latin America	2,300	1,907	+26	-5	+21	-	+21
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 accelerating investment in cereals in an improved credit environment.

In NAFTA, sales were 7 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 26 percent volume increase, slightly offset by a 5 percent decrease in prices, resulted in overall sales increasing by 21 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 leading 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 an ongoing 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.



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 NAFTA 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.

(US\$ million, except growth %)

Product line	2010	2009	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Corn & Soybean	1,281	1,210	+5	-1	+4	+2	+6
Diverse Field 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 NAFTA, 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 NAFTA 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 NAFTA sales terms in 2009, Syngenta estimates to have increased market share in both NAFTA 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.

Commentary on regional performance

(US\$ million, except  
growth %)

Region	2010	2009	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Europe, Africa and Middle East	1,047	933	+10	-	+10	+2	+12
NAFTA	1,234	1,187	+3	-	+3	+1	+4
Latin America	275	243	+12	+1	+13	-	+13
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.

Table of Contents

In NAFTA, sales grew by 4 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 NAFTA Corn & Soybean.

Sales grew 13 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

Variations 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 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.



Table of Contents

## Crop Protection operating income

(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	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 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.

Table of Contents

## Seeds operating income

(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	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 NAFTA 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 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 %	CER %
	2010	2009	2010	2009	2010	2009		
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

Table of Contents

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, which now excludes amortization of actuarial gains and losses in accordance with Syngenta's revised accounting policy as disclosed in the financial statements in Item 18, increased to US\$77 million in 2010 from US\$72 million in 2009. Syngenta estimates that the total post-employment charge to profit or loss for 2011 will be approximately US\$10 million lower than in 2010, due mainly to the favorable impact of 2010's investment performance and the US\$200 million accelerated pension contribution payment on the expected return on assets component of 2011 pension expense. This outweighs the effect of applying a lower long-term expected percentage return on those higher asset values in order to reflect lower market yields on fixed interest investments.

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 include all the deficit recovery contributions due for Syngenta's UK plan up to its next statutory valuation, which will take place in 2012, substantially all the 2011 service contributions for the Swiss plan, and all the expected contributions to the US plan until the second half of 2012. As a result, Syngenta estimates that its contributions to defined benefit pension plans for 2011 will be approximately US\$40 million.

## 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 1	178	149

1 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

Restructuring represents the effect on reported performance of initiating business changes which are considered major and which, in the opinion of management, will have a material effect on the nature and focus of Syngenta's operations, and therefore requires separate disclosure to provide a more thorough understanding of business performance. Restructuring includes the effects of completing and integrating significant business combinations and divestments. Restructuring and impairment includes the impairment costs associated with major restructuring and also 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. Reported performance before restructuring and impairment is one of the measures used in Syngenta's short-term employee incentive compensation plans. Syngenta's definition of restructuring and impairment may not be comparable to similarly titled line items in financial statements of other companies.

Table of Contents

2010

During 2010, charges under the operational efficiency restructuring programs 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 realize 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.

Integration and acquisition 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 Monsanto's sunflower business, Goldsmith, Yoder and Pybas and Synergene.

Other restructuring costs of US\$14 million were charged largely for preliminary costs relating to the project to integrate the global commercial operations of Crop Protection and Seeds announced in February 2011.

Within non-cash restructuring and impairment, net, non-cash restructuring costs include US\$18 million of reversal of inventory step-up relating to the acquisitions of Goldsmith in the US and Europe, Monsanto's sunflower business and the Pybas and Synergene lettuce companies as well as US\$3 million of other costs. Impairment costs include US\$12 million of impairment of a site disposal receivable due to a decrease in expected proceeds from redevelopment, US\$10 million for the impairment of a Crop Protection supply agreement, US\$9 million of impairments of available-for-sale financial assets, US\$4 million of impairment in the Professional Products market of the Crop Protection business, US\$4 million of impairment of a site in the UK and other small impairments totaling US\$3 million. Offsetting divestment gains of US\$19 million were recorded upon derecognition of the investment in the Greenleaf Genetics LLC joint venture. As described in Note 3 to the consolidated financial statements in Item 18, Syngenta acquired the remaining 50 percent equity interest in Greenleaf Genetics LLC during 2010.

2009

Operational efficiency cash costs of US\$98 million included US\$15 million for site closure costs in NAFTA, US\$18 million for outsourcing of information systems and US\$55 million for the global back office operations project across Crop Protection and Seeds.

Integration and acquisition costs of US\$28 million related mainly to the Goldsmith and Yoder acquisitions made in 2008 and to the continuing integration and synergy program of the Fischer group, acquired in 2007.

Non-cash restructuring and impairment, net, included US\$17 million of reversal of inventory step-up related mainly to the Goldsmith acquisition, US\$16 million of available-for-sale financial asset impairments and US\$16 million of fixed asset write-offs. Offsetting gains of US\$9 million related to the sale of an available-for-sale financial asset, US\$10 million to the recognition of a reimbursement receivable for a product right impairment and US\$7 million to negative goodwill realized on the Goldsmith acquisition.

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 a sustained improvement in 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. 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 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.

2009 compared to 2008

Sales commentary

Total Syngenta consolidated sales for 2009 were US\$10,992 million, compared to US\$11,624 million in 2008, a 5 percent decrease year on year. At constant exchange rates sales grew by 1 percent. The analysis by segment is as follows:

Table of Contents

(US\$ million, except growth %)

Segment	2009	2008	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Crop Protection	8,491	9,231	-4	+2	-2	-6	-8
Seeds	2,564	2,442	+3	+10	+13	-8	+5
Business Development	8	24	-	-	-	-	-
Inter-segment elimination	(71 )	(73 )	-	-	-	-	-
Total	10,992	11,624	-3	+4	+1	-6	-5

Sales by region were as follows:

(US\$ million, except growth %)

Region	2009	2008	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Europe, Africa and Middle East	3,581	4,290	-10	+7	-3	-13	-16
NAFTA	3,726	3,633	-	+6	+6	-4	+2
Latin America	2,134	2,245	+4	-9	-5	-	-5
Asia Pacific	1,551	1,456	+6	+7	+13	-7	+6
Total	10,992	11,624	-3	+4	+1	-6	-5

**Crop Protection**

Crop Protection sales in 2009 declined by 8 percent to US\$8,491 million, and by 2 percent at constant exchange rates. The substantial devaluation of emerging market currencies towards the end of 2008 had a strong negative impact on 2009 sales, particularly during the first half of the year, the main northern hemisphere sales season. Except for glyphosate products, the sales price increases achieved at the start of the season broadly held and local currency prices were 2 percent higher, 4 percent excluding glyphosate. The local currency price increases partly offset lower sales volumes caused by late planting and low disease and pest pressure in NAFTA and Europe, severe drought in the southern part of Latin America and tight credit management in emerging markets. Sales prices for glyphosate products declined considerably in the second half of 2009 from their peak 2008 levels. Professional product sales were lower as the economic environment negatively impacted the golf and horticulture markets. Sales of products launched after 2006, which include AXIAL®, REVUS®, DURIVO® and AVICTA®, increased by 17 percent (32 percent at constant exchange rates) to reach US\$308 million. In a declining market, Syngenta estimates to have gained market share during the year on a product usage basis.

Regional sales development in 2009 was mixed. A late start to the growing season and subsequent low disease pressure in Europe, Africa & the Middle East led to lower sales volumes. In addition, sales in Eastern Europe were restricted for most of the year by rigorous credit risk management, although the operating environment improved towards the end of the year. NAFTA was also affected by a late season and low pest pressure, but this was compensated by strong performance in cereal and soybean herbicides and overall higher prices despite the second half pressure on glyphosate. In Latin America, credit risk management and drought in the southern part of the region during the first half of 2009 reduced sales, but improved economic conditions and higher commodity prices in the second half resulted in a strong recovery in sales volumes. Lower sales prices were largely linked to glyphosate, but also to the stronger Brazilian Real which impacted farmers' profitability in export commodity crops. In Asia Pacific, sales at constant exchange rates grew by 11 percent, benefitting from sustained demand throughout the year, particularly in the emerging markets, where growers continued to invest in order to improve crop yield.

Sales by product line are set out below:

(US\$ million, except growth %)

Product line	2009	2008	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Selective Herbicides	2,221	2,412	-5	+5	-	-8	-8
Non-selective Herbicides	1,141	1,329	+4	-12	-8	-6	-14
Fungicides	2,442	2,620	-6	+6	-	-7	-7
Insecticides	1,312	1,423	-2	+1	-1	-7	-8
Seed Care	821	830	+2	+2	+4	-5	-1
Professional Products	458	527	-12	+1	-11	-2	-13
Others	96	90	-4	+13	+9	-3	+6
Total	8,491	9,231	-4	+2	-2	-6	-8

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

Sales in 2009 decreased by 8 percent and were unchanged at constant exchange rates as local currency price increases offset lower volume. Corn herbicide sales volume was lower reflecting reduced acreage, credit risk management in emerging markets and the impact of lower corn prices on farmers' investment in crop yield improvement. AXIAL® and TOPIK® both showed strong volume growth on

Table of Contents

cereal crops in North America. AXIAL® experienced particularly strong growth in the Canadian wheat market, where sales at constant exchange rates increased by more than 50 percent. In the USA, increased soybean acreage and weed resistance to glyphosate resulted in a resurgence of demand for soybean herbicides.

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

Sales in 2009 decreased principally due to currency and price reductions for TOUCHDOWN® in the second half of the year, which were accompanied by a recovery in volume growth. GRAMOXONE® sales volume was also lower with declines in Australia due to drought and in emerging markets.

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

Lower sales volume in 2009 in the northern hemisphere, caused by a shorter growing season and reduced disease pressure, was partly offset by strong demand in rice in Asia Pacific and, in the second half, in soybean in Latin America. The overall volume decline was fully compensated by higher local currency sales prices. Sales of REVUS® doubled in Europe, its main region, and grew significantly in all other regions, with several new country launches.

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

Sales volume in 2009 was slightly lower due to a lack of soybean pest pressure in the USA and Latin America. Sales in Asia Pacific grew strongly throughout the year led by a successful roll-out of DURIVO®, which offers growers improved plant vigor in addition to insect control.

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

Seed care sales in 2009 decreased due to currency effects. Sales at constant exchange rates increased in all regions led by CRUISER®, which experienced double-digit volume growth along with a modest local currency sales price increase, and benefited in particular from a registration in France and a new application in Canada.

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

Sales in 2009 of Professional Products decreased due to reduced demand in the golf and horticulture segments caused by the economic downturn.

#### Commentary on regional performance

(US\$ million, except growth %)

Region	2009	2008	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Europe, Africa and Middle East	2,667	3,214	-12	+7	-5	-12	-17
NAFTA	2,567	2,693	-3	+3	-	-5	-5
Latin America	1,907	2,037	+4	-10	-6	-	-6
Asia Pacific	1,350	1,287	+4	+7	+11	-6	+5
Total	8,491	9,231	-4	+2	-2	-6	-8

Sales volume was lower in EAME due to a shorter growing season with lower crop disease pressure and to restricted sales from credit risk management in Eastern Europe. Local currency sales price increases partly offset the decline in volume and in East Europe partly offset the adverse impact of weaker currencies. Operating conditions in Eastern Europe showed some improvement towards the end of the year with an increase in fourth quarter sales.

In NAFTA, overall sales prices were higher despite a significant decrease in glyphosate prices in the second half of the year, and offset a modest volume decline due to reduced pest pressure. Canada showed strong volume growth led by cereal herbicides and Seed Care.

Volume growth in Latin America in the second half of 2009 offset a first half decline, which was a result of drought in the south and rigorous credit management. The second half growth reflected greater use of technology on increased soybean acres. Prices were lower due mainly to glyphosate and to maintaining US dollar prices as the Brazilian Real strengthened.

In Asia Pacific the farm economy proved resilient to the economic crisis resulting in further investment in improving yields and hence higher sales volume. Growth was particularly strong in Fungicides and Insecticides. Syngenta strengthened its market position, with broad based growth due to innovation and the adaptation of the product portfolio to local needs.

#### Seeds

Seeds sales grew 5 percent, 13 percent at constant exchange rates, with increased sales at constant exchange rates in all product lines. Local currency sales prices increased across the portfolio reflecting Syngenta's ability to capture value from new technology and to pass on higher raw material costs. Seeds sales were negatively impacted by currencies, particularly during the first half of the year when peak sales occur. Acquisitions increased sales by 2 percent.

In Corn and Soybean, corn sales expanded in all regions except Latin America, where acreage was lower. Soybean sales were also higher, including higher local currency prices and growth in market share in Brazil to an estimated 10 percent in Syngenta's third year in the market. Corn and Soybean also benefited in the fourth quarter from earlier recognition of sales in NAFTA following implementation of new sales terms which, in line with industry standards, transferred title and risk of loss to customers on shipment. This change

Table of Contents

increased 2009 Seeds sales by approximately 5 percent. In Diverse Field Crops, significant local currency price increases were achieved in Eastern Europe, which largely offset the impact of weaker currencies, but sales volumes were lower partly due to credit constraints. Sales of glyphosate tolerant sugar beet in the USA showed continued growth. In Vegetables, with its broad range of proprietary germplasm combined with strong breeding and production capabilities, Syngenta increased local currency sales prices leading to increased sales at constant exchange rates. Flowers sales at constant exchange rates grew because of the Goldsmith and Yoder acquisitions completed in late 2008; the underlying business declined due to the impact of the economic downturn on the horticulture market.

In 2009, Syngenta continued the transformation of its Seeds business with the acquisition of Monsanto's sunflower business and the establishment of a significant position in the US lettuce market with the acquisition of Synergene Seed & Technology, Inc. and Pybas Vegetable Seed Co., Inc.

(US\$ million, except  
growth %)

Product line	2009	2008	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Corn & Soybean	1,210	1,040	+5	+16	+21	-5	+16
Diverse Field Crops	429	462	-1	+12	+11	-18	-7
Vegetables	594	603	-	+5	+5	-7	-2
Flowers	331	337	+4	+1	+5	-7	-2
Total	2,564	2,442	+3	+10	+13	-8	+5

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

Sales were 16 percent higher and at constant exchange rates grew in all regions, led by NAFTA and Asia Pacific. In the USA, sales of Syngenta's proprietary triple stack corn AGRISURE® 3000 GT increased significantly and accounted for 25 percent of the portfolio compared with 11 percent in 2008. Soybean sales also increased mainly as the result of higher local currency sales prices and the additional fourth quarter sales from the change in sales terms noted above. Corn & Soybean also showed strong growth in Brazil and in Asia Pacific.

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

Sales were 7 percent lower, but grew 11 percent at constant exchange rates. Europe and NAFTA accounted for most of the overall increase at constant exchange rates. Sales volumes showed solid growth in Western Europe. In Eastern Europe sales volume decreased due to credit risk management measures, but local currency sales prices were increased significantly and offset a large part of the impact of the weaker exchange rates. In the USA, sales of glyphosate-tolerant sugar beet increased.

Vegetables & Flowers: major brands, DULCINEA®, ROGERS®, S&G®, Zeraim Gedera, Fischer, Goldfish, Goldsmith Seeds, S&G®, Yoder

Sales were 2 percent lower, but grew in all regions at constant exchange rates and were especially strong in the emerging markets of Latin America and Asia. Flowers sales grew at constant exchange rates due to inclusion in 2009 of a full year of sales from Goldsmith and Yoder, both of which were acquired by Syngenta in late 2008; underlying sales decreased from prior year levels due to the weak economic environment.

Commentary on regional performance



(US\$ million, except  
growth %)

Region	2009	2008	Volume %	Local price %	Growth		Actual %
					CER %	Currency %	
Europe, Africa and Middle East	933	1,077	-5	+8	+3	-16	-13
NAFTA	1,187	979	+6	+16	+22	-1	+21
Latin America	243	216	+12	-	+12	-	+12
Asia Pacific	201	170	+18	+10	+28	-10	+18
Total	2,564	2,442	+3	+10	+13	-8	+5

Sales decreased in Europe, Africa and Middle East mainly due to currency, and were 3 percent higher at constant exchange rates. Local currency sales price increases were implemented, particularly in Eastern Europe, offsetting the impact of currency weakness, but volumes were lower due to credit constraints and reduced Flowers sales. Sales growth accelerated during the year as conditions improved in Eastern Europe, which is a key area for sunflower and sugar beet.

In NAFTA, sales grew significantly, led by strong price increases in Corn & Soybean. In the USA, sales of glyphosate tolerant sugar beet once again grew as did sales of AGRISURE® 3000 GT proprietary triple stack corn seed. Soybean sales in the USA benefited from the additional fourth quarter sales noted above. Flowers sales volume grew from the late 2008 acquisitions of Yoder and Goldsmith.

Sales growth in Latin America was led by soybeans, where in Syngenta's third year in the Brazilian market, it achieved a 10 percent market share, according to Syngenta estimates. Sales of corn decreased due to lower acreage.

In Asia Pacific, sales grew in all Seeds product lines, but particularly in Corn and Soybean, which grew by over 25 percent, 40 percent at constant exchange rates, and in Vegetables.

Table of Contents

## 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)	2009	2008	Actual %
Crop Protection	1,909	2,052	-7
Seeds	42	(28 )	-
Business Development	(127 )	(132 )	-
Inter-segment profit elimination	(5 )	(12 )	-
Total	1,819	1,880	-3

Operating income decreased from 2008 by US\$61 million, 3 percent, due to unfavorable currency exchange rate movements. Currency movements decreased sales by 6 percent; at constant exchange rates, sales grew by 1 percent as higher local currency sales prices in both Crop Protection and Seeds compensated for lower sales volume. Overall gross profit margin decreased approximately 2 percent mainly due to the unfavorable currency movement. Excluding currency exchange rate movements, gross profit margin was broadly flat with an improvement in Seeds offset by a slight decline in the larger Crop Protection business. Marketing and distribution costs decreased by 11 percent, 8 percent at constant exchange rates, including lower charges to bad debt provisions in 2009 and cost containment measures. Research and development expense decreased by 1 percent, but increased at constant exchange rates by 3 percent as local currency spending increased in Seeds.

General and administrative was 16 percent lower than in 2008, including the US\$96 million net favorable result of currency hedging programs described below, and was 2 percent lower at constant exchange rates. 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 decreased by US\$56 million in 2009 to US\$149 million due mainly to lower asset impairments.

Movements in currency exchange rates, particularly the strengthening of the US dollar relative to other currencies from the key first half sales season in 2008 to the same season in 2009, decreased operating income by approximately US\$330 million including the net result of the hedging program for forecast foreign currency transactions ("EBITDA program"). The net result of the hedging program, which is reported in general and administrative, was a gain of US\$109 million in 2009 compared to a gain of US\$13 million in 2008.

## Crop Protection operating income

(US\$ million, except growth %)	Total as reported under IFRS		Restructuring and impairment		Before Restructuring and impairment <sup>1</sup>		Growth Actual	
	2009	2008	2009	2008	2009	2008	%	CER %
Sales	8,491	9,231	-	-	8,491	9,231	-8	-2
Cost of goods sold	(4,262 )	(4,420 )	-	-	(4,262 )	(4,420 )	+4	+1
Gross profit	4,229	4,811	-	-	4,229	4,811	-12	-2
as a percentage of sales	50 %	52 %			50 %	52 %		
Marketing and distribution	(1,255 )	(1,470 )	-	-	(1,255 )	(1,470 )	+15	+11
Research and development	(508 )	(553 )	-	-	(508 )	(553 )	+8	+2

General and administrative	(496 )	(653 )	-	-	(496 )	(653 )	+24	+6
Restructuring and impairment	(61 )	(83 )	(61 )	(83 )	-	-	-	-
Operating income	1,909	2,052	(61 )	(83 )	1,970	2,135	-8	+5
as a percentage of sales	22 %	22 %			23 %	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.

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

Sales in 2009 decreased by 8 percent from 2008, 2 percent at constant exchange rates, including an average 2 percent increase in local currency prices. Gross profit margin decreased by 2 percent from 2008 largely due to currency exchange rate effects. The benefit of the increased sales prices was offset by higher cost inventories carried forward from 2008, when oil prices in particular were higher. Marketing and distribution costs decreased during 2009 through cost containment measures and lower bad debt expense. Charges to provisions for doubtful receivables were increased in late 2008 during the credit crisis and tight credit risk management and improving liquidity enabled lower charges in 2009. Research and development costs were 8 percent lower, but were only 2 percent lower at constant exchange rates and held constant as a percentage of sales as Syngenta continued to progress its strong development pipeline. General and administrative decreased by 24 percent, mainly due to the favorable EBITDA hedging program result noted above. At constant exchange rates, general and administrative decreased by 6 percent mainly due to cost containment measures and the favorable outcome of a legal dispute.

Table of Contents

Restructuring and impairment for 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 decrease in costs from 2008 was mainly the result of lower asset impairments in 2009.

Operating income in 2009 of US\$1,909 million was 7 percent lower than 2008, largely due to the adverse impact of exchange rates on sales not being fully compensated by lower operating costs. Operating income margin was maintained at 22 percent as the impact of the lower gross profit margin was compensated by lower operating costs, excluding cost of goods sold.

The strong US dollar in the first half of 2009, particularly relative to emerging market currencies, reduced reported sales and, to a lesser extent, operating costs. The net effect of the US dollar movements was to decrease the segment's operating income by approximately US\$270 million relative to 2008, after a US\$103 million net hedging gain.

## Seeds operating income/(loss)

(US\$ million, except growth %)	Total as reported under IFRS		Restructuring and impairment		Before Restructuring and impairment <sup>1</sup>		Growth Actual	
	2009	2008	2009	2008	2009	2008	%	CER %
Sales	2,564	2,442	–	–	2,564	2,442	+5	+13
Cost of goods sold	(1,361 )	(1,329 )	(17 )	(9 )	(1,344 )	(1,320 )	–2	–10
Gross profit	1,203	1,113	(17 )	(9 )	1,220	1,122	+9	+18
as a percentage of sales	47 %	46 %			48 %	46 %		
Marketing and distribution	(540 )	(553 )	–	–	(540 )	(553 )	+2	–3
Research and development	(364 )	(341 )	–	–	(364 )	(341 )	–7	–10
General and administrative	(199 )	(171 )	–	–	(199 )	(171 )	–16	–15
Restructuring and impairment	(58 )	(76 )	(58 )	(76 )	–	–		
Operating income/(loss)	42	(28 )	(75 )	(85 )	117	57	+107	+216
as a percentage of sales	2 %	–			5 %	2 %		

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 2009 were 5 percent higher than 2008, 13 percent at constant exchange rates. Gross profit margin increased by 1 percent, 2 percent excluding restructuring and impairment, due to higher margins on NAFTA Corn & Soybean sales from higher sales prices and the increased weighting of proprietary triple stack seeds in the corn portfolio. Cost of goods sold in restructuring and impairment in 2009 related to the reversal of the purchase accounting inventory step up from the Goldsmith acquisition and, in 2008, to the acquisition of Zeraim Gedera Ltd. (Zeraim Gedera).

Marketing and distribution costs were 2 percent below 2008, but 3 percent higher at constant exchange rates partly due to the flowers and sunflower acquisitions in 2008 and 2009. Research and development costs were 7 percent higher, 10 percent at constant exchange rates as a result of continued investment across the business. General and administrative increased 16 percent, 15 percent at constant exchange rates, due to additional costs resulting from the acquisitions completed in the latter part of 2008 and, in 2009, including higher amortization of acquired intangible assets and expenses related to the implementation of a new global seeds business system.

Restructuring and impairment costs include the reversal of the purchase accounting inventory step ups noted above. In addition, costs in 2009 include US\$24 million to integrate and achieve synergies following the recent business acquisitions of Goldsmith, Yoder, Fischer and Zeraim Gedera and US\$12 million for the establishment of global systems and processes to support back office integration and consolidation. Costs in 2008 included US\$46 million related to acquisition integration to integrate and achieve synergies following the 2007 acquisitions, particularly that of Fischer. Restructuring costs in 2008 also include US\$11 million rationalizing Seeds operating units under the Operational Efficiency program announced in 2007 and US\$16 million on the global systems and process project.

The stronger average US dollar, particularly in the first half of the year, reduced operating income by US\$62 million in 2009.

#### Business Development operating loss

(US\$ million, except growth %)	Total		Restructuring and impairment		Before Restructuring and impairment <sup>1</sup>		Growth Actual	
	2009	2008	2009	2008	2009	2008	%	CER %
Sales	8	24	–	–	8	24	–69	–69
Cost of goods sold	(15 )	(18 )	–	–	(15 )	(18 )	+19	+19
Gross profit	(7 )	6	–	–	(7 )	6	–	–
as a percentage of sales	–88 %	25 %			–88 %	25 %		
Marketing and distribution	(10 )	(10 )	–	–	(10 )	(10 )	–6	–6
Research and development	(80 )	(70 )	–	–	(80 )	(70 )	–14	–16
General and administrative	(19 )	(21 )	–	–	(19 )	(21 )	+8	+5
Restructuring and impairment	(11 )	(37 )	(11 )	(37 )	–	–	–	–
Operating loss	(127 )	(132 )	(11 )	(37 )	(116 )	(95 )	–23	–25

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

Table of Contents

Sales decreased in 2009 as the result of 2008 having benefited from a one-time sale of technology. Otherwise, sales and cost of goods sold related largely to products used in development and marketing trials. Research and development spending increased 14 percent reflecting late stage development costs of ENOGEN™, Syngenta's corn amylase product, which improves the productivity of ethanol plants, and investment in the new biotech center in China. Restructuring and impairment in both years largely relates to impairment of available-for-sale financial assets, particularly Verenum, where the share price declined significantly.

## Defined benefit pensions

Defined benefit pension expense increased to US\$72 million in 2009 from US\$66 million in 2008 mainly because plan asset market values declined during the second half of 2008 as a result of the turmoil in the global financial markets. Under Syngenta's former accounting policy applied until December 31, 2009, the expense had increased to US\$119 million in 2009 from US\$79 million in 2008. Higher amortization expense of US\$47 million in 2009 (2008: US\$12 million) was the major component of this increase in pension expense. Amortization expense for other post-employment benefits was US\$6 million in 2009 (2008: US\$8 million).

Employer contributions to defined benefit pension plans, excluding contributions related to restructuring, increased to US\$125 million in 2009 from US\$113 million in 2008, partly due to foreign currency translation effects and partly to higher contributions paid to the Swiss pension fund to restore a satisfactory funded status in view of the underfunded position which arose at the end of 2008.

## Restructuring and impairment

The following table analyzes restructuring and impairment charges for the years ended December 31, 2009 and 2008:

(US\$ million)	2009	2008
Non-cash restructuring and impairment, net	23	80
Cash costs:		
Operational efficiency programs	98	79
Integration and acquisition costs	28	46
Total cash costs	126	125
Total restructuring and impairment 1	149	205

1 US\$17 million (2008: US\$9 million) is included within cost of goods sold and US\$2 million (2008: US\$ nil) is included within income/(loss) from associates and joint ventures

## 2009

During 2009, operational efficiency cash costs were US\$98 million including US\$15 million for site closure costs in NAFTA, US\$18 million for outsourcing of information systems and US\$55 million for the global back office operations project across Crop Protection and Seeds.

Integration and acquisition costs of US\$28 million related mainly to the Goldsmith and Yoder acquisitions made in 2008 and to the continuing integration and synergy program of the Fischer group, acquired in 2007.

Non-cash restructuring and impairment, net included US\$17 million of reversal of inventory step-up mainly related to the Goldsmith acquisition, US\$16 million of available-for-sale financial asset impairments and US\$16 million of fixed asset write-offs. Offsetting gains of US\$9 million related to the sale of an available-for-sale financial asset, US\$10 million to the recognition of a reimbursement receivable for a product right impairment and US\$7 million to negative goodwill realized on the Goldsmith acquisition.

2008

During 2008, restructuring charges of US\$19 million were incurred by Crop Protection under the Operational Efficiency program announced in 2007, including US\$7 million for the restructuring of the segment's product development function. Seeds incurred charges under the program of US\$11 million, including US\$6 million for the continued restructuring of the NAFTA Corn & Soybean marketing and sales organizations. Costs expensed as incurred under the program related to Crop Protection and Seeds and consisted mainly of US\$13 million for headquarter and information systems restructuring charges and US\$24 million for standardization and consolidation of back office operations.

Seeds integration costs of US\$46 million mainly related to the integration and synergy program of the Fischer group, which was acquired in 2007, including severance and redundancy charges of approximately US\$32 million.

Non-cash restructuring and impairment, net included US\$17 million of accelerated depreciation and property, plant and equipment write-offs from site closures and rationalizations. An additional US\$17 million of impairments of intangible assets was due to accelerated amortization of a lease related to a Crop Protection development site, which is now closed. A further US\$37 million related to impairments of available-for-sale financial assets, mainly from a significant decline in the share price of Verenum (previously Diversa) Corporation. Non-cash restructuring and impairment, net also included US\$9 million reversal of inventory step-up related largely to the Zeraim Gedera acquisition.

47

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Table of Contents

Financial expense, net

Financial expense, net decreased by US\$47 million compared to 2008 as net currency losses declined by US\$78 million to US\$30 million compared to US\$108 million in 2008, partially offset by lower interest income on cash deposits and higher interest expense from increased gross debt. The rapid and significant decline in certain emerging market currencies in the final quarter of 2008 triggered significant exchange losses in 2008.

Taxes

Syngenta's effective tax rate in 2009 was 17 percent, compared with 18 percent in 2008. The Swiss statutory tax rate applicable to Syngenta decreased by approximately 2 percent compared to 2008 due to rate changes in certain Swiss Cantons and the impact of income taxed at lower rates decreased from 5 percent in 2008 to 4 percent in 2009 following the lower Swiss tax rate. The combined effect of non-recognition of deferred tax assets and reversal of the write-down of deferred tax assets reduced the tax rate by 2 percent in 2009 compared to having increased the rate by 4 percent in 2008 due to losses incurred in 2008 partly related to the exchange rate volatility in the final quarter. This partly compensated for the lower level of adjustments to prior years compared to 2008. The adjustments to prior years in 2008 largely related to the completion of tax audits in several countries in NAFTA and EAME. The tax rate on restructuring and impairment costs was 28 percent, compared to 24 percent in 2008 due to the mix of pre-tax gains and losses in the net charge.

Net income for the period and other supplementary income data

Net income attributable to Syngenta shareholders in 2009 was US\$1,408 million, 1 percent higher than the 2008 amount of US\$1,399 million. The slight increase was attributable to lower financial expenses, net and income taxes, which more than offset lower operating income.

After related taxation, restructuring and impairment charges in 2009 were US\$107 million compared to US\$155 million in 2008.



## Table of Contents

### 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. During 2010, the Brazilian real experienced an appreciation of approximately 5 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. Sales to customers in Brazil must be invoiced in Brazilian real to meet local legal requirements. 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, 2010, approximately 80 percent of Syngenta's cash and cash equivalents was held in US dollars and approximately 4 percent was held in Euros. No other individual currency made up more than 2 percent.

### Liquidity and capital resources

Syngenta's principal sources of liquidity consist of cash generated from operations. In the period 2006 to 2010, 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 2011. Working capital fluctuations are supported by short-term funding available through commercial paper and 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. Syngenta reported cash and cash equivalents on December 31, 2010 and 2009 of US\$1,967 million and US\$1,552 million, respectively. At December 31, 2010 and 2009, Syngenta had current financial debt of US\$992 million and US\$281 million, respectively, and non-current financial debt of US\$2,585 million and US\$3,303 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, 2010, Syngenta had no commercial paper issuances outstanding. 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, 2010, Syngenta had no borrowings under the Credit Facility. There are no material restrictions on dividends from subsidiaries under this facility.

During 2009, Syngenta issued an unsecured non-current Eurobond with principal amount of EUR 500 million with a maturity in June 2014 and a fixed interest rate of 4.00 percent.

Syngenta's long term credit rating is A (Standard & Poor's) and A2 (Moody's) with a stable outlook and the short term credit rating is A-1 (Standard & Poor's) and P-1 (Moody's). 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.

The table below summarizes Syngenta's unsecured notes in issuance at December 31, 2010:

(US\$ million)	Carrying amount	Value at issue
4.125% Eurobond 2011	667	636
3.500% Swiss franc domestic bond 2012	399	316
3.375% Swiss franc domestic bond 2013	531	484
4.000% Eurobond 2014	673	700
4.125% Eurobond 2015	669	641
5.110% US private placement 2020	95	75
5.350% US private placement 2025	75	75
5.590% US private placement 2035	100	100
Total	3,209	3,027

Table of Contents

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\$50 million at December 31, 2010 relate mainly to the current capital investment program.

## Cash flow

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

(US\$ million)	Year ended December 31,		
	2010	2009	2008
Cash flow from operating activities	1,707	1,419	1,466
Cash flow used for investing activities	(450 )	(880 )	(608 )
Cash flow from (used for) financing activities	(844 )	170	(457 )

## Cash flow from operating activities

## 2010 compared to 2009

Cash flow from operating activities of US\$1,707 million in 2010 was US\$288 million higher than in 2009. Income before taxes was broadly flat, but this was after a higher level of non-cash charges compared to 2009, including increased depreciation and amortization. Net cash paid for financial expenses was US\$120 million lower in 2010 as a result of higher cash outflows related to greater timing differences in 2009 between derivative settlements and realization of the underlying exposures. Working capital contributed US\$281 million more cash inflows in 2010 compared to 2009 with a planned 2010 inventory reduction of US\$108 million compared to an increase in 2009 of US\$178 million and trade payables and other current liabilities providing US\$146 million of inflows in 2010 compared to US\$33 million of outflows in 2009 due to higher customer advance payments. Trade and other receivables resulted in US\$129 million of outflows in 2010 compared to US\$55 million of inflows in 2009 due to an increase in other receivables during 2010. These increased inflows were offset by a US\$103 million increase in tax payments and a US\$183 million increase in spending on provisions, including the accelerated defined benefit pension contributions of US\$200 million paid during 2010.

## 2009 compared to 2008

Cash flow from operating activities of US\$1,419 million in 2009 was US\$47 million less than in 2008. After reversing non-cash items of US\$615 million, income before taxes contributed US\$356 million less cash in 2009 mainly due to unfavorable currency exchange rates compared to 2008. Net cash paid for financial expense, net was US\$333 million higher in 2009 than in 2008 as a result of the realization in 2009 of exchange losses on emerging market currencies incurred in 2008, and 2008 having benefited from gains from the restructuring during the year of certain internal funding arrangements and the related net investment hedges. These cash flow decreases were offset by a US\$118 million reduction in tax payments, a US\$76 million reduction in spending on provisions, particularly restructuring provisions, and US\$448 million lower cash outflows from working capital in 2009 than occurred in 2008. Inventory levels absorbed US\$804 million less cash during 2009 than during 2008 due to the planned stock build-up in 2008. Trade and other receivables contributed US\$55 million of cash in 2009 compared to outflows of US\$291 million in 2008 due to the rapid sales growth in 2008 and strong cash collections during the final months of 2009. Lower accrued

employee bonuses in 2009 than 2008, the high growth in sales rebates payable in 2008 due to the strong 2008 sales, and the timing of cash payments for trade payables and other current liabilities resulted in US\$33 million of outflows in 2009 compared to US\$669 of inflows in 2008.

#### Cash flow used for investing activities

##### 2010 compared to 2009

Cash used for investing activities decreased to US\$450 million in 2010 from US\$880 million in 2009. Additions to property, plant and equipment of US\$396 million were US\$256 million lower in 2010 than in 2009 as the capital expansion program announced in July 2008 reached completion. Proceeds from disposals of financial assets in 2009 included the sale of Syngenta's shareholding in Sakata Seeds Corp. Net disposals of US\$31 million of marketable securities in 2010 contrasted with net purchases in 2009 of US\$41 million, due to excess cash on hand at the end of 2009 having been invested for the short term. Cash spent on acquisitions decreased by US\$178 million in 2010 to US\$10 million mainly due to the acquisition in 2009 of Monsanto's sunflower business.

##### 2009 compared to 2008

Cash used for investing activities increased to US\$880 million in 2009 from US\$608 million in 2008. Additions to property, plant and equipment of US\$652 million were US\$208 million higher in 2009 than in 2008 due to the continuation of the capital expansion program announced in July 2008, and were US\$403 million higher than depreciation of US\$249 million. Purchases of investments and associates in 2009 were reduced compared to 2008 when a 49 percent interest in Sanbei Seeds was

## Table of Contents

purchased for US\$36 million. Net purchases of US\$41 million of marketable securities in 2009 contrasted with net disposals in 2008 of US\$97 million. In 2008, the marketable security portfolio was reduced to nil while in 2009, excess cash on hand at the end of the year was invested for the short-term. Cash spent on acquisitions increased US\$44 million in 2009 to US\$188 million mainly due to the acquisition of the Monsanto global sunflower seed activities.

### Cash flow used for financing activities

#### 2010 compared to 2009

Cash flow used for financing activities was US\$844 million in 2010 compared to cash from financing activities of US\$170 million in 2009. Net borrowings were US\$769 million lower in 2010 than in 2009, which included the issuance of the EUR500 million Eurobond noted above. Net cash expenditures on sales and purchases of treasury shares were US\$167 million higher as share repurchases in 2009 were limited to those required to meet the future needs of share based payment plans, while in 2010 approximately US\$200 million of shares were repurchased under a repurchase program. Distributions paid to shareholders in 2010 of US\$524 million were US\$30 million higher than in 2009. Financing activities in 2010 also includes US\$48 million of outflows from the acquisitions of non-controlling interests.

#### 2009 compared to 2008

Cash flow from financing activities was US\$170 million in 2009 compared to cash used for financing activities of US\$457 million in 2008. Net borrowings were US\$135 million higher in 2009 than in 2008 and net cash expenditure on sales and purchases of treasury shares was US\$534 million lower as share repurchases in 2009 were limited to those required to meet the future needs of share based payment plans. Distributions paid to shareholders in 2009 of US\$494 million were US\$42 million higher than in 2008 largely due to the increase in dividend to CHF 6.00 (US\$5.27) per share paid in 2009 from CHF 4.80 (US\$4.76) in 2008.

### Research and development (R&D)

Syngenta employs approximately 5,000 people at research and development centers and field stations around the world. Syngenta's scientists are dedicated to meeting growers' needs by raising crop yields and improving quality in a sustainable way. Main global R&D sites are in: Greensboro and Research Triangle Park, NC, USA; Jealott's Hill, UK; Stein, Switzerland; Goa, India; Beijing, China; Enkhuizen, Netherlands and Toulouse, France.

There are two principal elements to ensuring strong and continuous revenues for Syngenta. The first is to develop new products and technologies and bring them successfully to the market. The second is to support existing products, extending their uses and improving their performance. To accomplish these elements, Syngenta R&D is organized into three main R&D functions: Seeds, Crop Protection and Lawn & Garden. These functions work closely with the business to ensure the overall R&D strategy is delivered, while meeting the needs of the individual businesses. Global platforms, such as the Global Product Safety Group or the Global Regulatory Leadership Team, have been established that support the entire R&D community and show Syngenta's commitment to becoming a single integrated R&D organization.

With both Seeds and Crop Protection R&D functions, Syngenta R&D is in a position to provide farmers with complete solutions to meet their daily challenges. This is done by leveraging the breadth of Syngenta's scientific expertise and optimizing the interaction of biology, chemistry and the environment to realize the full potential of plants. Interconnectivity between areas of expertise in seeds and crop protection chemicals is key to driving continuous innovation and bringing the right products to market.

Syngenta R&D is dedicated to developing customer-focused solutions that improve crop yield and quality in a sustainable way. Product safety is essential to this goal and the close working relationship of the Global Product Safety Group and the Global Regulatory Leadership Team worldwide ensure that Syngenta develops and is able to register safe and effective plant varieties and crop protection products.

Collaborations and working with top specialists around the world are essential to bringing in ideas and talent to Syngenta. Syngenta has several strategic partnerships in China, including the Hubei Biopesticide Engineering Research Center for advancing knowledge about the potential of natural products, the Shanghai Institute of Organic Chemistry for crop protection innovations, and the Institute for Genetics and Developmental Biology for innovation in biotechnology. In the US, Syngenta invested in 2009 in Metabolon, a US biotech company, to gain access to its metabolomics technology. This approach provides insight into the biochemical processes happening within a cell to accelerate the development of new chemicals and native and genetically modified traits. Syngenta is also exploring how it can improve agronomic practices. This work includes collaborations in the UK with Manchester University on the use of sensors in agriculture, as well as with London's Imperial College on building predictive models for biological systems.

The total spent on research and development was US\$1,032 million in 2010, US\$952 million in 2009 and US\$964 million in 2008. Attribution of research and development costs for 2010 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. In 2008, the attribution was US\$553 million for Crop Protection, US\$341 million for Seeds and US\$70 million for 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, 2010 Syngenta had the following contractual obligations to make future payments in the following periods:

(US\$ million)	Notes to the financial statements in Item 18 reference	Total	Less than 1 year	1–3 years	3–5 years	5–10 years	More than 10 years
Financial debt	16, 18	3,529	984	933	1,342	95	175
Interest on financial debt	27	538	120	172	76	67	103
Other non-current liabilities	18	9	–	9	–	–	–
Capital lease payments	25	48	8	27	13	–	–
Operating lease payments	25	119	22	37	39	21	–
Unconditional purchase obligations	25	1,412	746	454	212	–	–
Long-term research agreements and other long-term commitments	25	492	119	171	132	70	–
Total		6,147	1,999	1,803	1,814	253	278

Of the total financial debt, floating rate financial debt is US\$320 million (mainly local bank loans and overdraft facilities), US\$317 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\$3,209 million is comprised primarily of the outstanding Eurobonds, Swiss franc domestic bonds and US private placement notes. Fixed rate interest payments of US\$538 million on these are included above. At December 31, 2010, US\$1,064 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.

US\$884 million of provisions for long-term liabilities 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 2011. Note 19 to the consolidated financial statements in Item 18 presents the components of the estimated US\$228 million of provisions that are expected to be paid during 2011.

The supply agreements for materials which give rise to the unconditional purchase obligations are entered into by Syngenta to ensure availability of materials which meet 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 2011 contributions to the Swiss fund were largely prepaid in December 2010. 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, 2010, 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 is due in 2012, when a revised schedule of contributions will be agreed based on the fund's actuarial position at that time. 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 \$40 million of contributions to its defined benefit pension plans in 2011.

The above table excludes liabilities of US\$225 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.



Table of Contents

Off-balance sheet arrangements

Syngenta had no off-balance sheet arrangements as at December 31, 2010, 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 17, 2011, the date of this filing, that would require adjustment to or disclosure in the consolidated financial statements.

Future Prospects

Prices of key crops such as corn, wheat and soybean increased significantly in the second half of 2010 and by the end of the year were 30 percent to 50 percent higher than at the start. These increases largely came after the Northern hemisphere sales season for Syngenta, but if sustained are likely to support sales volume growth in 2011.

Sales volumes of Crop Protection products were 9 percent higher in 2010 than in 2009, and in the second half of the year were 18 percent higher. Conversely due to competitive markets, particularly in NAFTA, local currency sales prices were 6 percent lower than 2009 in the year, 5 percent lower excluding glyphosate products. Syngenta expects local currency sales prices, including that of glyphosate, to stabilize in 2011 compared to 2010, but volume growth is not currently foreseen at the levels seen in the second half of 2010. Following completion of the capacity expansion program in 2010, with increased supply particularly of AMISTAR® and ACTARA®, sales volumes of both of these products increased by more than 20 percent in the year and further volume increases are expected in 2011. Drought conditions in Eastern Europe, particularly Russia, reduced sales growth in 2010 and while seasonal weather and disease patterns are uncertain, volume growth is currently anticipated in 2011. More generally, sales volume growth is expected to again be strong in the emerging markets of Eastern Europe, Latin America and Asia.

In Seeds, sales volumes grew by 8 percent in 2010, with local currency prices flat overall. Volume growth in the second half of the year was 16 percent. Sales growth in the first half and full year were both impacted by the alignment in the second half of 2009 of NAFTA Corn & Soybean sales terms with industry practice, which increased 2009 full year Seeds sales and reduced reported 2010 sales growth by approximately 6 percent. Volume growth in 2011 is expected to moderate from the level seen in the second half of 2010. Corn & Soybean sales are expected to drive volume growth as Syngenta continues to benefit from an improved and competitive product offer and a first full year of control of Greenleaf Genetics. Sales growth in Diverse Field Crops in 2010 benefited from the inclusion of the acquisition in 2009 of Monsanto's sunflower business, which increased Diverse Field Crop volumes by approximately 9 percent.

Syngenta has a long position in Euros due to sales in the large Western European markets, particularly in the first half of the year, but has a short position in Swiss francs due to significant manufacturing, research and headquarters facilities located in Switzerland. Syngenta hedges forecast transaction exposures under a rolling 12 month program to cover approximately an overall 75 percent of the notional exposure in the major currencies. The program for 2011 is therefore fully in place only at the start of the year. While it is not possible to predict the impact of currency exchange

movements in 2011, if the exchange rates seen at the start of the year continue, the impact on reported sales will be positive, largely due to net long positions in Australia, Canada and Japan. However, at the operating income level this would be more than offset by the adverse impact on the cost base of a stronger Swiss franc. Based on these same exchange rates, the net negative position would be partly offset by hedging gains on forecast transactions higher than the US\$30 million realized in 2010. The net hedging result is reported within general and administrative.

Significant savings in Crop Protection raw material costs were achieved in 2009 and 2010, and in 2010 this partly offset the adverse impact on gross profit margin from lower sales prices. Barring a significant further escalation in the oil price in the first half of 2011, the impact of raw material costs is expected to be broadly neutral. Cost increases or decreases in the second half of 2011 mainly impact on gross profit margins in 2012 due to the Crop Protection inventory carry period. Seeds gross profit margins improved in 2010 compared to 2009 excluding the impact of purchase accounting inventory adjustments. The margin increase was partly due to the increased weighting of higher margin triple stack seeds containing Syngenta proprietary traits. Further portfolio mix improvement is currently expected in 2011, but the impact on gross profit margin will be partly offset by the impact of lower production yields in the US in the summer 2010 growing season and higher crop commodity prices, which have an adverse impact on seed product costs.

In 2011, Syngenta will continue to increase its investment in sales, marketing and administrative resources in emerging markets and increase expenditures on research and development. While these increases will be offset by cost savings from the restructuring programs described in the above Operational Efficiency and Integrated Business Model programs section, when combined with costs associated with the higher sales volumes and an expected return of staff incentives to the level reflecting achievement of profit targets, operating costs excluding cost of goods sold and restructuring are currently expected to increase by more than the rate of inflation.

While it is not possible to predict reliably currency exchange gains and losses in 2011, based on interest and forward exchange rates prevailing at the start of the year it is currently expected that financial expense, net, in 2011 will be at a similar level to 2010.

Table of Contents

Net income in 2011 will be impacted by restructuring and impairment charges related both to the Operational Efficiency program approved by the Syngenta Board on February 7, 2007 and to the further Integrated Business Model program announced on February 9, 2011, to achieve both cost and operational synergies from integrating Crop Protection and Seeds sales and marketing. The level of restructuring and impairment charges is dependent on the timing of irrevocable restructuring commitments and is difficult to forecast accurately in any one calendar year but, excluding financial asset and other impairment losses, may in 2011 be of the order of twice the level of 2010.

Subject to approval by the shareholders at the Annual General Meeting on April 19, 2011, the Board is recommending to increase the dividend to CHF 7.00 per share paid by way of a cash distribution out of reserves arising from capital contributions. Syngenta also expects to repurchase shares in 2011 to a planned value of approximately US\$200 million.

Quantitative and qualitative disclosure about market risk

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

Table of Contents

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 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

Table of Contents

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.

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

(US\$ million)	Total	Restructuring and impairment	Before Restructuring and impairment
2010			
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 minority 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

(US\$ million)	Total	Restructuring and impairment	Before Restructuring and impairment
2009			
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 minority interests	(3 )	-	(3 )

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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

Table of Contents

(US\$ million)	Total	Restructuring and impairment	Before Restructuring and impairment
2008			
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 minority 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

(US\$ million)	Total	Restructuring and impairment	Before Restructuring and impairment
2007			
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 minority 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



Table of Contents

(US\$ million)	Total	Restructuring and impairment	Before Restructuring and impairment
2006			
Operating income	874	(321 )	1,195
Income/(loss) from associates and joint ventures	(11 )	–	(11 )
Financial expense, net	(20 )	–	(20 )
Income before taxes	843	(321 )	1,164
Income tax expense	(176 )	87	(263 )
Net income	667	(234 )	901
Attributable to minority interests	(3 )	–	(3 )
Net income attributable to Syngenta AG shareholders	664	(234 )	898
Tax rates	21 %	27 %	23 %
Number of shares – basic (millions)	98		98
Number of shares – diluted (millions)	100		100
Basic earnings per share	6.76	(2.42 )	9.18
Diluted earnings per share	6.65	(2.38 )	9.03

## 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 in Item 18 for information on average exchange rates in 2010 and 2009. For example, if a European entity reporting in Euro sold €100 million of products in 2010 and 2009, Syngenta’s financial statements would report US\$133 million of revenues in 2010 (using 0.75 as the rate, which was the average exchange rate in 2010) and US\$139 million in revenues in 2009 (using 0.72 as the rate, which was the average exchange rate in 2009). The CER presentation would translate the 2010 results using the 2009 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 (as of February 17, 2011)

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 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
- Αππροωαλ οφ τηε στρατεγικ διρεχτιον ανδ τηε στρατεγικ πλανσ οφ τηε Χομπανψ ανδ οφ ιτσ Διωισιονσ; αππροωαλ οφ βυδγετσ ανδ οτηερ φινανχιαλ ταργετσ ανδ δεχισιονσ ον τηε φινανχιαλ μεανσ νεχεσσαρψ το ατταιν τηοσε ταργετσ
- 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
- Αππροωαλ οφ τηε οργανιζατιον οφ αχχουντινγ, φινανχιαλ χοντρολ, ανδ φινανχιαλ πλαννινγ
- Αππροωαλ οφ τηε θυαρτερλψ Ρεπορτσ ανδ οφ τηε Αννυαλ Ρεπορτ φορ τηε Χομπανψ ασ α ωηολε ανδ φορ τηε Διωισιονσ
- Απποιντμεντ ανδ ρεμοωαλ οφ τηε περσονσ εντρυστεδ ωιτη τηε μαναγεμεντ ανδ ρεπρεσεντατιον οφ τηε Χομπανψ
- Αππροωαλ οφ τηε πρινχιπλεσ οφ λεαδερσηιπ ανδ χομμυνιχατιον
- 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

Table of Contents

- 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 & environmental protection policies
- Approval of acquisitions/divestments of companies, businesses, of fixed assets, land, IT projects, product lines and licenses
  - 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
- Αδοπιον οφ ρεσολυτιονσ χονχερνινγ τηε ινχρεασε οφ σηαρε χαπιταλ το τηε εξτεντ τηατ συχη ποωερ ισ πεστεδ ιν τηε Βοαρδ οφ Διρεχτορσ, ασ ωελλ ασ ρεσολυτιονσ χονχερνινγ τηε χονφιρματιον οφ χαπιταλ ινχρεασεσ ανδ ρεσπεχτιβε αμενδμεντσ το τηε Αρτιχλεσ οφ Ινχορπορατιον
  - 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, 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 2010, 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 Chief Executive Officer (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
- All Board Committees regularly meet with members of management, external advisors and the external auditor
  - Important information is regularly sent to the Board.

Table of Contents**Internal Audit**

Internal Audit, as an inspecting and monitoring body, carries out control, operational and system audits. All organizational units and associated companies are subject to 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 and to coordinate their activities.

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, checking its independence, and coordinating its work with Internal Audit. 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. At least once a year, the lead partners take part in a meeting of the Board of Directors.

**Board of Directors**

Members	Meetings attended <sup>1</sup>
Martin Taylor <sup>2</sup>	5
Jürg Witmer	5
Michael Mack	5
Stefan Borgas	5
Peggy Bruzelius	5
Pierre Landolt	5
David Lawrence	5
Peter Thompson	5
Jacques Vincent	5
Rolf Watter	5
Felix A. Weber	5
1	Five meetings held in 2010
2	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
- 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

Table of Contents

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>	5
Jürg Witmer	5
Michael Mack	5
Rolf Watter	4

1 Five meetings held in 2010  
 2 Chairman

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

Members <sup>3</sup>	Meetings attended <sup>1</sup>
Peggy Bruzelius <sup>2</sup>	6
Stefan Borgas	6
Peter Thompson	6

1 Six meetings held in 2010, whereof two were telephone conferences  
 2 Chairman  
 3 The external auditor attended all meetings in 2010, except one telephone conference.  
 The CFO is generally invited to the meetings of the Audit Committee.

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
- 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

Members <sup>3</sup>	Meetings attended <sup>1</sup>
Felix A. Weber <sup>2</sup>	4
Martin Taylor	4
Jacques Vincent	4
Jürg Witmer	4

1 Four meetings held in 2010

2 Chairman

3 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

#### 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



Table of Contents

Members	Meetings attended <sup>1</sup>
Martin Taylor <sup>2</sup>	2
Pierre Landolt	2
Michael Mack	2
David Lawrence	2
1	Two meetings held in 2010
2	Chairman

Members of the Board of Directors  
(at February 17, 2011)

Martin Taylor  
British, age 58

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 is 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: 2011

Jürg Witmer  
Swiss, age 62

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. He became CEO 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 50

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

Table of Contents

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

Stefan Borgas  
German, age 46

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

Professional background

Stefan Borgas has been President and Chief Executive Officer of Lonza since June 2004. 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 holds a degree in Business Administration from the University of Saarbrücken and a Master of Business Administration from the University of St. Gallen. He is member of the Board of SGCI Chemie Pharma Schweiz, the association of Swiss chemical and pharmaceutical industries, of the Swiss-American Chamber of Commerce and of the Swiss Management Gesellschaft (SMG).

Initial appointment: 2009

Term of office: 2012

Peggy Bruzelius  
Swedish, age 61

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. In addition she is a member of the Board of Trustees of the Stockholm School of Economics. 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 63

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

Table of Contents

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

David Lawrence

British, age 61

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 is also a member of the BBSRC Council and a Board member for Rothamsted Research, Plastid AS and the UK Biosciences Knowledge Transfer Network for which he chairs the Industrial Biotechnology Group. He is a member of the UK Foresight Lead Expert Group on Food and Farming, and of the UK Industrial Biotechnology Leadership Team.

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 64

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: 2011

Jacques Vincent  
French, age 64

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. He retired from this company in 2010 and sits on the board of various companies, among them Danone, Yakult,

65

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Table of Contents

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

Rolf Watter  
Swiss, age 52

Functions in Syngenta  
Non-executive Director

Member of the Chairman's Committee

Professional background

Rolf Watter has been a partner in 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, 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: 2011

Felix A. Weber  
Swiss, age 60

Functions in Syngenta  
Non-executive Director

Director and Chairman of the Compensation Committee

Professional background

Felix A. Weber is currently Executive Committee Co-Chairman of Nomura Switzerland and a Managing Director of Nomura International Ltd. 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: 2011

The business address of all Directors is Syngenta AG, Schwarzwaldallee 215, 4058 Basel, Switzerland.

#### 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 Officers (COO) of Crop Protection and Seeds, 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



Table of Contents

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.

Responsibilities of the Executive Committee

- 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 of the Executive Committee

(at February 17, 2011)

Michael Mack<sup>1</sup>

Alejandro Aruffo

John Atkin

Robert Berendes

Christoph Mäder

Mark Peacock

Davor Pisk

John Ramsay

1

CEO

Michael Mack

American, age 50

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: 2008

Table of Contents

Alejandro Aruffo  
Italian/American, age 51

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.

Initial appointment: 2008

John Atkin  
British, age 57

Function in Syngenta  
Chief Operating Officer Crop Protection

Professional background

John Atkin 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 graduated from the University of Newcastle upon Tyne with a PhD and a BSc degree in agricultural zoology.

Initial appointment: 2000

Robert Berendes  
German, age 46

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.

Initial appointment: 2007

Christoph Mäder  
Swiss, age 51

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 SGCI Chemie Pharma Schweiz, the association of Swiss chemical and pharmaceutical industries. He is also a member of the Executive Committee of the Board of economiesuisse, the main umbrella organization representing the Swiss economy and of the Executive Board of the Business and Industry Advisory Committee (BIAC) to the Organization for Economic Co-operation and Development (OECD).

Table of Contents

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

Initial appointment: 2000

Mark Peacock  
British, age 50

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.

Initial appointment: 2007

Davor Pisk  
British, age 52

Function in Syngenta  
Chief Operating Officer Seeds

Professional background

Davor Pisk 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.

Initial appointment: 2008

John Ramsay  
British, age 53

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.

Initial appointment: 2007

Planned changes to Executive Committee member roles

On February 9, 2011, Syngenta announced a program to integrate global commercial operations for its Crop Protection and Seeds businesses. Under this program, Syngenta will integrate its business model by creating 19 territories with a strategic crop focus. The territories will be grouped under four geographic regions. This entails the following changes at the Executive Committee level:

John Atkin, currently COO Crop Protection, will assume cross-business executive responsibility for the regions Europe, Africa & the Middle East and Latin America. He will also have global strategic responsibility for Cereals, Soybean, Sugar cane and Specialty crops. He will continue to oversee Crop Protection performance.

Davor Pisk, currently COO Seeds, will assume cross-business executive responsibility for the regions North

Table of Contents

America and Asia Pacific. He will also have global strategic responsibility for Corn, Diverse Field Crops, Rice and Vegetables. He will continue to oversee Seeds performance.

Service Contracts

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. The agreements with members of the Executive Committee or the Board of Directors do not contain any provisions for termination payments (“golden parachute” or “handshake” or similar arrangements) with regard to severance or other events of termination. 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. No guarantees, pledges, collateral promises or other forms of liabilities were entered into with third parties to the benefit of non-executive Directors or member of the Executive Committee, or parties related to them, and, at February 17, 2011, there are no such liabilities outstanding.

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.

## Table of Contents

Compensation, shareholdings and loans

Content and method of setting compensation and share-based awards

Members of the Board of Directors and the Executive Committee receive their cash compensation in Swiss francs. The compensation amounts presented below have been converted into US dollars using the average currency exchange rate in effect during each year reported. For further information regarding currency exchange rates, see Note 26 to consolidated financial statements in Item 18.

Overview

The Compensation Report describes Syngenta's approach to compensation, its principles and elements in general as well as its governance. It also provides detailed information on the compensation of the Board of Directors and the Executive Committee for 2010. This is 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.

Compensation System

Compensation principles

Syngenta's compensation principles are centered on the need to provide simple, transparent, performance-oriented and market competitive compensation 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 our Company values
- align reward with sustainable performance and recognize excellence
- align the interests of employees, shareholders, and other stakeholders

All employees, including senior executives, are subject to a formalized performance management process. This process is built on a number of guiding principles with the aim of aligning individual, team and organizational objectives, stretching performance, and supporting individual development.

The Syngenta remuneration structure supports both individual and organizational performance by linking individual performance and the financial success of the Company to compensation. The link to compensation 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 pay and variable compensation. Changes to annual base pay are influenced by individual performance and salary budgets that are based on the economic situation of Syngenta.

The compensation of all employees is reviewed on a regular basis and is designed with reference to total compensation levels for comparable positions at 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 research and participates in the Hay Group, Hewitt, Mercer and Towers Watson salary surveys plus any appropriate local surveys. Where possible, employee salaries for each role are benchmarked against two groups within their country:



- Related industry group – examples would include BASF, Bayer, Dow Chemical, Du Pont, Monsanto
- General industry group – especially for functional roles such as Finance and Legal, comparisons to a range of industries are used, including chemical, pharmaceutical, industrial, oil and gas, and consumer goods

Compensation of members of the Executive Committee is also reviewed on a regular basis. It is benchmarked against a set of relevant comparable companies and markets that are evaluated and selected to provide the best representation of the labor markets in which Syngenta competes for top talent. For 2010, this included the following two groups of comparable companies:

- Swiss Group: Twelve comparable multinational companies headquartered in Switzerland, which included ten relevant SMI companies and two SMIM companies. Financial institutions and Insurance companies were excluded.
- Pan-European Group: Twenty companies selected from the FT Euro 500 list. The companies are in the chemical, pharmaceutical, industrial, oil and gas, and consumer goods sectors, and all have significant R&D operations. These comparable companies are larger or smaller than Syngenta, and are based in Belgium, Germany, England, France, Ireland, the Netherlands and Switzerland.

In addition, the Compensation Committee reviews data from selected agribusiness, pharmaceutical, and chemical companies headquartered in the US and Canada.

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

Every year, the Syngenta Compensation Committee reviews with the external advisor the sets of comparable companies and industries for appropriateness and comparability. Pension and insurance information are reviewed periodically.

The compensation of members of the Board of Directors is compared to the same Swiss companies that are relevant for compensation of the members of the Executive Committee.

## Table of Contents

The market data for each role in the Executive Committee is supplied by the external compensation advisor (Hay Group), which also provides market information and advice on compensation for the Chairman and other non-executive Directors.

The Board of Directors and the Compensation Committee currently consult with the Hay Group on compensation policy matters and other relevant market information. Syngenta collaborates with the Hay Group only in compensation related areas. As 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.

### Compensation elements

Three elements of compensation are relevant for Syngenta:

- fixed compensation – base salary/pay;
- variable compensation – short-term incentive plans and, for selected senior executives, long-term incentive plans;
- benefits.

### Fixed compensation

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

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

Base salaries also serve as the basis for variable compensation. In order to ensure accuracy, base salaries are subject to review every year by considering such factors as benchmark data, market movement, economic considerations, and the performance management process.

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 certain senior executives, long-term incentives, and is linked to performance. The variable compensation is determined by the size and scope of the role, location, skills and experience of the individual, business performance and individual performance, as well as the external market value of the respective role. Depending on the applicable plans, variable compensation can be granted in cash, shares, restricted stock units and/or stock options.

A significant portion of the short-term and long-term incentive programs for members of the Executive Committee and senior managers is equity based and subject to a vesting period. The purpose of equity-based compensation is to encourage the Executive Committee and senior managers to focus on the long-lasting success and growth of the Company, and to align their compensation with shareholders' interests.

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

#### Benefits

Benefits relate mainly to pension, insurance and healthcare plans with the purpose to establish a reasonable level of security for all employees and their dependents with respect to retirement, health, disability and death. The level of benefits is subject to country-specific laws, regulations and market practices. Other benefits that may be paid according to local market practice include long-service awards and perquisites. Employees at all levels who have been transferred onto an international assignment may also receive benefits in line with the Syngenta International Assignee Policy.

Table of Contents

Table 1. Fixed and variable compensation

Fixed compensation	Chairman of the Board	Members of the Board	Executive Committee	Senior Management	All employees	Description	Linkage to compensation principles
Fixed pay		•	•	•	•	• Cash – all employees 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 For senior management and Executive Committee, cash and/or equity	Performance-based compensation
Deferred Share Plan (DSP)				•	•	• For senior management and Executive Committee, blocked shares (or share awards) and matching shares	Equity-based compensation with focus on sustainable business performance
Long-Term Incentive Plan (LTI)				•	•	• For senior management and Executive Committee, stock options and Restricted Stock Units	Equity-based compensation focusing on sustainable business performance
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 5,0001– p.a. at 50% discount rate	Identification with and commitment towards Company

1 Equivalent to US\$4,762 using the average exchange rate for 2010 of 1.05 CHF per US\$.

#### Short-Term Incentive (STI)

The Short-Term Incentive (STI) is an annual discretionary bonus in cash for eligible employees throughout Syngenta. The amount of STI paid is based on the achievement of financial results and individual performance. The target value for STI is defined as a percentage of the annual base salary and is reviewed periodically.

For employees below Executive Committee, both the financial results and the individual performance are weighted equally at 50 percent for the STI calculation. This variable compensation component allows employees to participate in the Company's success and also to be rewarded for their individual performance. On an annual basis, specific financial targets are set for each business unit. They are determined for the various functions in different business units and may comprise measures such as group net income, divisional results of business value added, earnings before interest, tax and amortization, etc. The personal targets are set as part of the performance management process. Depending on the percentage achieved against the relevant targets, both the financial and individual awards can range from 0 percent to 200 percent of the target.

For Executive Committee members, a greater emphasis is placed on the achievement of financial results, with the weighting of the STI elements being 70 percent on Group financial measures and 30 percent on individual performance. The achieved financial results are measures such as group net income, earnings per share, return on invested capital, business value added, all based on the respective annual results.

#### Deferred Share Plan (DSP)

The DSP is an enhancement to the STI for members of the Executive Committee and selected senior managers, and is designed to reward leadership, innovation and performance. It aims to provide an opportunity for greater share ownership among the Company's key senior management to align reward with sustainable business performance. Under the DSP a fixed percentage of the STI is mandatorily delivered in either deferred shares or deferred share awards instead of cash. Deferred shares are blocked from trading for three years, and share awards convert to tradable shares after the deferral period. In addition, a participant may elect to allocate a further portion of the STI in deferred shares or share awards on a voluntary basis. At the end of the three year deferral period,

Table of Contents

Syngenta matches on a one-for-one basis every deferred share or share award delivered through the DSP, which doubles the total number of shares ultimately received by the employee.

The Compensation Committee determines the value of a deferred share at grant date by reference to the market price of the Syngenta share. The value of such a deferred share may rise and fall in line with the Syngenta share price.

The determination of the number of deferred shares is based on the 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:

Number of deferred shares = (Mandatory Deferral % + Voluntary Deferral %) x STI award  
Grant Value

The matching of the deferred shares or 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 matching is accelerated.

Long-Term Incentive (LTI)

The LTI is a long-term element of the compensation of members of the Executive Committee and selected senior managers, and is designed to reward leadership, innovation and performance. It provides participants with stock-based incentives that link the potential amount of total compensation to Syngenta's market value (share price). It also helps them to align their business contribution more closely with the interests of our shareholders. Participants are granted an LTI award as a percentage of their base salary, based on the achievement of individual performance objectives. They receive 50 percent as stock options and 50 percent as restricted stock units (RSU), subject to a three-year blocking period. The grants of stock options and RSU in equal parts balance the advantages and risks of each instrument. Stock options and RSU allow participants to benefit from increases in the stock price. At vesting, RSU convert to shares regardless of the market price of Syngenta shares. For options to have any value, the market price of Syngenta's shares must exceed the defined exercise price during the exercise period.

Stock options: Syngenta stock options represent the right to purchase Syngenta shares at a fixed price for a fixed period of time. To calculate the number of options awarded, half of the value of the LTI award is divided by the option value at the grant date. The fair value of an option is measured using the Black-Scholes-Merton formula, a commonly accepted stock option pricing method. The exercise price of the options is set equal to the share price determined for deferred shares under the DSP at the day of grant (see paragraph on DSP). Stock options have a term of 10 or 11 years and cannot be exercised during a three-year vesting period following the date of grant. After the three year vesting period, each option gives the right to purchase one share at a fixed price. There is a period of (usually) seven years to decide when to exercise, after which time the options would lapse.

RSU: Syngenta restricted stock units represent the right to receive Syngenta shares free of charge at the end of the three-year vesting period. To calculate the number of RSU awarded, half of the LTI award is divided by the share value at the date of grant. The value of an RSU is set equal to the share price determined for deferred shares under the DSP (see paragraph on DSP). After a three-year vesting period, each RSU converts automatically into one free tradable Syngenta share.

Both the vesting of stock options and RSU are subject to continued employment with Syngenta until after the expiration of the three-year vesting period. If retirement age is reached prior to expiration of the vesting period, vesting is accelerated.

#### Sales Incentive Plans (SIP)

The SIP is a sales bonus measurement and payment instrument designed for employees in sales functions. It offers these employees the chance to be compensated for their personal and team success, based on the performance achieved against sales targets.

The SIP does not apply to members of the Executive Committee.

#### Employee Share Purchase Plan (Switzerland)

The Employee Share Purchase Plan (ESPP) is an instrument that allows Swiss employees to become Syngenta shareholders by purchasing shares at a preferential price. All employees in Switzerland, including members of the Executive Committee, are eligible to participate in the ESPP. Shares purchased under the ESPP are subject to a blocking period of three years. Under the Swiss ESPP, participants can purchase shares for 50 percent of the share value at the date of grant up to a maximum share value of CHF 5,000 (equivalent to US\$4,762 using the average exchange rate for 2010 of 1.05 CHF per US\$).

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

#### Compensation structure

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

Table of Contents

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

According to the Syngenta compensation plans, the correlation between variable and fixed compensation for the members of the Executive Committee is as follows:

Table 2. Fixed and variable compensation

	Members of the Executive Committee		Chief Executive Officer	
	Target incentive %	Maximum incentive %	Target incentive %	Maximum 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.

The split of total compensation between cash and equity-based components is as follows:

Table 3. Cash and equity-based compensation

	Members of the Executive Committee		Chief Executive Officer	
	Target incentive %	Maximum incentive %	Target incentive %	Maximum incentive %
Cash payments	44	32	34	25
Equity-based awards	56	68	66	75
Total	100	100	100	100

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

Table 3 shows that equity-based compensation at both target and maximum level is higher than cash compensation. Members of the Executive Committee are therefore highly exposed to share price movements in order to focus them on the long-term success of Syngenta and to align 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 senior executives and members of the Board of Directors. It has the responsibility to determine, review and propose compensation and benefits in accordance with the authorization levels set out below. The Committee consists of four independent non-executive Directors. No Committee member is cross-linked with any of the non-executive Directors of the Board or members of the Executive Committee. The CEO is a guest at the 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 agrees on proposals to the Board of Directors with



regard to their own compensation.

75

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Table of Contents

Authorities for 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		–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		–Compensation Committee

The 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 the responsibility for any decision affecting pension, insurance, and other benefit policies and systems for members of the Executive Committee (excluding the CEO, for which the Board of Directors has responsibility). Furthermore, it has 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.

For all employees, the authorization of any amendments to their compensation would, as a minimum, be by their line manager and the next level of management. If the proposed change could impact others, then a decision would be made by the appropriate level of management at country, regional or Group level.

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

## Compensation of non-executive Directors

Non-executive Directors receive an annual fee (cash or shares, or a combination of both). 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.

Table 5. Annual fees for non-executive Directors

Function	Annual fee (USD)
Base fees:	
Chairman of the Board	2,238,095
Vice-Chairman of the Board	342,857
Member of the Board	195,238
Additional fees <sup>1</sup> :	
Member of the Chairman's Committee	95,238
Head of the Audit Committee	104,762
Member of the Audit Committee	28,571
Head of the Compensation Committee	66,667
Member of the Compensation Committee	19,047
Member of the Corporate Responsibility Committee	19,047

Chairman of the Science and Technology Advisory Board

19,047

1 No additional fees are payable to the Chairman and the Vice-Chairman

76

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Table of Contents

Non-executive Directors have the option of receiving 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 maintain their focus on Syngenta's long-term, sustainable success and align their interests with shareholder's interests.

Shares are granted once a year. The grant value of a Syngenta share at grant date is the market price.

## 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 at grant date is the market price. The shares are blocked from trading for a period of three years. In addition, the Chairman receives certain benefits such as assistance with housing, commuting, and tax services (see Table 6a for details).

Subject to his re-election at the AGM 2011, and anticipating a reduction of his time commitment, the base fee for the Chairman (cash and shares) will be adjusted from CHF 2,350,000 to CHF 1,600,000 (equivalent to US\$ 2,238,095 to US\$1,523,810 using the average exchange rate for 2010 of 1.05 CHF per US\$).

## Compensation of the CEO

The Chief Executive Officer (CEO) is a member of the Board of Directors and a member of the Executive Committee. His compensation is disclosed as part of 2010 compensation for members of the Executive Committee.

## 2010 Compensation of the Board of Directors

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

Non-executive Directors	Fee in cash	Fee in free shares	Fee in restricted shares	Number free shares	Number restricted shares	Total number shares	Benefits in kind/cash <sup>1</sup>	Total annual fee/benefits received	Company social security cost	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>

1 Housing, commuting and tax services, including refund of relevant tax (cash)

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

All values in USD

77

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Table of Contents

Table 6b. Compensation of non-executive Directors in 2009

Non-executive Directors	Fee in cash	Fee in free shares	Fee in restricted shares	Number free shares	Number restricted shares	Total number shares	Benefits in kind/cash <sup>1</sup>	Total annual fee/benefits received	Company cost social security	Total annual cost
Martin Taylor	1,742,315	–	423,384	–	1,833	1,833	162,538	2,328,237	–	2,328,237
Stefan Borgas <sup>2</sup>	43,314	–	101,272	–	422	422	–	144,586	7,665	152,251
Peggy Bruzelius	271,864	–	–	–	–	–	–	271,864	65,057	336,921
Peter Doyle <sup>3</sup>	75,262	–	–	–	–	–	–	75,262	–	75,262
Rupert Gasser <sup>3</sup>	110,589	–	–	–	–	–	–	110,589	6,952	117,541
Pierre Landolt <sup>4</sup>	11,040	205,664	–	857	–	857	–	216,704	13,880	230,584
David Lawrence <sup>5</sup>	90,314	60,235	–	251	–	251	–	150,549	–	150,549
Peter Thompson	108,285	108,472	–	452	–	452	–	216,757	–	216,757
Jacques Vincent	51,836	155,508	–	648	–	648	–	207,344	–	207,344
Rolf Watter	155,746	–	103,912	–	433	433	–	259,658	14,942	274,600
Felix A. Weber	50,687	–	202,784	–	845	845	–	253,471	12,959	266,430
Jürg Witmer	314,871	–	–	–	–	–	–	314,871	20,125	334,996
Total	3,026,123	529,879	831,352	2,208	3,533	5,741	162,538	4,549,892	141,580	4,691,472

1 Housing, commuting and tax services, including refund of relevant tax (cash)

2 Stefan Borgas was elected to the Board of Directors at the AGM 2009

3 Rupert Gasser's and Peter Doyle's term of office ended at the AGM 2009

4 According to Pierre Landolt and the Sandoz Family Foundation, the Foundation is the economic beneficiary of the fee

5 David Lawrence was elected to the Board of Directors at the AGM 2009

All values in USD

## 2010 Compensation of former Directors

In 2010, no compensation was paid to any former non-executive or executive Director.

## 2010 Compensation of members of the Executive Committee

In 2010, 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 2010, the CEO received the highest total compensation; his compensation is reported in Table 8.

Tables 7 and 8 show in the column “compensation 2009” the number of shares, RSU and options that were granted on February 22, 2010, for the year 2009 (excluding the shares purchased under the Employee Share Purchase Plan). The numbers of units granted were determined after the preparation of the 2009 report and are therefore disclosed retroactively in this 2010 report. The actual values of the granted shares, options and RSU differ slightly from the values reported in 2009. This is the result of the practice that the numbers of shares, options and RSU at grant are rounded to the next whole numbers of units.

David Lawrence and other former members of the Executive Committee received contractual but immaterial benefits in kind in relation to their international transfer to their home country. Services from tax advisors relating to years 2008 and 2009 were provided and paid in 2010. These benefits are set out in Table 9.

Table of Contents

Table 7. Compensation for members of the Executive Committee (a total of 8 people in 2010)

Compensation elements	Number of units		Values	
	2010	2009	2010	2009
Fixed compensation in cash			6,001,983	5,746,406
Allowances in cash			324,781	411,645
STI compensation in cash <sup>1</sup>			856,110	420,372
Total compensation in cash			7,182,874	6,578,423
DSP deferred shares <sup>2, 3, 4</sup>	–	4,978	2,498,118	1,301,621
DSP matching shares <sup>2, 3, 5</sup>	–	4,978	2,498,118	1,301,621
LTI options <sup>6</sup>	–	38,671	2,781,687	2,300,010
LTI RSU <sup>7</sup>	–	8,799	2,781,687	2,300,715
ESPP shares	119	152	15,878	18,070
Insurance, pension costs			1,545,387	1,520,018
Benefits in kind <sup>8</sup>			190,006	310,981
Total compensation			19,493,755	15,631,459
Company social security cost <sup>9</sup>			730,700	631,392
Compensation related to earlier years				
DSP matching shares <sup>10</sup>	5,754	8,223	1,537,688	1,773,276
Company social security cost			210,208	235,990

Notes refer to 2010 unless other years are indicated.

- 1 Short-term incentive in cash, payable in 2011 for 2010
- 2 The numbers of deferred shares, matching shares, options and RSU for 2009 were granted on February 22, 2010, after the preparation of the 2009 report
- 3 The numbers of shares, options and RSUs at grant for 2009 were rounded to the next whole number, the values actually granted therefore differ slightly from the values disclosed in the 2009 report
- 4 Short-term incentive in deferred shares or share awards, will be granted in 2011 for 2010 (the number of shares is not determined at the time of preparing this report)
- 5 Actual value of DSP matching, shares will be granted in 2014 (the number of shares is not determined at the time of preparing this report)
- 6 Long-term incentive in options, will be granted in 2011 for 2010 (the number of options is not determined at the time of preparing this report)
- 7 Long-term incentive in RSU, will be granted in 2011 for 2010 (the number of RSU is not determined at the time of preparing this report)
- 8 Value of housing, commuting, relocation, education and tax services including refund of relevant tax
- 9 Due to the rounding of allocated units and the relevant values (see footnote 3), the cost differs slightly from the value disclosed in the 2009 report



10

Matching shares, granted in 2010 for 2006

All values in USD

79

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Table of Contents

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

Compensation elements	Number of units		Values	
	2010	2009	2010	2009
Fixed compensation in cash			1,252,389	1,204,965
Allowances in cash			103,941	99,143
STI compensation in cash <sup>1</sup>			206,555	110,259
Total compensation in cash			1,562,885	1,414,142
DSP deferred shares <sup>2, 3, 4</sup>	–	1,684	826,222	440,324
DSP matching shares <sup>2, 3, 5</sup>	–	1,684	826,222	440,179
LTI options <sup>6</sup>	–	12,398	914,286	737,367
LTI RSU <sup>7</sup>	–	2,820	914,286	737,359
ESPP shares	17	19	2,268	2,259
Insurance, pension costs			380,556	353,466
Benefits in kind <sup>8</sup>			23,354	23,631
Total compensation			5,450,079	4,148,727
Company social security cost <sup>9</sup>			189,192	141,505
Compensation related to earlier years				
DSP matching shares <sup>10</sup>	1,404	2,298	375,202	495,560
Company social security cost			113,599	41,982

Notes refer to 2010 unless other years are indicated.

- 1 Short-term incentive in cash, payable in 2011 for 2010
- 2 The numbers of deferred shares, matching shares, options and RSU for 2009 were granted on February 22, 2010, after the preparation of the 2009 report
- 3 The numbers of shares, options and RSUs at grant for 2009 were rounded to the next whole number; the values actually granted therefore differ slightly from the values disclosed in the 2009 report
- 4 Short-term incentive in deferred shares or share awards, will be granted in 2011 for 2010 (the number of shares is not determined at the time of preparing this report)
- 5 Actual value of DSP matching, shares will be granted in 2014 (the number of shares is not determined at the time of preparing this report)
- 6 Long-term incentive in options, will be granted in 2011 for 2010 (the number of options is not determined at the time of preparing this report)
- 7 Long-term incentive in RSU, will be granted in 2011 for 2010 (the number of RSU is not determined at the time of preparing this report)
- 8 Value of housing, commuting, relocation, education and tax services including refund of relevant tax

Due to the rounding of allocated units and the related values (see footnote 3), the cost differs slightly from the value disclosed in the 2009 report

10 Matching shares, granted in 2010 for 2006

All values in USD

Table 9. Compensation to former members of the Executive Committee

Compensation elements	Number of units		Values	
	2010	2009	2010	2009
Fixed compensation in cash <sup>1</sup>				192,323
STI/LTI compensation in cash <sup>2</sup>				255,301
Total compensation				447,624
Pension, insurance, benefits in kind <sup>3</sup>			38,517	26,717
Company social security cost			2,890	58,305
Compensation related to earlier years				
DSP matching shares <sup>4</sup>		2,121		451,717
Company social security cost				57,820

Notes refer to 2010 unless other years are indicated.

1 David Lawrence, January 1 – April 17, 2009

2 STI/LTI awards 2009 paid prorated in cash due to retirement

3 Benefits in kind are post employment tax and other services to executives that retired from work, including the refund of relevant tax

4 Matching shares, granted in 2009 for 2005, 2006 and 2007 due to retirement in 2009

All values in USD

80

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Table of Contents

2010 Holding of shares and options

Members of the Board of Directors (shares)

Table 10. Holding of shares of non-executive Directors\* at December 31, 2010

Non-executive Directors	Number of free shares		Number of restricted shares		% voting rights	
	2010	2009	2010	2009	2010	2009
Martin Taylor	6,622	2,744	4,998	5,324	< 0.1%	< 0.1%
Stefan Borgas	–	–	1,043	422	< 0.1%	< 0.1%
Peggy Bruzelius	2,464	2,464	–	–	< 0.1%	< 0.1%
Pierre Landolt1	7,525	4,219	509	509	< 0.1%	< 0.1%
David Lawrence	11,226	9,651	24	24	< 0.1%	< 0.1%
Peter Thompson2	1,298	854	–	–	< 0.1%	< 0.1%
Jacques Vincent	3,456	2,819	–	–	< 0.1%	< 0.1%
Rolf Watter	1,857	2,177	2,077	1,501	< 0.1%	< 0.1%
Felix A. Weber	23	23	1,407	1,407	< 0.1%	< 0.1%
Jürg Witmer	3,000	2,300	549	549	< 0.1%	< 0.1%
Total free/restricted shares	37,471	27,251	10,607	9,736	< 0.1%	< 0.1%
Total shares	48,078	36,987				

  

	Number of free ADS		Number of restricted ADS		% voting rights	
	2010	2009	2010	2009	2010	2009
Peter Thompson ADS2	7,000	7,000	–	–	< 0.1%	< 0.1%
Total ADS	7,000	7,000	–	–	< 0.1%	< 0.1%

1 According to Pierre Landolt and the Sandoz Family Foundation, of the total amounts 7,184 shares were held by the Foundation at December 31, 2010, and 3,878 were held at December 31, 2009

2 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

Members of the Executive Committee (shares)

Table 11a. Holding of shares by members of the Executive Committee\* as of December 31, 2010

Members of the Executive Committee	Number of vested shares			Number of unvested shares			Total Vested/unvested
	Free shares	Restricted shares	% voting rights	Unconverted share awards	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

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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
Total shares 2010	43,073	24,855	< 0.1%	8,325	32,760	27,163	136,176

\*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 shares by members of the Executive Committee\* at December 31, 2009

Members of the Executive Committee	Number of vested shares			Number of unvested shares			Total
	Free shares	Restricted shares	% voting rights	Unconverted share awards	Unmatched shares	Unconverted RSU	
<b>Active members</b>							
Michael Mack <sup>1</sup>	6,211	9,768	< 0.1%	–	9,706	6,279	31,964
Alejandro Aruffo	2,000	43	< 0.1%	1,918	1,918	4,544	10,423
John Atkin	21,182	3,008	< 0.1%	3,760	6,706	4,439	39,095
Robert Berendes	35	971	< 0.1%	1,321	2,254	2,450	7,031
Christoph Mäder	3,915	2,979	< 0.1%	–	2,917	2,479	12,290
Mark Peacock	58	62	< 0.1%	3,413	3,413	2,113	9,059
Davor Pisk	3,025	2,493	< 0.1%	488	2,938	1,961	10,905
John Ramsay	2,672	3,746	< 0.1%	–	3,684	2,182	12,284
Total shares 2009	39,098	23,070	< 0.1%	10,900	33,536	26,447	133,051
Michael Mack ADS <sup>1</sup>	34,463	–	–	–	–	–	34,463
Total ADS 2009	34,463	–	–	–	–	–	34,463

1 Michael Mack held 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

The number of vested shares of each individual includes free shares and blocked shares to which voting rights are attached. The unvested shares are shown separately by category including unconverted share awards, unmatched shares and restricted share units (RSU).

Members of the Board of Directors (options)

Table 12a. Holding of options by non-executive Directors\* at December 31, 2010

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	–	–	–	–	–	–

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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

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

2 David Lawrence received options as a former member of the Executive Committee

3 Peter Thompson holds options on 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 12b. Holding of options by non-executive Directors\* at December 31, 2009

## Options on shares

Year of allocation	2008	2007	2006	2005	2004	2003	2002	2000	
Underlying equity	Share	Share	Share	Share	Share	Share	Share	Share	
Term (years)	10	10	10	10	11	11	11	10	
Exercise period (years)	7	7	7	7	8	8	8	7	
Option: share ratio	1:1	1:1	1:1	1:1	1:1	1:1	1:1	1:1	
Exercise price CHF	301.50	226.70	185.00	127.38	89.30	59.70	98.00	76.50	
Vesting status	All vested								
Options held at December 31, 2009:									
Martin Taylor	–	–	–	1,312	1,281	1,061	685	–	
Stefan Borgas <sup>1</sup>	–	–	–	–	–	–	–	–	
Peggy Bruzelius	–	–	–	–	–	–	–	–	
Pierre Landolt <sup>2</sup>	–	–	–	3,532	4,484	2,652	1,713	2,500	
David Lawrence <sup>1, 3</sup>	3,225	3,213	4,214	–	–	–	–	–	
Peter Thompson <sup>4</sup>	–	–	–	1,363	–	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	3,213	4,214	9,504	7,815	8,486	7,536	2,500	
Total options on shares	46,493								
Options on ADS									
Year of allocation					2004				2000
Underlying equity					ADS				ADS
Term (years)					11				10
Exercise period (years)					8				7
Option: ADS ratio					1:1			1:1	
Exercise price USD					14.53			8.68	
Vesting status	All vested								
Options held at December 31, 2009:									
Peter Thompson <sup>4</sup>					6,560			12,500	
Total options on ADS	19,060								

After 2005 no options were granted to non-executive Directors

- 1 Stefan Borgas and David Lawrence were elected to members of the Board of Directors at the AGM 2009
- 2 According to Pierre Landolt and the Sandoz Family Foundation, all options were held by the Foundation



3 David Lawrence received the options in 2006 – 2008 while he was an executive of Syngenta

4 Peter Thompson held options on 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

83

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Table of Contents

## Members of the Executive Committee (options)

Table 13a. Holding of options by members of the Executive Committee\* as of December 31, 2010

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 as of 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	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						

1 All options granted in 2003 and earlier years under the Company option plan are exercised

\*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 13b. Holding of options by members of the Executive Committee\* at December 31, 2009

Year of allocation <sup>1</sup>	2009	2008	2007	2006	2005	2005	2004
Underlying equity	Share	Share	Share	Share	ADS	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
	CHF	CHF	CHF	CHF	USD	CHF	CHF
Exercise price	233.43	301.50	226.70	185.00	21.30	127.38	89.30
Vesting status	Unvested			Vested			
Options held as of December 31, 2009:							
Members of the Executive Committee							
Michael Mack <sup>2</sup>	16,426	4,669	6,075	7,077	47,319	–	–
Alejandro Aruffo	2,381	–	–	–	–	–	–
John Atkin	6,843	5,292	6,930	–	–	–	–
Robert Berendes	4,790	3,362	2,369	2,959	–	4,138	4,048
Christoph Mäder	3,920	2,739	3,993	4,915	–	5,920	–
Mark Peacock	4,055	2,988	2,023	2,212	–	–	–
Davor Pisk	4,435	1,666	2,360	2,031	–	3,502	–
John Ramsay	4,506	2,431	2,453	3,059	–	986	–
Totals by grant year	47,356	23,147	26,203	22,253	47,319	14,546	4,048
Total vested options on shares	40,847						
Total unvested options on shares	96,706						
Total options on shares (vested and unvested)	137,553						
Total options on ADS (all vested)	47,319						

1 All options granted in 2003 and earlier years under the Company option plan are exercised

2 Michael Mack held options on 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

Contractual provisions, loans, additional benefits

The notice periods for members of the Executive Committee and the Chief Executive Officer are in accordance with market practice. All employment agreements with members of the Executive Committee and the CEO are subject to notice periods of 12 months. The agreements with the non-executive Directors are not subject to notice periods. They end 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. The agreements with members of the Executive Committee or the Board of Directors do not contain any provisions for termination payments ("golden parachute" or "handshake" or similar arrangements) with regard to severance or other events of termination. 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.

In 2010, no severance payments were made to former Directors or members of the Executive Committee and there were also no loans or credits granted to active or former Directors or members of the Executive Committee, or parties related to them and, at December 31, 2010, there were no such loans or credits outstanding.

In 2010, no guarantees, pledges, collateral, promises or other forms of liabilities were entered into with third parties to the benefit of nonexecutive Directors or members of the Executive Committee, or parties related to them, and, at December 31, 2010, there were no such liabilities outstanding.

In 2010, 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, 2010, no such items were outstanding.

In 2010, no compensation was paid to any active Director or member of the Executive Committee for other services provided, and, as of December 31, 2010, no such payment was outstanding.

Valuation and accrual principle

The "accrual basis" is applied to all elements of compensation including STI and LTI awards. They are disclosed in accordance with the year for which they are paid. The STI and LTI awards in this 2010 report relate to performance and results in 2010, and will be paid in 2011 or later. This is in line with the accrual principle as requested by relevant guidelines. The number of equity units to be granted for 2010 will be determined after the editorial deadline of this report. As a result, while the compensation amount is known and included, the numbers of shares, RSU and 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 2009 had been determined after the editorial deadline of the relevant report. For that reason, the actual numbers of shares, RSU, and options awarded for 2009 are included in this 2010 report (see Tables 7 and 8).

The shares for the incentive year 2010 that will be allocated to the DSP in 2011 will be matched in 2014 if the vesting condition is met. In this report, the same value as determined for the deferral of shares in 2011 was used to state the value of the expected matching of shares in 2014.

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 2010 cannot be determined at this time.

In Notes 2 and 24 to the Syngenta Group consolidated financial statements in Item 18, the amounts disclosed for equity-settled awards is the expense recognized for the period calculated in accordance with IFRS 2 “Share Based Payment”. In this section, 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.

#### Employees of Syngenta

##### Year 2010

Syngenta had approximately 26,200 permanent employees as of December 31, 2010. Approximately 19 percent of these were in NAFTA, 15 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%

Table of Contents

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 significant business locations.

## Year 2009

Syngenta had approximately 25,900 permanent employees as of December 31, 2009. Approximately 20 percent of these were in NAFTA, 15 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%

## Year 2008

Syngenta had approximately 24,100 permanent employees as of December 31, 2008. Approximately 21 percent of these were in NAFTA, 15 percent in Latin America, 17 percent in Asia Pacific and the remaining 47 percent in Europe, Africa and Middle East.

The functional distribution of our employees for the year ending December 31, 2008 was approximately as follows:

Production	41%
Research and development	18%
Marketing and distribution	29%
Administration and general overhead	12%

## 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, 2010, based on information available to the Company is 0.33 percent of all outstanding shares, i.e. none of Syngenta's Directors or the Executive Committee members individually owns more than 1 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 2010, the Company made the following notification 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 Syngenta's number of shares	Notified holding of voting rights in % of share capital
The Capital Group Companies, Inc., Los Angeles	January 1, 2010	11,620,548	12.28% <sup>1</sup>

<sup>1</sup> Percentage of voting rights granted to a Capital Group subsidiary by funds under management that previously voted proxies independently

The Capital Group Companies, Inc. had previously reported that its share holdings were 3.36 percent in February 2008, had further increased to 5.01 percent in July 2009, had fallen to 4.99 percent in September 2009 and again increased to 5.17 percent in November 2009.

No other party disclosed a notifiable holding in the share capital of Syngenta AG in the course of 2010. To the Company's knowledge, the following holdings of 3% or more in the Syngenta share capital, as already reported and disclosed in the 20-F Annual Report 2009, are therefore still valid:

Name and location of shareholder, nominee or ADS depository	Date reaching, exceeding or falling below a threshold value	Notified Syngenta's number of shares	Notified holding in % of share capital
The Growth Fund of Americas, Inc., Los Angeles	January 5, 2009	4,783,112	4.94% <sup>2</sup>
The BlackRock, Inc., New York	December 1, 2009	3,607,343	3.84% <sup>2</sup>

2

No updates notified in 2010

Barclays Plc reported in May 2009 that its share holdings were 2,931,434 shares, or 3.02 percent of total share capital and in September 2009 that its holdings had fallen to below 3 percent of total share capital.

Janus Capital Management LLC, which had in 2006 reported that its share holdings were 5,095,242 ordinary shares and 1,505,774 ADSs, or 5.07 percent of total share capital, reported in 2008 that its holdings declined to below 3 percent.

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, 2011, Syngenta AG itself held 2,337,566 shares in treasury corresponding to 2.47 percent of the share capital.

As of January 31, 2011, 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 February 17, 2011 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, 2011, 31,155,560 ADSs of Syngenta AG corresponding to 6.59 percent of the share capital and 4,626,205 ordinary shares of Syngenta AG corresponding to 4.89 percent of the share capital were held by 2,227 registered holders domiciled in the United States.

#### 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

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 cost of purchase, installation, maintenance and operation of charcoal filtration systems, alleged diminution in property value and remediation, punitive damages and attorneys’ fees. The Complaint was served on SCPI on August 27, 2004. SCPI succeeded in having the lawsuit removed from state to federal court but, on Plaintiff’s Motion, the federal court on March 28, 2005, remanded the lawsuit back to state court. SCPI filed a Motion to Dismiss which was argued on October 25, 2005, and on July 7, 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 on February 23, 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 on April 14, 2010 entered an Order denying the Motion to Transfer. The hearing was held on June 10, 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. On August 31, 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. On September 22, 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 are relevant and discoverable. An application for leave to appeal against this Order was filed with the judge and on October 29, 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 22, 2010 Order pending resolution of any appeal. The application for leave to appeal was denied by the Appellate Court on January 13, 2011. The case is now in the discovery phase and SCPI has filed answers to interrogatories as well as produced the first of many pages of documents; depositions are sought to be scheduled by plaintiff’s counsel with eleven current or former SCPI employees and three corporate designees.

City of Greenville. On March 8, 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 on March 23, 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 have had or will have detectable levels of atrazine

Table of Contents

in their raw drinking water. SCPI on May 18, 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 on June 8, 2010 filed a Motion for Leave to Conduct Jurisdictional Discovery to which the Court by an Order issued on June 29, 2010 agreed. At a hearing held on July 27, 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. On September 16, 2010 the Magistrate Judge issued an Order further amending the scope of jurisdictional discovery. On November 18, 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. On December 17, 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 has ordered the parties to the lawsuit to take part in a settlement conference scheduled for April 11, 2011. Trial of the lawsuit is currently set to commence on June 18, 2012.

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 on September 30, 2008, in the Superior Court of the State of New Jersey, and amended on November 10, 2008, July 24, 2009 and April 21, 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 products 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 by the INA Claimants' Demand for Arbitration dated March 25, 2009 and the hearing of the arbitration is scheduled to begin on June 13, 2011. The INA Claimants filed a Motion for Entry of an Award on February 4, 2011, to which the Respondents have thirty days to respond. Discovery is proceeding in both the declaratory action lawsuit and the arbitration.

While SCPI intends to pursue its claims vigorously against the insurers for any 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. On June 11, 2010 a lawsuit was filed in the United States District Court for the Southern District of Illinois against Syngenta, Ted Sprague v Syngenta Crop Protection Inc., Syngenta AG and Syngenta Corporation (collectively "Syngenta"). In this lawsuit, the plaintiff has filed a legal action called a "qui tam action" as an individual based on "false

patent marking” against Syngenta under a U.S. federal statute. The plaintiff alleges that Syngenta has falsely marked 41 pesticide products with at least one expired patent with the intent to deceive competitors and the public into believing that the products are covered by the expired patent(s). In a December 2009 ruling, the US Court of Appeals for the Federal Circuit in *The Forest Group, Inc. v Bon Tool Company et al*, held that the fine must be levied on a “per article” basis and the statutory fine is “up to US\$500 for every such offense”. An important issue in these types of cases is whether or not the defendant falsely marked the products for the purpose of deceiving the public. On August 19, 2010 SCPI filed a Motion to Dismiss for failure to state a claim and failure to allege injury-in-fact, and Syngenta AG and Syngenta Corporation filed a

## Table of Contents

Motion to Dismiss for Lack of Personal Jurisdiction. On October 6, 2010 the plaintiff in Sprague filed a Motion for a Pretrial Conference which was granted on October 20, 2010. On November 19, 2010, the plaintiff filed his Opposition to SCPI's Motion to Dismiss and on December 3, 2010, SCPI filed its Reply. The plaintiff's responses to the Motion to Dismiss for Lack of Personal Jurisdiction are due by March 17, 2011, and the replies by Syngenta AG and Syngenta Corporation by March 31, 2011. Jury trial has been set to commence on June 18, 2012.

## Tax Litigation

Syngenta is also subject to certain tax claims pending before the judiciary. Significant cases are 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 19 administrative rulings against SPCL which have given rise to a corresponding number of lawsuits. Of these, 14 are awaiting first level court decision, 4 are awaiting second level court decision and 1 has given rise to a decision favorable to SPCL, which it is uncertain if the Federal Revenue will appeal. Syngenta issued a letter of guarantee for part of the amount involved, BRL16 million (equaling approximately US\$10 million at a rate of BRL1.66 per US\$). In the aggregate, the maximum contingency in the event of an unfavorable outcome for Syngenta could amount to approximately BRL33 million (equaling approximately US\$20 million (at a rate of BRL1.66 per US\$) consisting of BRL22 million plus interest.

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 expenditures 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.

## Dividends and Dividend Policy

The Board of Directors expects to recommend the distribution of future returns to shareholders, the actual level of which will depend on the financial performance of Syngenta and will also depend on the need to fund capital expenditure, working capital and other investments. Future returns will be in the form of a dividend. 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 US dollars 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 20, 2010, it was decided to pay a Dividend of CHF 6.00 per share. At the 2011 General Meeting of Shareholders on April 19, 2011, the Board of Directors will propose a dividend of CHF 7.00 per share to be paid by way of a cash distribution out of reserves arising from capital contributions.

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.

91

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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
<b>Annual Highs and Lows</b>		
2006	234.40	146.93
2007	292.00	212.04
2008	342.50	162.90
2009	292.10	211.00
2010	305.50	222.00
<b>Quarterly Highs and Lows</b>		
2009		
First Quarter	251.75	212.80
Second Quarter	275.25	211.00
Third Quarter	260.50	231.20
Fourth Quarter	292.10	223.50
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
<b>Monthly Highs and Lows for most recent six months</b>		
2010		
August	257.60	229.40
September	257.80	233.40
October	283.10	240.90
November	290.70	272.70
December	289.60	273.00
2011		
January	312.30	274.10

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>		
2006	38.41	24.06
2007	52.06	34.68
2008	66.59	27.60
2009	57.06	36.73
2010	59.93	42.93
<b>Quarterly Highs and Lows</b>		
2009		
First Quarter	43.32	36.90
Second Quarter	51.24	36.73
Third Quarter	50.21	44.20
Fourth Quarter	57.06	43.03
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
<b>Monthly Highs and Lows for most recent six months</b>		
2010		
August	49.20	44.61
September	52.22	46.68
October	58.11	49.52
November	59.93	54.89
December	59.06	55.41
2011		
January	65.75	58.65

(1) One ADS represents one-fifth of one common share of the Company.



## ITEM 10 — ADDITIONAL INFORMATION

### Articles of Incorporation

Set out below is a brief summary of certain provisions of the articles of incorporation of Syngenta 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 articles of incorporation of Syngenta. Copies of the Syngenta articles of incorporation 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 “Investor Relations”. An English translation is included as an exhibit to this annual report. The articles of incorporation were amended upon approval by the Annual General Meeting of shareholders on April 20, 2010 to reflect (i) Syngenta’s creation of authorized capital, (ii) the implementation of changes due to the new Swiss federal act on Intermediated Securities which has come into effect October 1, 2009 (partially enacted) and January 1, 2010 and (iii) the amendments due to the changes of the Swiss Code of Obligations which have come into effect on January 1, 2008.

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 section 2 of its articles of incorporation, is to hold interests in enterprises, particularly in the areas of agribusiness; under 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 9,459,984.90, divided into 94,599,849 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.

A shareholder may at any time request that Syngenta confirm the number of registered shares recorded 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 carries one vote at the shareholders’ meetings of Syngenta. With respect to both domestic and foreign shareholders, voting rights may be exercised only after a shareholder has been registered in Syngenta’s share register (Aktienbuch) 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, in exceptional circumstances, 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 10% 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 put on the agenda and voted upon at the next shareholders’ meeting. A shareholders’ meeting is convened by way of notice appearing once in an official publication, as determined by Swiss law or otherwise designated by the Board 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 articles of incorporation a resolution passed at a shareholders' meeting with a supermajority of 662/3% of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented is required for:

- changes in Syngenta's business purpose;
- the creation of shares with privileged voting rights;
- restrictions on the transferability of registered shares and the removal of such restrictions;
- an authorized or conditional increase in Syngenta's share capital;
- an increase in Syngenta's share capital by way of capitalization of reserves (Kapitalerhöhung aus Eigenkapital), against contributions in kind (Sacheinlage) or for the purpose of the acquisition of assets (Sachübernahme), or the granting of special privileges;
  - the restriction or withdrawal of pre-emptive rights of shareholders;
  - a change of location of the registered office of the Company;
  - the dissolution of the Company

In addition, any provision in the articles of incorporation providing for a stricter voting requirement than the voting requirements prescribed by law or the existing articles of incorporation must be adopted in accordance with such stricter voting requirements. The articles of incorporation of Syngenta do not contain provisions setting forth stricter voting requirements for shareholders' meetings than the voting requirements prescribed by law and described above.

## Table of Contents

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 articles of incorporation (other than those referred to in the preceding two paragraphs), to elect the Directors and the external auditors, to approve the annual report and the financial statements, to set the annual dividend, to grant the Directors and management 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 based on a written proxy, proxies designated in agreements with or regulations relating to nominees, by an appointed representative of the corporate body of Syngenta (Organvertreter), the independent proxy (unabhängiger Stimmrechtsvertreter) or an assignee of proxy votes for deposited shares (Depotvertreter). Votes are taken on a show of hands or by electronic voting 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 varied 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 articles of incorporation). 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 articles of incorporation 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 articles of incorporation 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 66<sup>2</sup>/<sub>3</sub>% of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented at the meeting in other events (for example in 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 articles of incorporation, the Board of Directors can pass resolutions with respect to all matters which are not reserved to the authority of the shareholders' at the shareholders' meeting by law or by the articles of incorporation. Exercise of this power does not require shareholder approval. Neither Swiss law nor the articles restrict in any way the Company's power to borrow or otherwise raise funds.

Article 19 of the Syngenta's articles of incorporation requires the members of the board of directors to be shareholders. Ownership of one share is sufficient to satisfy this requirement.

The terms 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 articles of incorporation confers general authority upon 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 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 articles of incorporation 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

## Table of Contents

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 additional means of communication for publishing notices to shareholders.

### Dividends

Swiss law requires that at least 5 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 20 percent of the Company's nominal share capital. Under Swiss law, dividends are paid out only if approved by the shareholders. In addition, the articles of incorporation 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 set the dividend. In practice, the dividend proposal of the Board is usually approved at the shareholders' meeting. Dividends are usually due and payable immediately 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 section 4 of the articles of incorporation, 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 10 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. Long-term share buy-backs by the Company may be subject to certain adverse tax consequences in Switzerland.

### 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 articles of incorporation confers authority upon the shareholders to pass resolutions concerning all matters which by law or the articles of incorporation are reserved to the authority of the shareholders at the General Meeting. However, article 18 of the articles of incorporation 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 33 1/3% 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) 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 an investor. 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

Novartis, AstraZeneca, Syngenta and various 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:

## Table of Contents

- 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.

The material separation agreements are outlined below:

### Indemnity Matters Agreements

The Indemnity Matters Agreements between Novartis and Syngenta and AstraZeneca and Syngenta specify the losses that each party has reciprocally covenanted to pay arising from any damages that may arise relating to both existing and former operations and divested divisions of the respective businesses. The parties are not obligated to reimburse each other for amounts which are covered under an insurance policy or otherwise from a third party. Generally, under these agreements, AstraZeneca and Novartis respectively indemnify Syngenta for losses in connection with: (1) AstraZeneca's businesses, other than AstraZeneca's agrochemical business and in connection with AstraZeneca's reorganization; and (2) Novartis's businesses, other than Novartis's agribusiness, and in connection with Novartis's reorganization. Syngenta indemnifies AstraZeneca and Novartis, respectively, for losses in connection with Syngenta's agribusinesses.

### 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. 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.

### Tax Deed

The Tax Deed between Novartis and Syngenta allocates between Novartis and Syngenta their responsibilities for certain tax matters. Novartis retained all tax liabilities arising out of or connected to the remaining Novartis businesses (excluding Novartis agribusiness) and the reorganization of the Novartis group for the purpose of separating Novartis agribusiness, except for certain events as described in the Tax Deed. Syngenta has assumed and will be responsible for all tax liabilities arising out of or connected to the Novartis agribusiness or a Syngenta-related event as described in the Tax Deed. The Deed also provides for the management of tax affairs and dispute resolution.

The Tax Deed between AstraZeneca and Syngenta allocates AstraZeneca's and Syngenta's responsibilities for certain tax matters. AstraZeneca retained all tax liabilities arising out of or connected to the remaining AstraZeneca businesses (excluding Zeneca agrochemicals) and the reorganization of the AstraZeneca group for the purpose of separating Zeneca agrochemicals, except for certain events as described in the Tax Deed. Syngenta has assumed and will be responsible for all tax liabilities arising out of or connected to Zeneca agrichemicals business or a Syngenta-related event as described in the Tax Deed. The Deed also provides for the management of tax affairs and dispute resolution.

#### 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.



## Table of Contents

### 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 Articles of Association of Syngenta on the right to be a holder of Syngenta shares or ADSs.

### 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 additional paid-in capital 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.

As of January 1, 2011, 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	Romania
Algeria	France	Latvia	Russia
Argentina (prov.) *	Germany	Lithuania	Serbia
Armenia	Ghana	Luxembourg	Singapore
Australia	Greece	Macedonia	Slovakia
Austria	Hungary	Malaysia	Slovenia
Azerbaijan	Iceland	Mexico	South Africa
Bangladesh	India	Moldova	Spain
Belgium	Indonesia	Mongolia	Sri Lanka
Belarus	Iran	Montenegro	Sweden
Bulgaria	Ireland	Morocco	Thailand
Canada	Israel	Netherlands	Trinidad and Tobago
Chile	Italy	New Zealand	Tunisia
China	Ivory Coast	Norway	Ukraine

Table of Contents

Croatia	Jamaica	Pakistan	United Kingdom
Czech Republic	Japan	Philippines	United States
Denmark	Kazakhstan	Poland	Uzbekistan
Ecuador	Kyrgyzstan	Portugal	Vietnam
Egypt	Kuwait	Qatar	Venezuela
Estonia			

\*Not in force but provisionally applied by the Federal Tax Administration since January 1, 2001.

Double tax treaties with Colombia, Georgia, Hong Kong, Malta, Tadzhiistan, Turkey and Uruguay 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 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.

#### 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 additional

paid-in capital 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.

Table of Contents

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.

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.

#### 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

## Table of Contents

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 2010. 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.

## 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, 2011 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 depositary, 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.



Table of Contents

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.

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, 2010, 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

To achieve consistency with the methods used for the other types of market risks, in 2009 Syngenta changed its method of assessing the impact of interest rate risk from duration analysis to the EaR method.

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% confidence level, with a 1% probability that actual results will be worse than calculated.

Due to increased volatility in the financial markets observed in recent years, Syngenta has in 2010 increased the confidence level used in the VaR (EaR) calculations from 95% to 99%. The comparative numbers for the year ending December 31, 2009 presented herein were calculated using the 99% confidence level.

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.

Table of Contents

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.

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, 2010				December 31, 2009			
	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	72	7	90	%	58	19	67	%
Euro	25	–	100	%	45	7	84	%
British pound sterling	9	6	33	%	20	6	70	%
Other core currencies <sup>1</sup>	12	–	100	%	22	3	86	%
Rest of world	44	14	68	%	59	15	75	%
Total undiversified	162	27	83	%	204	50	75	%
Diversification	(106 )	(18 )	83	%	(164 )	(40 )	76	%
Net VaR	56	9	84	%	40	10	75	%

<sup>1</sup> Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2010, the total 30-day Value-at-Risk, after hedges, at a 99% confidence level was US\$9 million (December 31, 2009: US\$10 million). The decrease in Value-at-Risk as at December 31, 2010 compared to December 31, 2009 is mainly due to a higher hedge coverage across various currencies.

The average Value-at-Risk, after hedges, at a 99% confidence level, for the year ending December 31, 2010 was US\$6 million (before hedges: US\$69 million).

The largest gross exposures arise in the Swiss franc, the British pound sterling and the 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.

Table of Contents

(US\$ million) Underlying currency (12-month holding period)	December 31, 2010 Earnings-at-Risk				December 31, 2009 Earnings-at-Risk			
	Gross impact	Net impact	Risk reduction		Gross impact	Net impact	Risk reduction	
Swiss franc	285	72	75	%	159	114	28	%
Euro	62	80	(29)	)%	34	28	18	%
British pound sterling	52	9	83	%	38	21	45	%
Other core currencies <sup>1</sup>	53	11	79	%	73	32	56	%
Rest of world	183	151	18	%	201	168	16	%
Total undiversified	635	323	49	%	505	363	28	%
Diversification	(309 )	(191 )	38	%	(293 )	(195 )	33	%
Net EaR	326	132	60	%	212	168	21	%

<sup>1</sup> Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2010, the total potential adverse movement for 2011 net transactional flows after hedges relative to year-end at spot levels, at a 99% confidence level, was US\$132 million (December 31, 2009: US\$168 million). In line with the objective of the hedging program, Syngenta aims to minimize the potential adverse movement for the whole portfolio of the net transactional flows, rather than looking at the individual currencies. This could lead to a negative risk reduction for a single currency – as is the case for the Euro currency in 2010.

The decrease in Earnings-at-Risk as at December 31, 2010 compared to December 31, 2009 is mainly due to a higher hedge coverage. The decrease is partially offset by increased volatilities in the core currencies.

From the Earnings-at-Risk table above, the Swiss franc stands out as a major exposure. This risk arises from having 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's equity base is deemed to be of sufficient magnitude 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, 2010, 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) Currency of net investment in subsidiary (1-month holding period)	December 31, 2010 Value-at-Risk				December 31, 2009 Value-at-Risk		
	Gross impact	Net impact	Risk reduction		Gross impact	Net impact	Risk reduction
Swiss franc	124	124	–		84	84	–
Euro	32	32	–		27	27	–
British pound sterling	23	23	–		54	54	–

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Other core currencies <sup>1</sup>	28	28	–	32	32	–
Rest of world	171	171	–	222	222	–
Total undiversified	378	378	–	419	419	–
Diversification	(123 )	(123 )	–	(98 )	(98 )	–
Net VaR	255	255	–	321	321	–

<sup>1</sup> Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

The large investments and operations in Switzerland lead to the most significant risk. The decrease in Value-at-Risk as at December 31, 2010 compared to December 31, 2009 is primarily due to decreased volatilities in Emerging Market currencies. There are no translation risk hedges in place as at December 31, 2010.

The average Value-at-Risk after hedges, at a 99% confidence level, for the year ending December 31, 2010 was US\$276 million (before hedges: 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. At December 31, 2010, the net amount of

Table of Contents

Earnings-at-Risk on floating rate debt due to potential changes in interest rates (a parallel shift of 100 bps was applied) was US\$14 million (2009: US\$11 million). The net amounts of Earnings-at-Risk on the net debt, as defined in Note 27 to the consolidated financial statements in Item 18, due to potential changes in interest rates were immaterial at December 31, 2010 and 2009.

## Commodity price risks

Operating in the agri-business sector, changes in certain commodity prices affect Syngenta's reported operating results. 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 crops. 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, 2010, there was 1.0 million barrels of hedge protection (December 31, 2009: no 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, 2010				December 31, 2009			
	Earnings-at-Risk				Earnings-at-Risk			
	Gross impact	Net impact	Risk reduction		Gross impact	Net impact	Risk reduction	
Natural gas (US\$ million)								
Total undiversified	12	5	58	%	11	3	73	%
Diversification	(4	) (1	) 75	%	(3	) (1	) 67	%
Net EaR	8	4	50	%	8	2	75	%
	December 31, 2010				December 31, 2009			
	Earnings-at-Risk				Earnings-at-Risk			
	Gross impact	Net impact	Risk reduction		Gross impact	Net impact	Risk reduction	
Soft commodities (US\$ million)								
Total undiversified	76	55	28	%	99	61	38	%
Diversification	(13	) (2	) 85	%	(7	) (3	) (50	)%
Net EaR	63	53	16	%	92	58	37	%

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, 2010 to US\$53 million (December 31, 2009: US\$58 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.

Persons depositing or withdrawing shares For:  
must pay:

USD 5.00 (or less) per 100 ADSs (or  
portion of 100 ADSs)

Issuance of ADSs, including issuances  
resulting from a distribution, sale or  
exercise of shares or rights or other  
property

Cancellation of ADSs for the purpose of  
withdrawal including if the deposit  
agreement terminates

USD 0.02 (or less) per ADS

Any cash distribution to ADSs registered  
holders

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

Distribution of securities distributed to  
holders of deposited securities which are  
distributed by the depositary to ADS  
registered holders

USD 0.02 (or less) per ADS per calendar  
year

Depositary services

Registration or transfer fees

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

Expenses of the depositary

Cable, telex and facsimile transmissions  
(when expressly provided in the deposit  
agreement)

Converting foreign currency to US  
dollars

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

As necessary

Any charges incurred by the depositary or  
its agents for servicing the deposited  
securities

As necessary

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 expenses it incurs that are related to establishment and maintenance expenses of the ADS program. The depositary has agreed to reimburse Syngenta for its continuing annual stock exchange listing fees. 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, 2010 to December 31, 2010, Syngenta received from the depositary US\$962,252 as reimbursement of the above mentioned fees, costs and expenses.

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, 2010, 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, 2010. 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, 2010, 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.

ITEM 16 — [RESERVED]

ITEM 16A — AUDIT COMMITTEE FINANCIAL EXPERT

Syngenta's Audit Committee 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.

Table of Contents

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 Accounting, 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 2010, 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.

Table of Contents

## ITEM 16C — PRINCIPAL ACCOUNTANT FEES AND SERVICES

## Fees Paid to the Independent Registered Public Accounting Firm

The Board of Directors engaged Ernst & Young AG (“EY”) to perform an annual audit of the Company’s financial statements in 2010 and 2009. The following table presents information concerning fees paid to EY in each of those years.

(in million US\$)	2010	2009
Audit fees(1)	7.8	8.7
Audit-related fees(2)	0.3	0.9
Tax fees(3)	0.4	0.3
All other fees(4)	0.2	0.2

(1) Audit services are defined as the audit work required allowing the independent accountant 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 related services provided by auditors but which are not necessarily provided by the Group auditor. These services include audit 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 Group auditor’s tax division except those services related to the audit. It includes tax compliance, tax planning and tax advice.

(4) Other services 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 2009 and 2010 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.

## ITEM 16E — PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Month in the year ended December 31, 2010	Total Number of Shares Purchased(1)	Average Price Paid per Share (US\$)(2)	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares That May Yet Be Purchased Under the Plans
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			or Programs(3)	or Programs(3)
January	–	–	–	9,459,984
February	–	–	–	9,459,984
March	–	–	–	9,459,984
April (21 Apr – 30 Apr)	47,000	250.23	47,000	9,412,984
May (3 May – 31 May)	231,800	244.39	231,800	9,181,184
June (1 Jun – 23 Jun) (1)	109,900	229.06	9,900	9,171,284
July (23 Jul – 30 Jul) (1)	455,000	210.87	190,000	8,981,284
August (2 Aug – 31 Aug) (1)	231,000	229.46	166,000	8,815,284
September (1 Sep – 15 Sep)	77,000	243.31	77,000	8,738,284
October (18 Oct – 29 Oct)	29,800	282.97	29,800	8,708,484
November (1 Nov – 30 Nov)	85,450	284.13	85,450	8,623,034
December	–	–	–	8,623,034
Total	1,266,950	232.04(4)	836,950	8,623,034



Table of Contents

- (1) 430,000 shares were purchased in 2010 in the open market to meet the future requirements of share-based payment plans.
- (2) Amounts shown reflect the conversion of the applicable CHF amount 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. During 2009, there were no repurchases under the approved program. The repurchases commenced on 21 April 2010
- (4) Reflects the weighted-average price paid per share (US\$) during 2010.

Item 16F — CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable

ITEM 16G — CORPORATE GOVERNANCE

Syngenta's Corporate Governance is aligned with international standards and practice. The Company complies with the "Swiss Code of Best Practice for Corporate Governance" and meets the Corporate Governance rules of the New York Stock Exchange (NYSE), as applicable for foreign companies. Syngenta is in compliance with the applicable requirements of the US Sarbanes Oxley Act of 2002, including the certification of Syngenta's Annual Report on Form 20-F by the CEO and the CFO and the Auditor's Report on Internal Control over Financial Reporting.

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.

NYSE Corporate Governance Standards (Rules)	Practice at Syngenta
<p>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.</p>	<p>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.</p> <p>The review and enhancement of Corporate Governance Standards within Syngenta is in the responsibility of the full Board of Directors.</p>

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 not approved by shareholders but by the Board of Directors.

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 8, 2011, are filed as part of this annual report:

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	<u>F-1</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>F-2</u>
<u>Consolidated Income Statement</u>	<u>F-3</u>
<u>Consolidated Statement of Comprehensive Income</u>	<u>F-4</u>
<u>Consolidated Balance Sheet</u>	<u>F-5</u>
<u>Consolidated Cash Flow Statement</u>	<u>F-6</u>
<u>Consolidated Statement of Changes in Equity</u>	<u>F-7</u>
<u>Notes to the Syngenta Group Consolidated Financial Statements</u>	<u>F-9</u>

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 (Satzung) 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*
4.1	Indemnity Matters Agreement dated September 12, 2000 between AstraZeneca PLC and Syngenta AG***
4.2	Indemnity Matters Agreement dated September 12, 2000 between Novartis AG and Syngenta AG***
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.***
4.7	Tax Deed dated September 12, 2000 between Novartis AG and Syngenta AG***
4.8	Tax Deed dated September 12, 2000 between AstraZeneca PLC and Syngenta AG***
4.9	Assignment of Intellectual Property Rights Excluding Rights in Software dated January 4, 2000 between Zeneca Limited and AstraZeneca UK Limited***
4.10	Assignment of Intellectual Property Rights in Software dated January 4, 2000 between Zeneca Limited and AstraZeneca UK Limited***
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)***
4.17	Confidentiality and Supply of Information Agreement dated September 12, 2000 among Novartis AG, AstraZeneca PLC and Syngenta AG***
4.18	Master Sharing Agreement dated September 12, 2000 between Novartis AG and Syngenta AG***
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\*\*\*\*
- 4.21 Option Agreement dated November 10, 2000 among Syngenta AG, Novartis Holding AG, Novartis Research Foundation, Novartis Employee Participation Foundation, Credit Suisse First Boston (Europe) Limited, UBS AG, acting through its business group UBS Warburg, and the other Managers named therein\*\*\*\*\*
- 4.22 Syngenta AG Executive Stock Option Plan - 10\*\*\*\*\*
- 4.23 Syngenta Deferred Share Plan (Share Awards)\*\*\*\*\*

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\* 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).

\*\*\*\* Exhibit incorporated by reference to Annual Report on Form 20-F filed March 7, 2007 (File No. 001-15152).

\*\*\*\*\* Exhibit incorporated by reference to Amendment No. 3 to the Registration Statement on Form F-1 filed November 8, 2000 (File No. 333-12640).

\*\*\*\*\* Exhibit incorporated by reference to Registration Statement on Form S-8 filed December 12, 2002 (File No. 333-101794).

Table of Contents

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

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‡ Exhibit incorporated by reference to Registration Statement on Form S-8 filed May 12, 2005 (File No. 333-124836).

‡‡ Exhibit incorporated by reference to Registration Statement on Form S-8 filed December 19, 2005 (File No. 333-130440).

‡‡‡ 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, 2010. 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 17, 2011

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, 2010, 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, 2010. 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, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2010 consolidated financial statements of Syngenta AG and our report dated February 8, 2011 expressed an unqualified opinion thereon.



/s/ Ernst & Young AG

Basel, Switzerland  
February 8, 2011

F-1

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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, 2010, 2009 and 2008 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, 2010. 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, 2010, 2009 and 2008, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2010, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

As discussed in Note 2 to the consolidated financial statements, the company has elected to change its method of accounting for actuarial gains and losses arising in respect of its defined benefit pension and post-retirement healthcare benefit obligations in 2010.

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, 2010, 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 8, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young AG

Basel, Switzerland  
February 8, 2011

F-2

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Table of Contents

## Syngenta Group Consolidated Financial Statements

Consolidated Income Statement  
(for the years ended December 31, 2010, 2009 and 2008)

(US\$ million, except share and per share amounts)	Notes	2010	2009	a	2008	a
Sales	4,5	11,641	10,992		11,624	
Cost of goods sold		(5,866 )	(5,572 )		(5,706 )	
Gross profit		5,775	5,420		5,918	
Marketing and distribution		(1,892 )	(1,805 )		(2,033 )	
Research and development		(1,032 )	(952 )		(964 )	
General and administrative		(899 )	(714 )		(845 )	
Restructuring and impairment	6	(159 )	(130 )		(196 )	
Operating income		1,793	1,819		1,880	
Income/(loss) from associates and joint ventures		25	(3 )		3	
Interest income	28	90	88		104	
Interest expense	28	(172 )	(163 )		(149 )	
Other financial expense		(22 )	(17 )		(16 )	
Currency gains/(losses), net	28	(37 )	(30 )		(108 )	
Financial expense, net		(141 )	(122 )		(169 )	
Income before taxes		1,677	1,694		1,714	
Income tax expense	7	(275 )	(283 )		(315 )	
Net income		1,402	1,411		1,399	
Attributable to:						
Syngenta AG shareholders	8	1,397	1,408		1,399	
Non-controlling interests		5	3		–	
Net income		1,402	1,411		1,399	
Earnings per share (US\$):						
Basic earnings per share	8	15.07	15.11		14.90	
Diluted earnings per share	8	14.99	15.01		14.77	
Weighted average number of shares:						
Basic		92,687,903	93,154,537		93,916,415	
Diluted		93,225,303	93,760,196		94,696,762	

a After effect of accounting policy change for post-employment benefits described in Note 2 below

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, 2010, 2009 and 2008)

(US\$ million)	Notes	2010	2009	a	2008	a
Net income		1,402	1,411		1,399	
Components of other comprehensive income (OCI):						
Actuarial gains/(losses) of defined benefit post-employment plans	22	50	(98)	)	(335)	)
Unrealized gains/(losses) on available-for-sale financial assets	28	4	(18)	)	9	
Unrealized gains/(losses) on derivatives designated as cash flow and net investment hedges	29	120	72		(34)	)
Currency translation effects		146	260		(415)	)
Income tax relating to OCI	7	(37)	)	66	68	
Total comprehensive income		1,685	1,693		692	
Attributable to:						
Syngenta AG shareholders		1,679	1,691		691	
Non-controlling interests		6	2		1	
Total comprehensive income		1,685	1,693		692	

a After effect of accounting policy change for post-employment benefits described in Note 2 below

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, 2010, 2009 and 2008)

(US\$ million, except share amounts)	Notes	2010	2009	a	2008	a
<b>Assets</b>						
<b>Current assets:</b>						
Cash and cash equivalents		1,967	1,552		803	
Trade receivables	9	2,554	2,506		2,311	
Other accounts receivable	9	626	558		479	
Inventories	11	3,844	3,922		3,456	
Derivative and other financial assets	28	502	156		381	
Other current assets	10	223	200		190	
<b>Total current assets</b>		<b>9,716</b>	<b>8,894</b>		<b>7,620</b>	
<b>Non-current assets:</b>						
Property, plant and equipment	12	2,964	2,738		2,188	
Intangible assets	13	3,087	3,102		3,083	
Deferred tax assets	7	824	747		621	
Derivative financial assets	28	176	248		152	
Other non-current financial assets	14	518	400		425	
<b>Total non-current assets</b>		<b>7,569</b>	<b>7,235</b>		<b>6,469</b>	
<b>Total assets</b>		<b>17,285</b>	<b>16,129</b>		<b>14,089</b>	
<b>Liabilities and equity</b>						
<b>Current liabilities:</b>						
Trade accounts payable	15	(2,590 )	(2,468 )		(2,240 )	
Current financial debt	16	(992 )	(281 )		(211 )	
Income taxes payable		(406 )	(376 )		(322 )	
Derivative financial liabilities	27, 28	(291 )	(145 )		(457 )	
Other current liabilities	17	(846 )	(827 )		(834 )	
Provisions	19	(228 )	(214 )		(245 )	
<b>Total current liabilities</b>		<b>(5,353 )</b>	<b>(4,311 )</b>		<b>(4,309 )</b>	
<b>Non-current liabilities:</b>						
Financial debt and other non-current liabilities	18, 27	(2,786 )	(3,527 )		(2,869 )	
Deferred tax liabilities	7	(813 )	(688 )		(508 )	
Provisions	19	(884 )	(1,116 )		(1,112 )	
<b>Total non-current liabilities</b>		<b>(4,483 )</b>	<b>(5,331 )</b>		<b>(4,489 )</b>	
<b>Total liabilities</b>		<b>(9,836 )</b>	<b>(9,642 )</b>		<b>(8,798 )</b>	
<b>Shareholders' equity:</b>						
Issued share capital: 2010: 94,599,849 ordinary shares (2009: 94,599,849 ordinary shares; 2008: 96,914,857 ordinary shares)	20	(6 )	(6 )		(6 )	
Retained earnings		(3,809 )	(2,820 )		(2,412 )	
Reserves		(4,113 )	(3,864 )		(3,601 )	
Treasury shares: 2010: 2,392,751 ordinary shares (2009: 1,617,901 ordinary shares; 2008: 3,953,617 ordinary shares)	20	489	217		745	
<b>Total shareholders' equity</b>		<b>(7,439 )</b>	<b>(6,473 )</b>		<b>(5,274 )</b>	
<b>Non-controlling interests</b>		<b>(10 )</b>	<b>(14 )</b>		<b>(17 )</b>	

Total equity	(7,449 )	(6,487 )	(5,291 )
Total liabilities and equity	(17,285 )	(16,129 )	(14,089 )

a After effect of accounting policy change for post-employment benefits described in Note 2 below

The accompanying notes form an integral part of the consolidated financial statements.

F-5

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Table of Contents

## Syngenta Group Consolidated Financial Statements

Consolidated Cash Flow Statement  
(for the years ended December 31, 2010, 2009 and 2008)

(US\$ million)	Notes	2010	2009	a	2008	a
Income before taxes		1,677	1,694		1,714	
Reversal of non-cash items	21	805	615		951	
Cash (paid)/received in respect of:						
Interest received		89	88		101	
Interest paid		(175)	(153)		(115)	
Other financial receipts		55	8		98	
Other financial payments		(133)	(227)		(35)	
Income taxes		(268)	(165)		(283)	
Restructuring costs	19	(38)	(79)		(140)	
Contributions to pension plans, excluding restructuring costs	19	(335)	(125)		(113)	
Other provisions	19	(95)	(81)		(108)	
Cash flow before change in net working capital		1,582	1,575		2,070	
Change in net working capital:						
Change in inventories		108	(178)		(982)	
Change in trade and other accounts receivable and other current assets		(129)	55		(291)	
Change in trade and other accounts payable		146	(33)		669	
Cash flow from operating activities		1,707	1,419		1,466	
Additions to property, plant and equipment	12	(396)	(652)		(444)	
Proceeds from disposals of property, plant and equipment		13	33		29	
Purchases of intangible assets	13	(118)	(97)		(118)	
Purchases of investments in associates and other financial assets		(12)	(22)		(70)	
Proceeds from disposals of financial assets		42	87		42	
Net cash flows from (purchases)/disposals of marketable securities		31	(41)		97	
Business acquisitions (net of cash acquired)	3	(10)	(188)		(144)	
Cash flow used for investing activities		(450)	(880)		(608)	
Increases in third party interest-bearing debt		139	926		986	
Repayments of third party interest-bearing debt		(165)	(183)		(378)	
Sales of treasury shares and options over own shares		49	46		70	
Acquisitions of non-controlling interests	3	(48)	–		–	
Purchases of treasury shares		(295)	(125)		(683)	
Distributions paid to shareholders		(524)	(494)		(452)	
Cash flow from/(used for) financing activities		(844)	170		(457)	
Net effect of currency translation on cash and cash equivalents		2	40		(101)	
Net change in cash and cash equivalents		415	749		300	
Cash and cash equivalents at the beginning of the year		1,552	803		503	
Cash and cash equivalents at the end of the year		1,967	1,552		803	

a After effect of accounting policy change for post-employment benefits described in Note 2 below

At December 31, 2010, cash equivalents totalled US\$1,471 million (2009: US\$1,089 million; 2008: US\$469 million) and consisted of bank and money market fund deposits.

The accompanying notes form an integral part of the consolidated financial statements.

F-6

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Table of Contents

## Syngenta Group Consolidated Financial Statements

Consolidated Statement of Changes in Equity  
(for the years ended December 31, 2010, 2009 and 2008)

(US\$ million)	Attributable to Syngenta AG shareholders							Total shareholders' equity	Non-controlling interests	Totaling equity
	Par value of ordinary shares	Additional paid-in capital	Treasury shares, at cost	Fair value reserves	Cumulative translation adjustment	Retained earnings				
January 1, 2008	6	3,720	(830 )	(154 )	532	2,748	6,022	19	6,041	
Accounting policy change for post-employment benefits						(411 )	(411 )		(411 )	
Reclassification of income taxes in OCI					108	(108 )	–		–	
January 1, 2008 after accounting policy change and reclassification (see Note 2)	6	3,720	(830 )	(154 )	640	2,229	5,611	19	5,630	
Net income <sup>a</sup>						1,399	1,399	–	1,399	
OCI <sup>a b</sup>				2	(470 )	(240 )	(708 )	1	(707 )	
Total comprehensive income	–	–	–	2	(470 )	1,159	691	1	692	
Share based compensation			41			79	120		120	
Dividends paid						(450 )	(450 )	(2 )	(452 )	
Share repurchases			(683 )				(683 )		(683 )	
Cancellation of treasury shares		(143 )	727		6	(590 )	–		–	
Other and income taxes on share based compensation						(15 )	(15 )	(1 )	(16 )	
December 31, 2008 <sup>a b</sup>	6	3,577	(745 )	(152 )	176	2,412	5,274	17	5,291	
Net income <sup>a</sup>						1,408	1,408	3	1,411	
OCI <sup>a b</sup>				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 <sup>a b</sup>	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

a After effect of accounting policy change for post-employment benefits described in Note 2 below

b After reclassification of income taxes in OCI described in Note 2 below

The accompanying notes form an integral part of the consolidated financial statements.

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 2008, a dividend of CHF 4.80 (US\$4.76) per share was paid in respect of 2007. In 2009, a dividend of CHF 6.00 (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.

The Board of Directors recommends a dividend payment by means of a cash distribution out of reserves arising from capital contributions of CHF 7.00 per share (equivalent to US\$7.47 per share translated at the December 31, 2010 exchange rate) subject to shareholder approval at the Annual General Meeting (AGM) on April 19, 2011.

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 which 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 which IFRSs require 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 and 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 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:

IFRS 3 (revised January 2008) and IAS 27 (revised January 2008) introduced changes to the accounting for business combinations and transactions with non-controlling shareholders. Consequential amendments to IAS 21 prohibit

reclassification of currency translation gains and losses from other comprehensive income (OCI) to profit or loss for partial disposals or capital repayments of the group's net investments in a subsidiary which do not result in Syngenta losing control of the subsidiary. These revised IFRSs apply to transactions Syngenta completes after January 1, 2010, which are disclosed in Note 3. The accounting for transactions completed in prior years is not affected.

The following IFRSs adopted in 2010 had no impact on Syngenta's consolidated financial statements, other than as noted below:

- "Improvements to IFRSs", issued April 2009. Disclosure of assets by reportable segment is now required only if that information is provided to the chief operating decision maker. As Syngenta does not provide assets by reportable segment to its chief operating decision maker, assets by reportable segment are not disclosed in the consolidated financial statements.
- Amendments to IAS 39, "Eligible Hedged Items", issued July 2008.
- IFRIC 17, "Distributions of Non-Cash Assets to Owners", issued November 2008.
- Syngenta has early adopted the amendment to IAS 1 "Presentation of Financial Statements" contained in "Improvements to IFRSs", issued May 2010 and has therefore shown net income and OCI as separate line items in the statement of changes in equity, where the equity components are presented.
- Syngenta has early adopted the amendments to IFRIC 14, "Prepayments of a Minimum Funding Requirement". This adoption had no material impact on the consolidated financial statements.

Table of Contents

2. Accounting policies continued

The following new or revised IFRSs relevant to the Syngenta Group have not yet been adopted by Syngenta:

- “Improvements to IFRSs” issued in April 2010 amends various IFRSs pursuant to the IASB’s annual improvements process. The amendments are mandatory for Syngenta with effect from January 1, 2011. Except for the amendment to IAS 1 mentioned above, Syngenta has not yet adopted these amendments, which include revised disclosure requirements for interim financial reporting and for financial instruments in annual financial statements.
- Amendments to IAS 32, “Classification of Rights Issues”, were issued in October 2009, and clarify that rights, options or warrants to acquire a fixed number of an entity’s own equity instruments for a fixed amount of any currency are equity instruments if they are offered pro rata to existing holders of the same class of equity. The amendment will be mandatory for Syngenta with effect from January 1, 2011. The effect of the amendment is that in the event of Syngenta issuing rights, options or warrants pro rata to existing shareholders, these would be accounted for as equity instruments regardless of the currency of the offer.
- IAS 24 (revised), “Related Party Disclosures”, was issued in November 2009, and clarifies that commitments to related parties should be disclosed as related party transactions. It also clarifies related party status and disclosures for subsidiaries of the reporting entity’s associates and joint ventures and for governments and government-related entities. The revised IFRS will be mandatory for Syngenta with effect from January 1, 2011. Syngenta is assessing the impact of IAS 24 (revised) on the disclosures which will be given in its 2011 consolidated financial statements.
- IFRS 9, “Financial Instruments”, was issued in November 2009 and October 2010. It contains new measurement and classification rules for financial assets. 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, 2013. Syngenta has not decided whether it will adopt IFRS 9 early due to the phased publication of the IASB’s revised financial instruments requirements. On the basis of the financial assets and liabilities it has at December 31, 2010, Syngenta does not believe that IFRS 9 will have a material impact on its consolidated financial statements.
- IFRIC 19, “Extinguishing Financial Liabilities with Equity Instruments” was issued in November 2009, and provides guidance on the accounting for debt for equity swaps. IFRIC 19 requires the equity instruments issued to be measured at their fair value at issuance or if that value cannot be reliably measured, at the fair value of the liability extinguished and requires any difference between the value assigned to the equity issued and the carrying amount of the liability extinguished to be recorded in profit or loss. IFRIC 19 will be mandatory for Syngenta effective January 1, 2011, and would impact the consolidated financial statements only if such a transaction were to occur.
- “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.

#### 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, provisions, employee benefits, 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.

#### Changes in Accounting Policies

##### Actuarial gains and losses

In these consolidated financial statements, Syngenta has recognized actuarial gains and losses of defined benefit post-employment plans in OCI in the periods in which they arose (“immediate recognition in OCI method”). Previously, Syngenta applied the corridor method of deferred recognition, under which these gains and losses were amortized over the average remaining employee service period to the extent that they exceeded 10% of the higher of the defined benefit obligation or plan assets. In the opinion of Syngenta, the immediate recognition in OCI method presents Syngenta’s post-employment defined benefit obligations in the consolidated balance sheet in a more understandable way than the corridor method because the amounts presented are closer to the underlying actuarial position of the post-employment plans. For the year ended December 31, 2010, defined benefit post-employment expense recognized within operating income was US\$84 million and actuarial gains recognized directly in retained earnings were US\$50 million. Related income tax amounts were credits of US\$25 million and charges of US\$17 million respectively excluding the effect of changes in tax rates. Had Syngenta still applied the corridor method, an additional US\$47 million of post-employment benefit expense would have been recognized within operating income, and no amounts would have been recognized directly in retained earnings. The opening balance of retained earnings at January 1, 2008, and comparative amounts for the years ended and as at December 31, 2009 and 2008, have been adjusted to reflect the new policy.

Table of Contents

## 2. Accounting policies continued

## Reclassifications of income taxes within equity

Income tax charged directly to accumulated OCI has been reclassified in the statement of changes in equity in order to present it as part of the same component of equity as the pre-tax items to which it relates. This change in presentation has no effect on total equity.

The effect of adopting the immediate recognition in OCI method described above, together with the reclassifications of income taxes within equity, on each financial statement line item is set out in the following tables:

Adjustments to the 2009 consolidated income statement and statement of comprehensive income for the year ended December 31, 2009

2009 (US\$ million, except per share amounts)	As reported	Accounting policy change	After accounting policy change
Sales	10,992	–	10,992
Cost of goods sold	(5,586 )	14	(5,572 )
Gross profit	5,406	14	5,420
Marketing and distribution	(1,812 )	7	(1,805 )
Research and development	(960 )	8	(952 )
General and administrative	(738 )	24	(714 )
Restructuring and impairment	(130 )	–	(130 )
Operating income	1,766	53	1,819
Income before taxes	1,641	53	1,694
Income tax expense	(267 )	(16 )	(283 )
Net income	1,374	37	1,411
Attributable to:			
Syngenta AG shareholders	1,371	37	1,408
Non-controlling interests	3	–	3
Net income	1,374	37	1,411
Basic earnings per share (US\$)	14.72	0.39	15.11
Diluted earnings per share (US\$)	14.62	0.39	15.01
OCI			
Actuarial losses of defined benefit post-employment plans	–	(98 )	(98 )
Currency translation effects	289	(29 )	260
Income tax relating to OCI	34	32	66
Total comprehensive income	1,751	(58 )	1,693
Attributable to:			
Syngenta AG shareholders	1,749	(58 )	1,691
Non-controlling interests	2	–	2
Total comprehensive income	1,751	(58 )	1,693



Table of Contents

## 2. Accounting policies continued

## Adjustments to the consolidated balance sheet at December 31, 2009

2009 (US\$ million)	As reported	Accounting policy change	Reclassification of income tax in OCI	After accounting policy changes
<b>Non-current assets:</b>				
Deferred tax assets	660	87	–	747
Defined benefit pension asset	679	(654 )	–	25
<b>Total non-current assets</b>	<b>7,802</b>	<b>(567 )</b>	<b>–</b>	<b>7,235</b>
<b>Total assets</b>	<b>16,696</b>	<b>(567 )</b>	<b>–</b>	<b>16,129</b>
<b>Current liabilities:</b>				
Provisions	(154 )	(60 )	–	(214 )
<b>Total current liabilities</b>	<b>(4,251 )</b>	<b>(60 )</b>	<b>–</b>	<b>(4,311 )</b>
<b>Non-current liabilities:</b>				
Deferred tax liabilities	(884 )	196	–	(688 )
Provisions	(879 )	(237 )	–	(1,116 )
<b>Total non-current liabilities</b>	<b>(5,290 )</b>	<b>(41 )</b>	<b>–</b>	<b>(5,331 )</b>
<b>Total liabilities</b>	<b>(9,541 )</b>	<b>(101 )</b>	<b>–</b>	<b>(9,642 )</b>
<b>Shareholders' equity:</b>				
Retained earnings	(3,640 )	667	153	(2,820 )
Reserves	(3,712 )	1	(153 )	(3,864 )
<b>Total shareholders' equity</b>	<b>(7,141 )</b>	<b>668</b>	<b>–</b>	<b>(6,473 )</b>
<b>Total equity</b>	<b>(7,155 )</b>	<b>668</b>	<b>–</b>	<b>(6,487 )</b>
<b>Total liabilities and equity</b>	<b>(16,696 )</b>	<b>567</b>	<b>–</b>	<b>(16,129 )</b>

## Adjustments to the consolidated cash flow statement for the year ended December 31, 2009

2009 (US\$ million)	As reported	Accounting policy change	After accounting policy change
Income before taxes	1,641	53	1,694
Reversal of non-cash items	668	(53 )	615

Table of Contents

## 2. Accounting policies continued

Adjustments to the consolidated income statement and statement of comprehensive income for the year ended December 31, 2008

2008 (US\$ million, except per share amounts)	As reported	Accounting policy change	After accounting policy change
Sales	11,624	–	11,624
Cost of goods sold	(5,713 )	7	(5,706 )
Gross profit	5,911	7	5,918
Marketing and distribution	(2,039 )	6	(2,033 )
Research and development	(969 )	5	(964 )
General and administrative	(849 )	4	(845 )
Restructuring and impairment	(196 )	–	(196 )
Operating income	1,858	22	1,880
Income before taxes	1,692	22	1,714
Income tax expense	(307 )	(8 )	(315 )
Net income	1,385	14	1,399
Attributable to:			
Syngenta AG shareholders	1,385	14	1,399
Non-controlling interests	–	–	–
Net income	1,385	14	1,399
Basic earnings per share (US\$)	14.75	0.15	14.90
Diluted earnings per share (US\$)	14.63	0.14	14.77
OCI			
Actuarial losses of defined benefit post-employment plans	–	(335 )	(335 )
Currency translation effects	(443 )	28	(415 )
Income tax relating to OCI	(26 )	94	68
Total comprehensive income	891	(199 )	692
Attributable to:			
Syngenta AG shareholders	890	(199 )	691
Non-controlling interests	1	–	1
Total comprehensive income	891	(199 )	692

Table of Contents

## 2. Accounting policies continued

## Adjustments to the consolidated balance sheet for the year ended December 31, 2008

2008 (US\$ million)	As reported	Accounting policy change	Reclassification of income tax in OCI	After accounting policy changes
<b>Non-current assets:</b>				
Deferred tax assets	514	107	–	621
Defined benefit pension asset	628	(602 )	–	26
Total non-current assets	6,964	(495 )	–	6,469
Total assets	14,584	(495 )	–	14,089
<b>Current liabilities:</b>				
Provisions	(170 )	(75 )	–	(245 )
Total current liabilities	(4,234 )	(75 )	–	(4,309 )
<b>Non-current liabilities:</b>				
Deferred tax liabilities	(659 )	151	–	(508 )
Provisions	(921 )	(191 )	–	(1,112 )
Total non-current liabilities	(4,449 )	(40 )	–	(4,489 )
Total liabilities	(8,683 )	(115 )	–	(8,798 )
<b>Shareholders' equity:</b>				
Retained earnings	(3,165 )	638	115	(2,412 )
Reserves	(3,458 )	(28 )	(115 )	(3,601 )
Total shareholders' equity	(5,884 )	610	–	(5,274 )
Total equity	(5,901 )	610	–	(5,291 )
Total liabilities and equity	(14,584 )	495	–	(14,089 )

## Adjustments to the consolidated cash flow statement for the year ended December 31, 2008

2008 (US\$ million)	As reported	Accounting policy change	After accounting policy change
Income before taxes	1,692	22	1,714
Reversal of non-cash items	973	(22 )	951

## Principles of consolidation

## Subsidiaries

Subsidiaries are those entities in which Syngenta has an interest of more than one half 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% and 50% 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.

Table of Contents

2. Accounting policies continued

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 exceeds the fair value of the acquiree's net assets, the excess is recognized as goodwill. If the fair value of Syngenta's proportionate share 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.

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).

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.

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 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 to 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.

Table of Contents

2. Accounting policies continued

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 product 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.

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 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 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 effects of completing and integrating significant business combinations and divestments. Restructuring and impairment includes impairment costs associated with major restructuring and also 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.



Table of Contents

2. Accounting policies continued

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 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.

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.

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.

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.

Table of Contents

2. Accounting policies continued

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.

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.

Table of Contents

## 2. Accounting policies continued

## 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. Depreciation is charged on a straight-line basis to the income statement, over the following estimated useful lives:

Buildings	20 to 40 years
Machinery and equipment	10 to 20 years
Furniture and vehicles	5 to 10 years
Computer hardware	3 to 7 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.

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.

Table of Contents

2. Accounting policies continued

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.

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.



Table of Contents

2. Accounting policies continued

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 and 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.

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.

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.

Table of Contents

2. Accounting policies continued

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 CGU's 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\$549 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 licence agreements are more geographically restrictive.

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 available to it after liabilities are gradually settled over time. The surplus in its US plan is supported by the economic benefit of future contribution savings. Syngenta cannot derive economic benefit from its main Swiss pension surplus because there is no refund right and the required future service contributions exceed future service cost. Syngenta has restricted the asset carrying amount accordingly.

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. Gains of US\$40 million and US\$66 million were reclassified for 2009 and 2008 respectively. 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.

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 CGU's 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 CGU's generally either reflect the global nature of its Crop Protection and Seeds businesses or are located in low risk countries, it is also generally not considered necessary to apply a country risk premium. The pre-tax discount rates used were 7.0% to 8.5% except for one CGU that has been discounted at 14.8% (2009: 7.5% to 10%). The outcomes of the impairment tests were 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 was significant except as described below.

Table of Contents

## 2. Accounting policies continued

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% long-term growth rate. Management believes, based on recent growth in agricultural markets, that there are long-term prospects for continued growth. US\$703 million of goodwill is tested at the Crop Protection total segment level (2009: US\$702 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 CGU's 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\$15 million and US\$17 million were recorded because of restructuring in 2010 and 2009 respectively.

In Crop Protection in 2009, one CGU which contains 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. In 2010, forecast future cash flows for this CGU have declined because of competitive price reductions in response to depressed market conditions, combined with increased distribution costs. This caused a US\$4 million impairment loss to be recognized. Syngenta believes that the market sector in which this CGU operates will continue to grow faster than the Crop Protection market as a whole. The recoverable amount has been calculated assuming an 8.4% discount rate, a 5% compound annual sales growth rate (CAGR) over the five year horizon and a 3% long-term annual growth rate thereafter.

The sensitivity of the recoverable amount to these assumptions, expressed as additional impairment losses, is as follows:

1% increase in post tax discount rate	US\$34 million
Long-term growth rate reduced to 2%	US\$23 million
Both the above changes together	US\$47 million

Another Crop Protection CGU, which had a carrying amount at December 31, 2010 of US\$22 million, would have a recoverable amount equal to US\$22 million if sales prices declined by 7% and operating expenses increased by 5% of sales compared to Syngenta's five year forecast.

Goodwill of US\$315 million has been allocated to the Seeds NAFTA Corn and Soybean CGU. The value in use of the CGU has been calculated based on 15 year cash flow forecasts in order to reflect the economic benefits of the full commercialization of new products. Over that period 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% long-term annual growth rate has been assumed after the end of this period. At the 7.0% (2009: 8.1%) 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, 2010, trade accounts payable includes US\$982 million (2009: US\$1,130 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\$269 million (2009: US\$206 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.

Table of Contents

2. Accounting policies continued

- 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, 2010 amounted to US\$260 million, or 9% (2009: US\$351 million or 12%) of total trade receivables. Syngenta's strong collection performance over the last ten years now represents a sufficient basis for estimating future write-offs, leading to a reduction in the provision. In 2010 a US\$43 million credit (2009: US\$12 million charge) of bad debt expense was recorded in profit or loss.

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.

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\$26 million at December 31, 2010 (2009: US\$50 million). The movements in environmental provisions are set out in Note 19 below.

In 2010, the total additional charge to environmental provisions was US\$37 million (2009: US\$14 million and 2008: US\$34 million). US\$30 million (2009: US\$20 million and 2008: US\$11 million) of unutilized provisions were

released, including US\$nil (2009: US\$5 million and 2008: US\$nil) on settlement of litigation related to a closed site and US\$nil (2009: US\$11 million and 2008: US\$2 million) because expenditures at one site were met directly by a joint venture. In 2010, the most significant changes were caused by clarification from the regulator of the remedial work it requires at one site and a reduction in Syngenta's share of the total estimated costs at another site. Recent 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, 2010, for these shared sites comprise approximately 20% of total environmental provisions of US\$394 million (2009: US\$405 million and 2008: US\$440 million). The top ten exposures at the end of 2010 which cover sites in the USA, Switzerland and the UK where most of Syngenta's significant exposures are located, comprise approximately 80% 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 50% of the total environmental provision recognized at December 31, 2010.

At Syngenta's Monthey, Switzerland, production site, planning has commenced for the activities needed to remediate groundwater and soil contamination that exists under and around the site, including control and monitoring activities. The responsibility for these activities lies with Syngenta and one other chemical enterprise. In management's opinion, based on the current plans, Syngenta's environmental provisions are adequate to cover Syngenta's share of the expected costs to perform this remediation.



Table of Contents

## 2. Accounting policies continued

## Defined benefit post-employment benefits

Key assumptions required to measure post-employment benefit expense for a period and the benefit obligation at the period end for defined benefit plans are:

- Selection of the discount rate
- Probable long-term rate of increase in pensionable pay
- Probable average future service lives of employees
- Probable life expectancy of employees
- Expected future rates of return on the investments in funded pension plans.

Significant judgment is used by management when selecting these key assumptions. 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, at December 31, 2010. 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)	
	Increase/(reduction)in December 31, in 2011 pre-tax pension expense	2010 projected benefit obligation
25 basis point decrease in discount rate	3	184
25 basis point increase in discount rate	(2 )	(181 )
25 basis point decrease in expected return on assets	12	–
25 basis point increase in expected return on assets	(12 )	–

During 2010, Syngenta's benefit obligation in accordance with IAS 19 increased because corporate bond yields fell in the countries in which its principal pension plans are located. This was offset by strong investment performance in Syngenta's funded plans as financial markets continued their recovery from the 2008 crisis. In 2010, Syngenta also decided to accelerate already planned contributions to its UK, Swiss and US pension plans through special contribution payments totalling US\$200 million. In the UK, this represents accelerated payment of part of the deficit recovery contributions agreed with the plan Trustee following the March 2009 statutory valuation. In Switzerland and the USA, it represents advance payment of Syngenta's contributions for future employee service in 2011 and 2012. These factors resulted in a funded position greater than 100% in all three plans at December 31, 2010 (2009: UK 89%, Switzerland 102%, USA 102%; 2008: UK 100%, Switzerland 88%, USA 97%).

To select the discount rate, Syngenta uses yields in 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 (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 (UK and Switzerland). In 2010 and 2009, it was not necessary to adjust any indices to remove bonds which were no longer considered to be of high quality. In 2008, the UK discount rate was adjusted by 25 basis points to remove the impact of such bonds, reflecting the financial crisis.

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 UK government announced in 2010 that future statutory pension increases would be based on a consumer price index (CPI) instead of the retail price index (RPI) previously used. 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. 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, 2010, the long-term rate of RPI is assumed to be 3.5% (2009: 3.5%), CPI is assumed to be 50 basis points below RPI.

Actual returns for the UK, Swiss and US pension plan assets were above the expected long-term return assumptions used to calculate 2010 and 2009 pension expense. 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's mortality assumptions are set after considering the most recent statistics practicable, and whether any trends apparent from these statistics are likely to continue into the future. In 2010, Syngenta's mortality assumptions for its UK, Swiss and US plans were determined on a consistent basis with those in 2009.

Table of Contents

## 2. Accounting policies continued

For the UK and US plans, Syngenta uses generational mortality tables. These assume that the recent trend of increasing longevity will continue into the future, so that the pension which will become payable to younger members upon their retirement will be paid for longer than older members' pensions. In Switzerland, generational tables were published for the first time in December 2010, and will be considered by Syngenta for its IAS 19 valuation at the end of 2011. In 2009, Syngenta updated the mortality assumptions for its UK pension liabilities. This update did not cause a significant change in the amount of the benefit obligation. A one year increase in UK pension fund members' assumed life expectancy would increase the benefit obligation by US\$60 million (2.6%). As new evidence becomes available in the future, further adjustments to the benefit obligation may be required. No significant changes to mortality assumptions were made in 2010 compared to those used in 2009.

Certain of Syngenta's pension plans, including its US plan, give members lump sum or annuity benefit payment options. Syngenta has valued 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. A one year increase in US pension fund members' life expectancy together with a corresponding change to the US Internal Revenue Service (IRS) Mortality table used to determine lump sums would increase the benefit obligation by US\$12 million (2.2%).

## Deferred tax assets

At December 31, 2010, Syngenta's deferred tax assets were US\$824 million (2009: US\$747a million). Included in this balance are deferred tax assets for unused tax losses of US\$46 million (2009: US\$42 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, 2010, 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.

The principal jurisdictions where deferred tax assets have not been recognized are Brazil, Argentina, Ukraine and Russia. For Argentina, Ukraine and Russia, no net deferred tax assets have been recognized at December 31, 2010 (2009: Argentina US\$20 million; Ukraine and Russia: US\$nil). In Brazil, at December 31, 2010 the carrying amount of deferred tax assets recognized in the consolidated balance sheet was US\$84 million (2009: US\$20 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 three years following the balance sheet date. In 2009, only the forecast profits in the year immediately following the balance sheet date were taken into account. The longer forecast profit horizon used for the December 31, 2010 estimate results from the continued generation of actual taxable profits by this subsidiary. In the longer term, the likely introduction of a revised transfer pricing model, and additional forecast capital investment in the sugar cane business create uncertainty. In the opinion of Syngenta, continued taxable profits in this entity after more than three years are not sufficiently probable for a further increase in the deferred tax asset to be recognized.

#### 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 and charges for 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, 2010, Syngenta's balance sheet included assets of US\$70 million (2009: US\$80 million) included within Other accounts receivable, and liabilities of US\$406 million (2009: US\$376 million) shown separately on the face of the balance sheet, for current income taxes. These liabilities include US\$225 million in respect of the uncertain tax positions described above (2009: US\$222 million). During 2008, as further disclosed in Note 7, Syngenta reached agreement with the tax authorities in several countries with regard to tax positions which had been open over a number of years and were considered to be uncertain. Syngenta consequently released provisions recorded in prior years where those provisions exceeded the amount of the liability determined in accordance with the agreements. These provision releases represent the major part of the US\$154 million amount for 2008 disclosed in Note 7 as adjustments to current income tax expense for prior periods. The liability for uncertain income tax positions which Syngenta expects to be resolved in 2011 is less than 10% of total recognized current income tax liabilities.

a                                      after effect of accounting policy change for post-employment benefits

Table of Contents

## 3. Acquisitions, divestments and other significant transactions

The following significant transactions occurred during 2010, 2009 and 2008.

## Acquisitions for the year ended December 31, 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.

On September 30, 2010, Syngenta acquired 100% 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. Because of the timing of the acquisition, Syngenta is still finalizing the initial accounting in respect of fair values of inventories and intangible assets, and of income taxes. Syngenta expects to claim a tax deduction for amortization of goodwill, the amount being subject to finalization. The primary reason for the acquisition was to consolidate Syngenta's position in the European sugar beet market.

On November 8, 2010, pursuant to legal agreements signed on that date, Syngenta acquired the 50% equity interest in Greenleaf Genetics LLC ("Greenleaf") 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. US\$16 million of assets related to these licenses have been included in the fair value of the consideration for the acquisition.

Syngenta's existing 50% equity interest in Greenleaf has been provisionally valued at US\$39 million at November 8, 2010, resulting in a US\$19 million net gain from remeasuring this to fair value, terminating existing licence rights and re-acquiring rights Syngenta had licensed exclusively to the joint venture. This gain is presented in Restructuring and impairment. 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. Because of the timing of the transaction, initial accounting in respect of fair values of Greenleaf's net assets, which are principally intangible assets, is still provisional at December 31, 2010. Syngenta expects to claim a tax deduction for the 50% share of the assets, including goodwill, which it has acquired.

The assets, liabilities and acquisition-date fair value of consideration provisionally recognized for these 2010 business combinations at December 31, 2010 were as follows:

(US\$ million)	Fair values
Cash and cash equivalents	51
Trade receivables and other current assets	41
Inventories	17
Property, plant and equipment	11
Intangible assets	42
Deferred tax and other liabilities	(45 )
Net assets acquired	117
Fair value of consideration	89
Fair value of interest already held by Syngenta	39
Unallocated purchase price	11

Fair value of consideration comprises US\$68 million cash paid, US\$16 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:

Asset purchases	7
Share purchases	61
Total 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 in the various acquisition agreements in 2004.

Table of Contents

## 3. Acquisitions, divestments and other significant transactions continued

## Acquisitions for the year ended December 31, 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 has been recognized after taking into account measurement period adjustments of US\$37 million, mainly related to acquired inventories for which information as of the acquisition date became available to Syngenta too late to be taken into account in the 2009 consolidated financial statements. These adjustments do not affect the reported 2009 consolidated income statement and in the opinion of Syngenta, are not material to the 2009 consolidated balance sheet which has consequently not been retrospectively adjusted. 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. Syngenta has agreed to divest certain assets, the carrying amount of which is not material, in connection with the European Commission's approval of this acquisition.

During 2009, Syngenta also acquired: the 32% remaining minority equity interest in Koipesol Semillas S.A.; 100% of the shares of Circle One Global Inc., a US-based biological crop protection technology business; the remaining 50% 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% equity interest; and 100% 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.

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 Fair values
	Carrying amount	Fair value adjustments	Carrying amount	Fair value adjustments	
Trade receivables and other current assets	4	–	5	–	9
Inventories	41	(24 )	5	8	30
Property, plant and equipment	4	(1 )	3	1	7
Intangible assets	–	69	–	24	93
Deferred tax and other liabilities	–	(1 )	(6 )	(11 )	(18 )
Net assets acquired	49	43	7	22	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:

Direct acquisition costs	3
Asset purchases	150

Share purchases	38
Total cash paid	191
Net cash acquired	(3 )
Net cash outflow	188

Acquisitions for the year ended December 31, 2008

On November 10, 2008, Syngenta purchased 100% of SPS Argentina S.A. (SPS), a company primarily specialized in the development, production and marketing of soybean, corn and sunflower. On November 19, 2008, Syngenta acquired 100% of Goldsmith Seeds, Inc. (Goldsmith). Goldsmith breeds, produces and sells a broad range of pot and bedding products, including major crops such as cyclamen, impatiens and petunia. On December 12, 2008, Syngenta acquired the pot and garden chrysanthemum and aster business of US flowers producer Yoder Brothers Inc. (Yoder). Chrysanthemums are one of the top five selling pot and garden flowers in the global industry. On these three acquisitions, direct acquisition costs incurred were US\$5 million, goodwill was US\$13 million, cash paid, net of cash acquired with these businesses, was US\$134 million, and total purchase price was US\$139 million. The most important factor contributing to the recognition of goodwill on these acquisitions were the cost and revenue synergies anticipated from integrating the operations and net assets of the acquired businesses with Syngenta's existing operations.



Table of Contents

## 3. Acquisitions, divestments and other significant transactions continued

Following a public offer to minority shareholders of Syngenta India Limited (SIL) made in 2007, Syngenta acquired a further 1.3% of SIL's share capital in January 2008. The total shareholding of Syngenta in SIL increased to 96.3%.

The assets and liabilities recognized in these 2008 business combinations and acquisitions of minority interest were as follows:

(US\$ million)	Carrying amount	Fair value adjustments	Fair values
Trade receivables	19	–	19
Inventories	25	28	53
Property, plant and equipment	15	23	38
Intangible assets	–	62	62
Trade accounts payable	(14 )	–	(14 )
Deferred tax liabilities	(2 )	(30 )	(32 )
Other	3	(5 )	(2 )
Net assets acquired	46	78	124
Minority interest acquired	2	–	2
Syngenta AG shareholders' interest	48	78	126
Purchase price			139
Goodwill			13

Cash flow from these 2008 acquisitions was as follows:

(US\$ million)	
Cash paid:	
Direct acquisition costs	5
Asset purchases	37
Share purchases	97
Total cash paid	139
Net cash acquired	(5 )
Net cash outflow	134

On April 3, 2008, Syngenta acquired a 49% share in the Chinese company Sanbei Seeds Co. Ltd., which specializes in the production and sale of high-quality, high-yielding corn seeds. The purchase price was US\$36 million.

## 4. Segmental breakdown of key figures for the years ended December 31, 2010, 2009 and 2008

Syngenta is 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 which may meet the criteria to be reported as separate segments in the future. 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 manages its three segments separately because their current or future 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.

Table of Contents

## 4. Segmental breakdown of key figures for the years ended December 31, 2010, 2009 and 2008 continued

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.

2010 (US\$ million)	Crop		Business		Total
	Protection	Seeds	Development	Elimination	
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	(134 )	(40 )	11	–	(163 )
Gains/(losses) on hedges reported in operating income	18	5	–	–	23

## 1 Intersegment elimination

Segment operating income/(loss) reconciles to consolidated profit before tax as follows:

(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

Table of Contents

## 4. Segmental breakdown of key figures for the years ended December 31, 2010, 2009 and 2008 continued

2009a (US\$ million)	Crop Protection	Seeds	Business Development	Elimination <sup>1</sup>	Total
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 )
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	(112 )	27	1	–	(84 )
Gains/(losses) on hedges reported in operating income	111	(30 )	–	–	81

1 Intersegment elimination

Segment operating income/(loss) reconciles to consolidated profit before tax as follows:

(US\$ million)

Segment operating income after inter-segment elimination <sup>a</sup>	1,819
Loss from associates and joint ventures	(3 )
Financial expense, net	(122 )
Income before taxes	1,694

a After effect of accounting policy change for post-employment benefits described in Note 2

Table of Contents

## 4. Segmental breakdown of key figures for the years ended December 31, 2010, 2009 and 2008 continued

2008a (US\$ million)	Crop		Business		Total
	Protection	Seeds	Development	Elimination <sup>1</sup>	
Product sales – to third parties	9,151	2,337	10	–	11,498
Royalty income – from third parties	7	105	14	–	126
Product sales – other segments	73	–	–	(73)	–
Total segment sales	9,231	2,442	24	(73)	11,624
Cost of goods sold	(4,420)	(1,329)	(18)	61	(5,706)
Gross profit	4,811	1,113	6	(12)	5,918
Marketing and distribution	(1,470)	(553)	(10)	–	(2,033)
Research and development	(553)	(341)	(70)	–	(964)
General and administrative	(653)	(171)	(21)	–	(845)
Restructuring and impairment	(83)	(76)	(37)	–	(196)
Operating income/(loss) – continuing operations	2,052	(28)	(132)	(12)	1,880
Included in the above operating income from continuing operations are:					
Personnel costs	(1,499)	(638)	(20)	–	(2,157)
Depreciation of property, plant and equipment	(185)	(54)	(3)	–	(242)
Amortization of intangible assets	(149)	(27)	(5)	–	(181)
Impairment of property, plant and equipment and intangible assets	(32)	(3)	–	–	(35)
Impairment of financial assets	–	–	(41)	–	(41)
Other non-cash items including charges in respect of provisions	(133)	(55)	1	–	(187)
Gains/(losses) on hedges reported in operating income	(114)	15	–	–	(99)

1 Intersegment elimination

Segment operating income/(loss) reconciles to consolidated profit before tax as follows:

(US\$ million)

Segment operating income after inter-segment elimination <sup>a</sup>	1,880
Income from associates and joint ventures	3
Finance expense, net	(169)
Income before taxes	1,714

a After effect of accounting policy change for post-employment benefits described in Note 2

Table of Contents

## 4. Segmental breakdown of key figures for the years ended December 31, 2010, 2009 and 2008 continued

Summarized additional information on the nature of expenses for the years ended December 31, 2010, 2009 and 2008 is as follows:

(US\$ million)	2010	2009	a	2008	a
Salaries, short-term employee benefits and other personnel expense	2,130	1,996		2,013	
Pension and other post-employment benefit expense	109	116		95	
Share based payment expense	66	64		49	
Total personnel costs	2,305	2,176		2,157	
Depreciation of property, plant and equipment	273	243		242	
Impairment of property, plant and equipment	5	6		17	
Amortization of intangible assets	235	218		181	
Impairment of intangible assets	15	11		18	

a After effect of accounting policy change for post-employment benefits described in Note 2

## 5. Regional breakdown of key figures for the years ended December 31, 2010, 2009 and 2008

2010 (US\$ million)	NAFTA	Europe & AME	Latin America	Asia Pacific	Total
Sales <sup>1</sup>	3,597	3,672	2,567	1,805	11,641
Total non-current assets <sup>3</sup>	1,712	3,874	325	511	6,422

2009 (US\$ million)	NAFTA	Europe & AME	Latin America	Asia Pacific	Total
Sales <sup>1</sup>	3,726	3,581	2,134	1,551	10,992
Total non-current assets <sup>3</sup>	1,758	3,745	255	457	6,215

2008 (US\$ million)	NAFTA	Europe & AME	Latin America	Asia Pacific	Total
Sales <sup>1</sup>	3,633	4,290	2,245	1,456	11,624
Total non-current assets <sup>3</sup>	1,716	3,397	151	406	5,670

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

Table of Contents

## 5. Regional breakdown of key figures for the years ended December 31, 2010, 2009 and 2008 continued

The following countries individually accounted for more than 5% of one or more of the respective Syngenta totals for the years ended December 31, 2010, 2009 and 2008 or at December 31, 2010, 2009 and 2008.

(US\$ million, except %)

Country	Sales <sup>1</sup>						Total non-current assets <sup>2</sup>					
	2010	%	2009	%	2008	%	2010	%	2009	%	2008	%
Brazil	1,778	15	1,551	14	1,537	13	223	4	187	3	91	2
France	585	5	666	6	691	6	144	2	145	2	133	2
Germany	484	4	492	4	636	5	23	–	26	–	22	–
Switzerland	100	1	66	1	96	1	2,902	45	2,753	44	2,580	46
UK	189	2	183	2	260	2	503	8	514	8	376	7
USA	2,802	24	2,993	27	2,905	25	1,622	25	1,658	27	1,638	29
Others	5,703	49	5,041	46	5,499	48	1,005	16	932	16	830	14
Total	11,641	100	10,992	100	11,624	100	6,422	100	6,215	100	5,670	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% or more of Syngenta's total sales.

## 6. Restructuring and impairment

Restructuring and impairment for the years ended December 31, 2010, 2009 and 2008 consists of the following:

(US\$ million)	2010	2009	2008
Cash costs			
Operational efficiency programs:			
Charged to provisions	48	22	42
Expensed as incurred	53	76	37
Integration and acquisition costs:			
Charged to provisions	–	3	40
Expensed as incurred	19	25	6
Other restructuring programs:			
Charged to provisions	3	–	–
Expensed as incurred	11	–	–
Non-cash restructuring and impairment costs	63	49	82
Divestment and other non-cash restructuring gains	(19 )	(26 )	(2 )
Total restructuring and impairment <sup>1</sup>	178	149	205

1 US\$18 million (2009: US\$17 million; 2008: US\$9 million) is included within cost of goods sold and US\$1 million (2009: US\$2 million; 2008: US\$ nil) is included within income/(loss) from associates and joint ventures





Table of Contents

6. Restructuring and impairment continued

2010

During 2010, charges 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. Integration and acquisition 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, Pybas and Synergene.

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

Non-cash restructuring costs include US\$18 million of reversal of inventory step-up relating to the acquisitions of Goldsmith in the US and Europe, the Monsanto sunflower business and the Pybas and Synergene lettuce companies, as well as US\$3 million of other costs. Impairment costs include US\$12 million of impairment of a site disposal receivable due to a decrease in expected proceeds from redevelopment, US\$10 million for the impairment of a Crop Protection supply agreement, US\$9 million of impairments of available-for-sale financial assets, US\$4 million of impairment in the Professional Products market of the Crop Protection business, US\$4 million of impairment of a site in the UK and other small impairments totaling US\$3 million.

Divestment gains of US\$19 million were recognized on derecognition of the investment in the Greenleaf joint venture. As described in Note 3, Syngenta acquired the remaining 50% equity interest in Greenleaf during 2010.

2009

Operational efficiency cash costs of US\$98 million included US\$15 million for site closure costs in NAFTA, 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.

Integration and acquisition costs of US\$28 million 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 restructuring and impairment costs included US\$17 million of reversal of inventory step-up related mainly to the Goldsmith acquisition, US\$16 million of available-for-sale financial asset impairments and US\$16 million of fixed asset write-offs. Divestment and other non-cash restructuring gains included US\$9 million related to the sale of an available-for-sale financial asset, US\$10 million from the recognition of a reimbursement receivable for a product right impairment and US\$7 million of negative goodwill realized on the Goldsmith acquisition.

2008

During 2008, restructuring charges of US\$19 million were incurred by Crop Protection under the Operational Efficiency program announced in February 2007, including US\$7 million for the restructuring of the segment's product development function. Seeds incurred charges under the program of US\$11 million, including US\$6 million for the continued restructuring of the NAFTA Corn & Soybean marketing and sales organizations. Costs expensed as incurred under the program related to Crop Protection and Seeds and consisted mainly of US\$13 million for headquarter and information systems restructuring charges and US\$24 million for standardization and consolidation of back office operations.

Seeds integration costs of US\$46 million related mainly to the integration and synergy program of the Fischer group, which was acquired in 2007, including severance and redundancy charges of approximately US\$32 million.

Non-cash restructuring and impairment costs included US\$17 million of accelerated depreciation and property, plant and equipment write-offs from site closures and rationalizations. An additional US\$17 million of impairments of intangible assets was due to accelerated amortization of a lease related to a Crop Protection development site, now closed. A further US\$37 million related to impairments of available-for-sale financial assets mainly from a significant decline in the share price of Verenum (previously Diversa) Corporation. US\$9 million reversal of inventory step-up included within non-cash restructuring and impairment costs related largely to the Zeraim Gedera acquisition.

Table of Contents

## 7. Income taxes

Income before taxes from continuing operations for the years ended December 31, 2010, 2009 and 2008 consists of the following:

(US\$ million)	2010	2009	a	2008	a
Switzerland	587	1,113		900	
Foreign	1,090	581		814	
Total income before taxes and non-controlling interests	1,677	1,694		1,714	

Income tax (expense)/benefit on income from continuing operations for the years ended December 31, 2010, 2009 and 2008 consists of the following:

(US\$ million)	2010	2009	a	2008	a
Current income tax (expense)					
Switzerland	(87 )	(32 )		(148 )	
Foreign	(200 )	(160 )		(113 )	
Total current income tax (expense)	(287 )	(192 )		(261 )	
Deferred income tax (expense)/benefit					
Switzerland	(38 )	(173 )		(32 )	
Foreign	50	82		(22 )	
Total deferred income tax (expense)/benefit	12	(91 )		(54 )	
Total income tax (expense)					
Switzerland	(125 )	(205 )		(180 )	
Foreign	(150 )	(78 )		(135 )	
Total income tax (expense)	(275 )	(283 )		(315 )	

The components of current income tax (expense) on income from continuing operations for the years ended December 31, 2010, 2009 and 2008 are:

(US\$ million)	2010	2009	2008
Current tax (expense) relating to current years	(275 )	(209 )	(417 )
Adjustments to current tax for prior periods	(19 )	3	154
Benefit of previously unrecognized tax losses	7	14	2
Total current income tax (expense)	(287 )	(192 )	(261 )

a After effect of accounting policy change for post-employment benefits described in Note 2

Table of Contents

## 7. Income taxes continued

Adjustments to current tax for prior periods in 2008 relates to the conclusion with outcomes more favorable than anticipated of several taxation audits and Advance Pricing Agreements (APAs) with tax authorities during the year. Approximately US\$124 million relate to tax audits completed and liabilities extinguished by expiration of the statute of limitations in 2008, covering years from 2002 to 2006.

The components of deferred income tax (expense)/benefit on income from continuing operations for the years ended December 31, 2010, 2009 and 2008 are:

(US\$ million)	2010	2009	a	2008	a
Origination and reversal of temporary differences	(67 )	(137 )		(53 )	
Changes in tax rates or legislation	20	2		(1 )	
Benefit of previously unrecognized deferred tax assets	88	44		–	
Non recognition of deferred tax assets	(29 )	–		–	
Total deferred income tax (expense)/benefit	12	(91 )		(54 )	

Income tax relating to OCI for the years ended December 31, 2010, 2009 and 2008 is as follows:

(US\$ million)	2010			2009a b			2008a b		
	Pre-tax	Tax	Post-tax	Pre-tax	Tax	Post-tax	Pre-tax	Tax	Post-tax
Actuarial gains/(losses)	50	(17 )	33	(98 )	32	(66 )	(335 )	95	(240 )
Available-for-sale financial assets	4	(1 )	3	(18 )	1	(17 )	9	(1 )	8
Cash flow and net investment hedges	120	(46 )	74	72	(16 )	56	(34 )	28	(6 )
Foreign currency translation effects	146	27	173	260	49	309	(415 )	(54 )	(469 )
Total	320	(37 )	283	216	66	282	(775 )	68	(707 )

The following tax was (charged)/credited to shareholders' equity for the years ended December 31, 2010, 2009 and 2008:

(US\$ million)	2010	2009	2008
Current tax 1		– 6	20
Deferred tax 1	(1 )	10	(39 )
Total income tax (charged)/credited to equity	(1 )	16	(19 )

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. Syngenta's statutory rate consists of the domestic Swiss tax rate, which decreased from 2008 to 2009 due to changes in tax rates in certain Swiss cantons. Syngenta applies the domestic Swiss tax rate as it is more meaningful than using the weighted average tax rate.

The main elements contributing to the difference between Syngenta's applicable statutory tax rate and the effective tax rate on income from continuing operations for the years ended December 31, 2010, 2009 and 2008 are:

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	2010	2009	a	2008	a
	%	%		%	
Statutory tax rate	23	23		25	
Effect of income taxed at different rates	(3 )	(4 )		(5 )	
Tax on share based payments	1	1		2	
Effect of other disallowed expenditures and income not subject to tax	(1 )	(3 )		(2 )	
Effect of changes in tax rates and laws on previously recognized deferred tax assets	(1 )	–		–	
Effect of recognition of previously unrecognized deferred tax assets on tax losses	(1 )	(3 )		–	
Effect of recognition of previously unrecognized deferred tax assets	(5 )	–		–	
Effect of non-recognition of deferred tax assets	1	1		4	
Changes in prior year estimates and other items	2	2		(6 )	
Effective tax rate	16	17		18	

a After effect of accounting policy change for post-employment benefits described in Note 2

b After reclassification of income taxes in OCI described in Note 2

Table of Contents

## Notes to Syngenta Group Consolidated Financial Statements

## 7. Income taxes continued

The movements in deferred tax assets and liabilities during the year ended December 31, 2010 were as follows:

2010 (US\$ million)	January 1	Recognized in net income	Recognized in equity & OCI	Currency translation effects	Other movements & acquisitions	December 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						
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

The movements in deferred tax assets and liabilities during the year ended December 31, 2009 were as follows:

2009 (US\$ million) <sup>a</sup>	January 1	Recognized in net income	Recognized in equity & OCI	Currency translation effects	Other movements & acquisitions	December 31
Assets associated with:						
Inventories	342	(7)	37	2	1	375
Accounts receivable	74	17	–	16	–	107
Pensions and employee costs	179	(20)	42	1	–	202
Provisions	219	–	–	2	–	221
Unused tax losses	30	–	–	12	–	42
Financial instruments, including						
derivatives	46	(4)	(7)	–	(2)	33
Other	57	5	–	2	(5)	59
Deferred tax assets	947	(9)	72	35	(6)	1,039
Liabilities associated with:						

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Property, plant and equipment	(236 )	(33 )	–	(10 )	(5 )	(284 )
Intangible assets	(327 )	82	–	(2 )	(15 )	(262 )
Inventories	(66 )	(56 )	–	(10 )	(9 )	(141 )
Financial instruments, including derivatives	(53 )	(8 )	(3 )	–	–	(64 )
Other provisions and accruals	(111 )	(82 )	–	5	–	(188 )
Other	(41 )	15	–	(12 )	(3 )	(41 )
Deferred tax liabilities	(834 )	(82 )	(3 )	(29 )	(32 )	(980 )
Net deferred tax asset/(liability)	113	(91 )	69	6	(38 )	59

a After effect of accounting policy change for post-employment benefits described in Note 2

F-38

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Table of Contents

## 7. Income taxes continued

The movements in deferred tax assets and liabilities during the year ended December 31, 2008 were as follows:

2008 (US\$ million) a	January 1	Recognized in net income	Recognized in equity & OCI	Currency translation effects	Other movements & acquisitions	December 31
Assets associated with:						
Inventories	364	50	(67 )	3	(8 )	342
Accounts receivable	55	43	–	(24 )	–	74
Pensions and employee costs	167	(58 )	56	8	6	179
Provisions	243	(8 )	–	(10 )	(6 )	219
Unused tax losses	69	(28 )	–	(11 )	–	30
Financial instruments, including						
derivatives	34	5	(4 )	(1 )	12	46
Other	81	(28 )	(1 )	4	1	57
Deferred tax assets	1,013	(24 )	(16 )	(31 )	5	947
Liabilities associated with:						
Property, plant and equipment	(225 )	(26 )	–	16	(1 )	(236 )
Intangible assets	(381 )	44	–	4	6	(327 )
Inventories	(86 )	(6 )	–	18	8	(66 )
Financial instruments, including						
derivatives	(36 )	17	(21 )	(1 )	(12 )	(53 )
Other provisions and accruals	(18 )	(81 )	(3 )	(9 )	–	(111 )
Other	(66 )	22	–	7	(4 )	(41 )
Deferred tax liabilities	(812 )	(30 )	(24 )	35	(3 )	(834 )
Net deferred tax asset/(liability)	201	(54 )	(40 )	4	2	113

The deferred tax assets and liabilities at December 31, 2010, 2009 and 2008 reconcile to the amounts presented in the consolidated balance sheet as follows:

(US\$ million)	2010	2009	a	2008	a
Deferred tax assets	1,095	1,039		947	
Adjustment to offset deferred tax assets and liabilities <sup>1</sup>	(271 )	(292 )		(326 )	
Adjusted deferred tax assets	824	747		621	

(US\$ million)	2010	2009	a	2008	a
Deferred tax liabilities	(1,084 )	(980 )		(834 )	
Adjustment to offset deferred tax assets and liabilities <sup>1</sup>	271	292		326	
Adjusted deferred tax liabilities	(813 )	(688 )		(508 )	

<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

a After effect of accounting policy change for post-employment benefits described in Note 2



F-39

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Table of Contents

## 7. Income taxes continued

The gross value at December 31, 2010, 2009 and 2008 of unused tax loss carry forwards for which no deferred tax asset has been recognized, by expiration date, is as follows:

(US\$ million)	2010	2009	2008
One year	7	24	7
Two years	–	9	7
Three years	2	20	23
Four years	14	13	4
Five years	23	19	18
More than five years	407	694	537
No expiry	8	41	61
Total	461	820	657

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% 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, 2010, 2009 and 2008 on the following items:

(US\$ million)	2010	2009	2008
Temporary differences for which no deferred tax assets have been recognized	238	508	524
Temporary differences associated with investments in subsidiaries for which deferred tax liabilities have not been recognized	620	516	158

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, 2010 excluded 373,365 (2009: 226,897; 2008: 288,552) of Syngenta AG shares and options granted to employees, as their inclusion would have been antidilutive.

(US\$ million, except number of shares)	2010	2009	a	2008	a
Net income attributable to Syngenta AG shareholders	1,397	1,408		1,399	

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Weighted average number of shares			
Weighted average number of shares – basic	92,687,903	93,154,537	93,916,415
Adjustments for dilutive potential ordinary shares:			
Grants of options over Syngenta AG shares under employee share participation plans	417,807	478,964	662,703
Grants of Syngenta AG shares under employee share participation plans	119,593	126,695	117,644
Weighted average number of shares – diluted	93,225,303	93,760,196	94,696,762

a           After effect of accounting policy change for post-employment benefits described in Note 2

F-40

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Table of Contents

## 9. Trade and other accounts receivable

Trade and other accounts receivable at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	2010	2009	2008
Trade accounts receivable, gross	2,814	2,857	2,668
Provision for doubtful receivables	(260 )	(351 )	(357 )
Total trade receivables, net	2,554	2,506	2,311

Movements in provisions for doubtful trade receivables for the years ended December 31, 2010, 2009 and 2008 were as follows:

(US\$ million)	2010	2009	2008
January 1	(351 )	(357 )	(343 )
Amounts credited/(charged) to income	43	(12 )	(90 )
Amounts written off	54	58	30
Currency translation effects and other	(6 )	(40 )	46
December 31	(260 )	(351 )	(357 )

The ages of trade and other receivables that were past due at December 31, 2010, 2009 and 2008 but not impaired, were as follows:

2010 (US\$ million)	Total past due	0-90 days	90-180 days	More than 180 days
Trade accounts receivable, gross	405	149	43	213
Other receivables	230	91	46	93
Provision for doubtful receivables	(194 )	(17 )	(14 )	(163 )
Total	441	223	75	143

2009 (US\$ million)	Total past due	0-90 days	90-180 days	More than 180 days
Trade accounts receivable, gross	502	228	41	233
Other receivables	162	73	23	66
Provision for doubtful receivables	(224 )	(14 )	(14 )	(196 )
Total	440	287	50	103

2008 (US\$ million)	Total past due	0-90 days	90-180 days	More than 180 days
Trade accounts receivable, gross	559	319	52	188
Other receivables	258	189	33	36
Provision for doubtful receivables	(222 )	(32 )	(20 )	(170 )
Total	595	476	65	54

At the reporting date there are no indications that debtors whose accounts are neither overdue nor impaired will not meet their payment obligations. At December 31, 2010, original credit terms on US\$127 million (2009: US\$71 million; 2008: US\$98 million) of receivables had been rescheduled.

The amount of trade receivables transferred in full recourse factoring arrangements, but not derecognized is US\$98 million (2009: US\$102 million; 2008: US\$76 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, 2010 was US\$57 million (2009: US\$72 million; 2008: US\$103 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, 2010, 2009 and 2008 were not material.

Other accounts receivable of US\$626 million (2009: US\$558 million; 2008: US\$479 million) include income taxes recoverable of US\$70 million (2009: US\$80 million; 2008: US\$33 million).

Table of Contents

## 10. Other current assets

Other current assets at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	2010	2009	2008
Prepaid expenses	175	167	156
Other	48	33	34
Total	223	200	190

## 11. Inventories

Inventories at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	2010	2009	2008
Raw materials and consumables <sup>1</sup>	710	841	1,003
Biological assets	34	36	28
Work in progress <sup>1</sup>	828	809	536
Finished products <sup>1</sup>	2,272	2,236	1,889
Total	3,844	3,922	3,456

<sup>1</sup>The classification of inventories between raw materials and consumables, work in progress and finished products has been changed from prior years to improve consistency in the use of the classifications globally. Corresponding amounts have been reclassified to conform to the current year presentation

Cost of inventories against which provisions have been made	718	526	449
Inventories carried at fair value less costs to sell	408	264	206

Movements in provisions for inventories for the years ended December 31, 2010, 2009 and 2008 were as follows:

(US\$ million)	2010	2009	2008
January 1	(298 )	(271 )	(261 )
Additions charged to income	(245 )	(220 )	(140 )
Reversals of inventory provisions	30	30	31
Amounts utilized on disposal of related inventories	105	98	90
Currency translation effects and other	64	65	9
December 31	(344 )	(298 )	(271 )

Reversals of inventory provisions 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 subject to risks of degradation and obsolescence, such as germination of seeds.

Movements in biological assets for the years ended December 31, 2010, 2009 and 2008 were as follows. These include amounts classified as other non-current assets.

(US\$ million)	2010	2009	2008
January 1	36	28	25
Changes in fair value	180	138	126

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Sales	(178 )	(134 )	(127 )
Currency translation effects and other	(1 )	4	4
December 31	37	36	28

Quantities of biological assets in inventories at December 31, 2010, 2009 and 2008 are:

	2010	2009	2008
(millions of plants)			
Plants	84	82	90
Cuttings	591	481	364
(hectares cultivated)			
Growing crops	95	12	–

F-42

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Table of Contents

## 12. Property, plant and equipment

Movements in property, plant and equipment for the year ended December 31, 2010 were as follows:

2010 (US\$ million)	Land	Buildings	Machinery and equipment	Assets under 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>					
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

Additions to property, plant and equipment of US\$447 million (2009: US\$709 million; 2008: US\$485 million) comprise US\$396 million (2009: US\$652 million; 2008: US\$444 million) of cash purchases, US\$11 million (2009: US\$28 million; 2008: US\$14 million) due to business combinations and US\$40 million (2009: US\$29 million; 2008: US\$27 million) of other additions, including 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, 2010 was US\$160 million (2009: US\$101 million; 2008: US\$47 million) of which US\$50 million (2009: US\$60 million; 2008: US\$47 million) is classified as Machinery and equipment and US\$110 million (2009: US\$41 million; 2008: US\$nil) is classified as Assets under construction.



Table of Contents

## 12. Property, plant and equipment continued

Movements in property, plant and equipment for the year ended December 31, 2009 were as follows:

2009 (US\$ million)	Land	Buildings	Machinery and equipment	Assets under construction	Total
<b>Cost</b>					
January 1	105	1,478	3,213	221	5,017
Additions	21	42	212	434	709
Disposals	(1 )	(19 )	(154 )	–	(174 )
Transfers between categories	9	55	133	(197 )	–
Currency translation effects and other	(1 )	90	128	19	236
December 31	133	1,646	3,532	477	5,788
<b>Accumulated depreciation and impairment losses</b>					
January 1	–	(781 )	(2,048 )	–	(2,829 )
Depreciation charge	–	(55 )	(188 )	–	(243 )
Impairment losses	–	(4 )	(2 )	–	(6 )
Depreciation on disposals	–	14	145	–	159
Currency translation effects and other	–	(45 )	(86 )	–	(131 )
December 31	–	(871 )	(2,179 )	–	(3,050 )
Net book value – December 31	133	775	1,353	477	2,738
Insured value – December 31					6,585

Movements in property, plant and equipment for the year ended December 31, 2008 were as follows:

2008 (US\$ million)	Land	Buildings	Machinery and equipment	Assets under construction	Total
<b>Cost</b>					
January 1	131	1,502	3,575	190	5,398
Additions	12	52	213	208	485
Disposals	(1 )	(28 )	(169 )	–	(198 )
Assets reclassified as held for sale 1	–	(19 )	(186 )	–	(205 )
Transfers between categories	–	58	102	(160 )	–
Currency translation effects and other	(37 )	(87 )	(322 )	(17 )	(463 )
December 31	105	1,478	3,213	221	5,017
<b>Accumulated depreciation and impairment losses</b>					
January 1	(2 )	(826 )	(2,432 )	–	(3,260 )
Depreciation charge	–	(54 )	(188 )	–	(242 )
Impairment losses	(10 )	(4 )	(3 )	–	(17 )
Depreciation on disposals	–	27	149	–	176
Depreciation on assets reclassified as held for sale 1	–	19	181	–	200
Currency translation effects and other	12	57	245	–	314
December 31	–	(781 )	(2,048 )	–	(2,829 )

Net book value – December 31	105	697	1,165	221	2,188
Insured value – December 31					6,637

1                      Assets reclassified as held for sale include the Cold Creek site in the USA

F-44

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Table of Contents

## 13. Intangible assets

Movements in intangible assets for the year ended December 31, 2010 were as follows:

2010 (US\$ million)	Goodwill	Product rights	Trademarks	Patents	Software	Other intangibles	Total
<b>Cost</b>							
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
Disposals	(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
<b>Accumulated amortization and impairment losses</b>							
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

Other additions in 2010, 2009 and 2008 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\$118 million (2009: US\$97 million; 2008: 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, 2009 were as follows:

2009 (US\$ million)	Goodwill	Product rights	Trademarks	Patents	Software	Other intangibles	Total
<b>Cost</b>							
January 1	1,559	2,956	58	70	266	486	5,395
Additions from business combinations	44	32	16	(11 )	–	30	111
Other additions	–	55	–	–	37	5	97
Currency translation effects and reclassifications	14	39	8	25	10	(24 )	72
December 31	1,617	3,082	82	84	313	497	5,675

Accumulated amortization and impairment losses							
January 1	(318 )	(1,552 )	(21 )	(37 )	(154 )	(230 )	(2,312 )
Amortization charge	–	(152 )	(5 )	(7 )	(27 )	(27 )	(218 )
Impairment losses	–	(11 )	–	–	–	–	(11 )
Currency translation effects and reclassifications							
December 31	(4 )	(15 )	(1 )	1	(6 )	(7 )	(32 )
December 31	(322 )	(1,730 )	(27 )	(43 )	(187 )	(264 )	(2,573 )
Net book value, December 31	1,295	1,352	55	41	126	233	3,102

F-45

Table of Contents

## 13. Intangible assets continued

Movements in intangible assets for the year ended December 31, 2008 were as follows:

2008 (US\$ million)	Goodwill	Product rights	Trademarks	Patents	Software	Other intangibles	Total
<b>Cost</b>							
January 1	1,567	2,637	58	47	199	396	4,904
Additions from business combinations	19	1	–	10	–	70	100
Other additions	–	321	–	1	57	28	407
Currency translation effects	(27 )	(3 )	–	12	10	(8 )	(16 )
December 31	1,559	2,956	58	70	266	486	5,395
<b>Accumulated amortization and impairment losses</b>							
January 1	(326 )	(1,415 )	(17 )	(26 )	(137 )	(193 )	(2,114 )
Amortization charge	–	(130 )	(4 )	(9 )	(14 )	(24 )	(181 )
Impairment losses	(1 )	–	–	–	–	(17 )	(18 )
Currency translation effects	9	(7 )	–	(2 )	(3 )	4	1
December 31	(318 )	(1,552 )	(21 )	(37 )	(154 )	(230 )	(2,312 )
Net book value, December 31	1,241	1,404	37	33	112	256	3,083

## 14. Other non-current financial assets

Other non-current financial assets at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	2010	2009	2008
Equity securities available-for-sale	43	51	117
Other non-current receivables	204	209	148
Defined benefit pension asset	147	25	26
Investments in associates and joint ventures	124	115	134
Total	518	400	425

None of Syngenta's investments in associates and joint ventures are publicly quoted. At December 31, 2010, these investments consist mainly of US\$59 million (2009: US\$49 million; 2008: US\$66 million) for a 50% ownership of CIMO Compagnie Industrielle de Monthey SA, Switzerland, US\$35 million (2009: US\$35 million; 2008: US\$36 million) for the 49% ownership of Sanbei Seeds Co. Ltd., China and US\$25 million (2009: US\$26 million; 2008: US\$23 million) for a 40% 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.

Changes in equity securities classified as available-for-sale for the years ended December 31, 2010, 2009 and 2008 were as follows:

(US\$ million)	2010	2009	2008
January 1	51	117	131

Changes in fair value	4	(18	)	9		
Disposals	(11	)	(50	)	(4	)
Impairments	(9	)	(7	)	(37	)
Additions and currency translation effects	8	9	18			
December 31	43	51	117			

## 15. Trade accounts payable

The contractual maturities of trade accounts payable at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	Total	0-90 days	90-180 days	180 days- 1 year
2010	2,590	1,645	274	671
2009	2,468	1,476	174	818
2008	2,240	1,612	59	569

Table of Contents

## 16. Current financial debt

Current financial debt at December 31, 2010, 2009 and 2008 is as follows:

(US\$ million)	2010	2009	2008
Bank and other financial debt	218	176	112
Receivables factored with recourse	98	102	76
Current portion of financial debt (Note 18)	676	3	23
Total	992	281	211

The table below shows additional information related to short-term borrowing at December 31, 2010:

2010 (US\$ million)	Amount outstanding at December 31, 2010	Weighted average interest on outstanding balance	Average outstanding amount for the year	Weighted average interest on outstanding amount	Maximum month-end amount during the year
Bank and other financial debt	218	2.1 %	231	1.2 %	514
Receivables factored with recourse	98	6.8 %	83	6.8 %	111
Current portion of financial debt (Note 18)	676	4.1 %	233	4.1 %	698
Total	992	3.9 %	547	3.3 %	
2009		1.8 %			
2008		4.4 %			

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, 2010, Syngenta has no borrowings outstanding under this facility. The Credit Facility provides that the interest rate is based on either LIBOR or EURIBOR, depending upon the currency of the underlying borrowing, plus a margin and mandatory costs. In addition to interest payments, Syngenta is obligated to pay certain variable commitment fees based upon its long-term credit rating ranging from 0.03% to 0.06% per annum of the unused amount throughout the term of the facility.

The contractual maturities of current financial debt at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	Total	0–90 days	90–180 days	180 days–1 year
2010	992	207	11	774
2009	281	130	12	139
2008	211	69	12	130

## 17. Other current liabilities

Other current liabilities at December 31, 2010, 2009 and 2008 consist of the following:

(US\$ million)	2010	2009	2008
Accrued short-term employee benefits	288	263	322

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Taxes other than income taxes	72	88	72
Accrued interest payable	55	57	41
Accrued utility costs	48	51	42
Social security and pension contributions	57	61	46
Other payables	165	123	146
Other accrued expenses	161	184	165
Total	846	827	834

The maturities of other current liabilities are as follows. For liabilities without a contractual maturity date, the analysis represents estimated timing of cash outflow.

(US\$ million)	Total	0–90 days	90–180 days	180 days– 1 year
2010	846	589	157	100
2009	827	484	180	163
2008	834	505	246	83

F-47

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Table of Contents

## 18. Financial debt and other non-current liabilities

Financial debt and other non-current liabilities at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	2010	2009	2008
4.125% Eurobond 2011	667	719	702
4.000% Eurobond 2014	673	714	–
4.125% Eurobond 2015	669	718	699
US private placement notes	270	261	274
3.375% CHF domestic bond 2013	531	482	469
3.500% CHF domestic bond 2012	399	361	352
Unsecured bond issues and US private placement notes	3,209	3,255	2,496
Liabilities to banks and other financial institutions	4	16	14
Finance lease obligations	48	35	37
Total financial debt (including current portion)	3,261	3,306	2,547
Less: current portion of financial debt (Note 16)	(676 )	(3 )	(23 )
Non-current derivative financial liabilities	76	65	125
Other non-current liabilities and deferred income	125	159	220
Total	2,786	3,527	2,869

Other non-current liabilities and deferred income relate to license agreements with several counterparties. Related cash flows of US\$9 million (2009: US\$45 million; 2008: US\$76 million) are payable between one and four years and US\$116 million of deferred income at December 31, 2010 (2009: US\$114 million; 2008: US\$144 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 was 4.1% per annum (2009: 4.9% per annum; 2008: 5.3% per annum).

The weighted average interest rate on the combined current and non-current bank and other financial debt was 4.0% per annum (2009: 4.2% per annum; 2008: 5.1% per annum). The weighted average interest rate includes the cost of financing emerging market borrowings.

Interest paid on non-current financial debt was US\$121 million (2009: US\$98 million; 2008: US\$78 million). All non-current debt ranks equally.

During 2009, Syngenta issued a Euro denominated bond with principal amount of EUR 500 million. The bond has a maturity of June 2014 and a coupon rate of 4.00%.

During 2008, Syngenta issued two Swiss franc domestic bonds with principal amounts of CHF 500 million and CHF 375 million. The CHF 500 million bond has a maturity of April 2013 and a coupon rate of 3.375%. The CHF 375 million bond has a maturity of December 2012 and a coupon rate of 3.500%. See Note 29 for details of hedging activity relating to bond liabilities.

Table of Contents

## 19. Provisions

Provisions at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	2010	2009	a	2008	a
Restructuring provisions	57	44		102	
Employee benefits:					
Pensions (Note 22)	203	414		351	
Other post-retirement benefits (Note 22)	97	83		94	
Other long-term employee benefits	60	59		50	
Environmental provisions (Note 25)	393	405		432	
Provisions for legal and product liability settlements (Note 25)	193	196		199	
Other provisions	109	129		129	
Total	1,112	1,330		1,357	
Current portion of:					
Restructuring provisions	40	26		70	
Employee benefits	24	76		91	
Environmental provisions	63	48		59	
Provisions for legal and product liability settlements	25	14		15	
Other provisions	76	50		10	
Total current provisions	228	214		245	
Total non-current provisions	884	1,116		1,112	
Total	1,112	1,330		1,357	

a After effect of accounting policy change for post-employment benefits described in Note 2

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.

In some cases Syngenta will seek reimbursement, most commonly in relation to environmental issues where contamination may have been caused when a manufacturing site was under previous ownership. Syngenta has recognized a receivable for the reimbursement when recovery is judged to be virtually certain. At December 31, 2010, Syngenta recognized US\$38 million (2009: US\$41 million; 2008: US\$40 million) in "Other non-current financial assets" in respect of expected reimbursements.

Significant legal proceedings are discussed in Note 25 below. With regards to those proceedings other than those settled in 2010, 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 2010. There can, however, be no guarantee that the ultimate outcome will be in line with Syngenta's current view.

Table of Contents

## 19. Provisions continued

Movements in provisions during the year ended December 31, 2010 were as follows:

(US\$ million)	January 1	Charged to income	Release of provisions credited to income	Payments	Reclassi- fications	Actuarial (gains)/losses	Currency translation effects	December 31
<b>Restructuring provisions:</b>								
Employee termination costs	28	45	(3 )	(31 )	–	–	–	39
Other third party costs	16	9	–	(7 )	–	–	–	18
<b>Employee benefits:</b>								
Pensions	414	82	(7 )	(335 )	109	(66 )	6	203
Other post-retirement benefits	83	9	–	(12 )	1	16	–	97
Other long-term employee benefits	59	6	(1 )	(8 )	3	–	1	60
Environmental provisions	405	36	(30 )	(38 )	–	–	20	393
<b>Provisions for legal and product liability settlements</b>								
Provisions for legal and product liability settlements	196	59	(42 )	(26 )	3	–	3	193
Other provisions	129	27	(37 )	(11 )	(1 )	–	2	109
<b>Total</b>	<b>1,330</b>	<b>273</b>	<b>(120 )</b>	<b>(468 )</b>	<b>115</b>	<b>(50 )</b>	<b>32</b>	<b>1,112</b>

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, 2010, 2009 and 2008, were as follows. 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.

(Millions of shares)	2010		2009		2008	
	Shares in issue	Treasury shares	Shares in issue	Treasury shares	Shares in issue	Treasury

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	held		held		shares held	
January 1	94.6	(1.6 )	97.0	(4.0 )	100.8	(6.1 )
Cancellation of treasury shares	–	–	(2.4 )	2.4	(3.8 )	3.8
Share repurchases	–	(1.3 )	–	(0.6 )	–	(2.6 )
Issue of ordinary shares under employee share purchase and option plans	–	0.5	–	0.6	–	0.9
December 31	94.6	(2.4 )	94.6	(1.6 )	97.0	(4.0 )

At December 31, 2010, 2009 and 2008 Syngenta had no open options accounted for as equity instruments.

F-50

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Table of Contents

## 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, 2010, 2009 and 2008:

(US\$ million)	2010	2009	a	2008	a
Depreciation, amortization and impairment of:					
Property, plant and equipment (Note 12)	278	249		259	
Intangible assets (Note 13)	250	229		199	
Financial assets	21	8		41	
Deferred revenue and gains	(36 )	(47 )		–	
Gains on disposal of non-current assets	(20 )	(23 )		(4 )	
Charges in respect of share based compensation	66	64		49	
Charges in respect of provisions (Note 19)	153	106		178	
Income in respect of reimbursements of provisions	–	(15 )		(36 )	
Net financial expenses	141	122		169	
(Gains)/losses on hedges reported in operating income	(23 )	(81 )		99	
Share of net loss/(gain) from associates	(25 )	3		(3 )	
Total	805	615		951	

a After effect of accounting policy change for post-employment benefits

## 22. Post-employment benefits

Syngenta has, apart from legally required social security arrangements, numerous independent pension plans, which are either “defined contribution” plans where the company contribution 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\$26 million for the year ended December 31, 2010 (2009: US\$33 million; 2008: US\$25 million). A receivable of US\$20 million (2009: US\$16 million; 2008: nil) 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 43% 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 plans are funded through legally separate trustee administered funds. The cash funding of the 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 was closed to new members effective January 1, 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% 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% 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 trustees' discretion. 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 the balance converted to a fixed annuity at the rates defined in the fund rules. The 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 with effect from January 1, 2009. Employees joining after that date join a defined contribution pension plan. The defined benefits of existing members were not affected by this change. The defined benefit plan offers members the choice of taking all their retirement benefits, which are based on the average pay of the final ten years' service, as a lump sum or as a fixed annuity at retirement date. Employer contributions 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, 2010, 2009 and 2008 using actuarial assumptions determined in accordance with IAS 19 is summarized below.

Table of Contents

## 22. Post-employment benefits continued

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, 2010, 2009 and 2008:

(US\$ million)	2010	2009	2008
Benefit obligations			
January 1	4,714	3,882	4,713
Current service cost	87	73	93
Employee contributions	32	35	26
Interest cost	211	211	195
Actuarial (gain)/loss	191	469	(354 )
Benefit payments	(201 )	(180 )	(193 )
Currency translation effects and other	82	224	(598 )
December 31	5,116	4,714	3,882
Of which arising from:			
Funded plans	4,969	4,565	3,742
Wholly unfunded plans	147	149	140

(US\$ million)	2010	2009	2008
Plan assets at fair value			
At January 1	4,340	3,556	4,669
Actual return on plan assets	513	570	(456 )
Employer contributions	342	148	140
Employee contributions	32	35	26
Benefit payments	(201 )	(180 )	(193 )
Currency translation effects and other	87	211	(630 )
December 31	5,113	4,340	3,556

Actual return on plan assets can be analyzed as follows:

(US\$ million)	2010	2009	2008
Expected return on plan assets	221	212	222
Actuarial gain/(loss)	292	358	(678 )
Total	513	570	(456 )

(US\$ million)	2010	2009	<sup>a</sup> 2008	<sup>a</sup>
Funded status	(3 )	(374 )	(326 )	
Unrecognized past service cost/(gain)	(21 )	(24 )	(27 )	
Limitation on recognition of surplus due to uncertainty of obtaining future benefits	(38 )	–	–	
Net accrued benefit liability	(62 )	(398 )	(353 )	
Amounts recognized in the balance sheet:	2010	2009	<sup>a</sup> 2008	<sup>a</sup>
Prepaid benefit costs (Note 14)	147	25	26	
Accrued benefit liability	(209 )	(423 )	(379 )	

Net amount recognized	(62	)	(398	)	353
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Of the accrued benefit liability for pensions of US\$209 million at December 31, 2010, US\$203 million is included in Note 19 as pension provisions and US\$6 million as restructuring provisions (2009: US\$414a million as pension and US\$9 million as restructuring; 2008: US\$351a million as pension and US\$28 million as restructuring).

a            After effect of accounting policy change for post-employment benefits described in Note 2

F-52

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Table of Contents

## 22. Post-employment benefits continued

Syngenta's estimate of the benefit payments to be made in future periods is given in the table below. Actual payments may differ from those shown, because of future events, including members' choice of benefit options as described above.

(US\$ million)

2011	234
2012	238
2013	260
2014	272
2015	284
Years 2016–2020	1,592
Total 2011–2020	2,880

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 2011 is US\$40 million. Actual payments could differ materially from the above estimate if any new funding regulations or laws are enacted or due to business and market conditions during 2011.

In accordance with UK pension regulations, deficit recovery contributions were agreed with the UK pension plan Trustee in the March 2009 valuation at US\$31 million per year to 2019. At the balance sheet date US\$100 million of these contributions have been prepaid. Additional contingent contributions of up to US\$16 million per year will also be paid at three yearly intervals during this period if the actual percentage return on the plan assets is less than the agreed assumption. Actual percentage return on plan assets (in 2009 and 2010) has exceeded that contained within the agreement. The deficit recovery contributions are due to be reviewed by the Trustees upon full actuarial valuation in March 2012.

The expected long-term rates of return on the assets and the fair values of the assets and liabilities of the major defined benefit pension plans, together with aggregated data for other defined benefit plans are as follows.

	Expected rate of return used for income statement (%)			Fair value at December 31, (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

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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 )

2009	Expected rate of return used for income statement (%)			Fair value at December 31, (US\$ million)				Total	%
	Switzerland	UK	USA	Switzerland	UK	USA	Other plans		
Equities	6.0	7.1	8.5	297	744	156	55	1,252	29
Real estate	3.5	–	–	120	–	–	–	120	3
Bonds	2.5	5.6	6.0	669	631	262	140	1,702	39
Other assets	5.5	6.4	7.0	356	559	161	13	1,089	25
Cash and cash equivalents	1.8	1.0	3.5	40	106	29	2	177	4
Fair value of assets	4.0	6.4	7.0	1,482	2,040	608	210	4,340	100
Benefit obligation				(1,458 )	(2,284 )	(596 )	(376 )	(4,714 )	
Discount rate (%)				3.3	5.6	5.9		4.9	
Funded status				24	(244 )	12	(166 )	(374 )	

Table of Contents

## 22. Post-employment benefits continued

2008	Fair value at December 31, (US\$ million)				Total	%
	Switzerland	UK	USA	Other plans		
Equities	248	589	95	41	973	27
Real estate	90	–	–	–	90	3
Bonds	476	459	250	133	1,318	37
Other assets	349	552	147	11	1,059	30
Cash and cash equivalents	57	31	26	2	116	3
Fair value of assets	1,220	1,631	518	187	3,556	100
Benefit obligation	(1,384 )	(1,633 )	(535 )	(330 )	(3,882 )	
Discount rate	3.5	6.2	6.1		5.2	
Funded status	(164 )	(2 )	(17 )	(143 )	(326 )	

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, 2010, 2009 and 2008.

(US\$ million)	2010	2009	a	2008	a
Current service cost	87	73		93	
Interest cost	211	211		195	
Expected return on plan assets	(221 )	(212 )		(222 )	
Net periodic benefit cost	77	72		66	

Amounts recognized in OCI were as follows for the years ended December 31, 2010, 2009 and 2008:

(US\$ million)	2010	2009	a	2008	a
Amounts recognized during the period:					
Actuarial (gains)/losses	(101 )	111		324	
Funded surplus not recognized/(recognized) as an asset	35	–		(10 )	
Cumulative actuarial (gains)/losses recognized at December 31	1,019	1,103		944	

The defined benefit obligation, plan assets, funded status, changes in actuarial assumptions, and experience adjustments compared to the actuarial assumptions for the years ended December 31, 2006 to 2010 for pensions are as follows:

(US\$ million)	2010	2009	2008	2007	2006
Benefit obligation	(5,116 )	(4,714 )	(3,882 )	(4,713 )	(4,548 )
Plan assets	5,113	4,340	3,556	4,669	4,249
Funded deficit	(3 )	(374 )	(326 )	(44 )	(299 )
Changes in actuarial assumptions	(201 )	(537 )	412	200	22
Experience adjustments (increasing)/reducing plan liabilities	11	68	(58 )	(82 )	(5 )
Experience adjustments on plan assets: actual returns greater/(less) than expected	292	358	(678 )	64	49
Total	102	(111 )	(324 )	182	66

a After effect of accounting policy change for post-employment benefits described in Note 2

F-54

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Table of Contents

## 22. Post-employment benefits continued

The following tables give the weighted-average assumptions used to calculate the benefit cost and benefit obligation for defined benefit plans:

	2010	2009	2008
Weighted-average assumptions: benefit cost for the year ended December 31	%	%	%
Discount rate	4.8	5.1	5.0
Rate of increase in pensionable pay	2.8	2.8	2.9
Expected return on plan assets	5.4	5.6	5.7

	2010	2009	2008
Weighted-average assumptions: benefit obligation as at December 31	%	%	%
Discount rate	4.4	4.9	5.2
Rate of compensation increase	3.0	2.8	2.8

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, 2010 was US\$97 million (December 31, 2009: US\$83a million December 31, 2008: US\$94a million), which comprised a defined benefit obligation of US\$211 million (2009: US\$187 million; 2008: US\$186 million), plan assets of US\$114 million (2009: US\$102 million; 2008: US\$87 million) and immaterial amounts of unrecognized past service cost. Cumulative actuarial losses recognized in OCI were US\$117 million (2009: US\$101a million; 2008: US\$114a million) and amounts recognized in OCI for the period were losses of US\$16 million (2009: US\$13a million gain, 2008: US\$21a million loss). Expense recognized in the consolidated income statement, contributions to the plan and benefit payments by the plan were not material for 2010, 2009 and 2008.

The assumed healthcare cost trend rate at December 31, 2010 was 7.5%, decreasing in each successive year from 2010 onwards, to reach an ultimate rate of 5.0% in 2017 (December 31, 2009: 8.0% decreasing to 5.0% in 2016; December 31, 2008: 8.0% decreasing to 5.0% in 2015).

a After effect of accounting policy change for post-employment benefits described in Note 2

## 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.

Table of Contents

## 23. Employee share participation plans continued

The following table sets out share option activity under this plan during 2008, 2009 and 2010, 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, 2009 and 2008:

Year ended December 31, 2008	Exercise price (CHF)	Outstanding at January 1	Granted	Exercised (thousands of options)	Forfeited	Outstanding at December 31	Exercisable	Remaining contractual life (years)
Awarded in 2001	76.5	23.6	–	(5.7 )	–	17.9	17.9	2.00
Awarded in 2002	83.7	16.4	–	(5.4 )	–	11.0	11.0	2.25
Awarded in 2002	98.0	54.5	–	(10.9 )	(1.1 )	42.5	42.5	3.25
Awarded in 2002	98.0	32.4	–	(12.9 )	–	19.5	19.5	4.25
Awarded in 2003	59.7	107.0	–	(35.8 )	(1.2 )	70.0	70.0	4.25
Awarded in 2003	59.7	95.1	–	(38.6 )	–	56.5	56.5	5.25
Awarded in 2004	89.3	214.0	–	(59.6 )	(0.9 )	153.5	153.5	5.25
Awarded in 2004	89.3	163.2	–	(79.0 )	–	84.2	84.2	6.25
Awarded in 2005	127.4	359.7	–	(152.7 )	–	207.0	207.0	6.25
Awarded in 2006	185.0	294.2	–	(34.2 )	(5.8 )	254.2	16.1	7.25
Awarded in 2007	226.7	255.9	–	(22.3 )	(6.3 )	227.3	11.7	8.25
Awarded in 2008	301.5	–	234.8	(0.4 )	(3.1 )	231.3	5.9	9.25
Total for year ended December 31, 2008		1,616.0	234.8	(457.5 )	(18.4 )	1,374.9	695.8	
Year ended December 31, 2009								
Awarded in 2001	76.5	17.9	–	(8.7 )	–	9.2	9.2	1.00
Awarded in 2002	83.7	11.0	–	(8.8 )	–	2.2	2.2	1.25
Awarded in 2002	98.0	42.5	–	(18.9 )	–	23.6	23.6	2.25
Awarded in 2002	98.0	19.5	–	(2.0 )	–	17.5	17.5	3.25
Awarded in 2003	59.7	70.0	–	(15.5 )	–	54.5	54.5	3.25
Awarded in 2003	59.7	56.5	–	(15.4 )	–	41.1	41.1	4.25
Awarded in 2004	89.3	153.5	–	(41.4 )	(1.4 )	110.7	110.7	4.25
Awarded in 2004	89.3	84.2	–	(26.1 )	–	58.1	58.1	5.25
Awarded in 2005	127.4	207.0	–	(71.2 )	(0.6 )	135.2	135.2	5.25
Awarded in 2006	185.0	254.2	–	(73.0 )	(0.7 )	180.5	180.5	6.25
Awarded in 2007	226.7	227.3	–	(5.2 )	(6.8 )	215.3	14.8	7.25
Awarded in 2008	301.5	231.3	–	–	(6.5 )	224.8	13.3	8.25
Awarded in 2009	233.4	–	382.5	–	(5.1 )	377.4	6.0	9.25
Total for year ended December 31, 2009		1,374.9	382.5	(286.2 )	(21.1 )	1,450.1	666.9	
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

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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 December 31, 2010		1,450.1	167.3	(259.9)	(45.9 )	1,311.6	613.2	

F-56

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Table of Contents

## 23. Employee share participation plans continued

All fully vested options are exercisable.

The exercise prices are equal to either the weighted average share price on the SIX Swiss Exchange 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 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, 2009 and 2008 (including the equivalent restricted ADS for relevant Syngenta employees in the USA), and summarizes information about RSUs outstanding at December 31, 2010, 2009 and 2008:

RSUs	Grant date fair value	Outstanding at January 1	Granted	Distributed	Canceled	Outstanding at December 31	Remaining life
	CHF		(thousands of shares)				(years)
Year ended December 31, 2008							
Awarded in 2005	116.3	69.5	–	(69.5 )	–	–	–
Awarded in 2006	174.8	59.7	–	(2.7 )	(1.3 )	55.7	0.25
Awarded in 2007	211.1	56.8	–	(2.3 )	(1.6 )	52.9	1.25
Awarded in 2008	283.9	–	57.4	(1.6 )	(0.8 )	55.0	2.25
Total for year ended December 31, 2008		186.0	57.4	(76.1 )	(3.7 )	163.6	
Year ended December 31, 2009							
Awarded in 2006	174.8	55.7	–	(55.7 )	–	–	–
Awarded in 2007	211.1	52.9	–	(2.0 )	(2.1 )	48.8	0.25
Awarded in 2008	283.9	55.0	–	(1.8 )	(1.0 )	52.2	1.25
Awarded in 2009	218.1	–	88.5	(1.2 )	(1.2 )	86.1	2.25
Total for year ended December 31, 2009		163.6	88.5	(60.7 )	(4.3 )	187.1	
Year ended December 31, 2010							
Awarded in 2007	211.1	48.8	–	(48.8 )	–	–	–



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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	

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:

	2010	2009	2008
Dividend yield	2.2 %	2.2 %	2.0 %
Volatility	23.6 %	23.8 %	22.4 %
Risk-free interest rate	2.0 %	2.1 %	2.9 %
Expected life	7 years	7 years	7 years
Exercise price (CHF per share)	283.7	233.4	301.5

Table of Contents

## 23. Employee share participation plans continued

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 2010, as measured at the time of grant, was based on the 120-month historical volatility of Syngenta AG shares on the SIX Swiss Exchange.

## 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 value of a deferred share and the corresponding matching share, at the time of grant, is the Syngenta share price at the time of grant 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 redundancy and 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, 2009 and 2008 including the equivalent ADSs that are offered to Syngenta employees in the USA.

	Outstanding at January 1	Granted (thousands of shares)	Distributed	Outstanding at December 31	Remaining life (years)
Year ended December 31, 2008					
Awarded in 2005	46.8	–	(46.8 )	–	–
Awarded in 2006	34.2	–	(5.8 )	28.4	0.25
Awarded in 2007	28.8	–	(3.7 )	25.1	1.25
Awarded in 2008	–	32.4	(1.2 )	31.2	2.25
Total for year ended December 31, 2008	109.8	32.4	(57.5 )	84.7	
Year ended December 31, 2009					
Awarded in 2006	28.4	–	(28.4 )	–	–
Awarded in 2007	25.1	–	(2.1 )	23.0	0.25
Awarded in 2008	31.2	–	(2.2 )	29.0	1.25
Awarded in 2009	–	59.0	(1.5 )	57.5	2.25
Total for year ended December 31, 2009	84.7	59.0	(34.2 )	109.5	
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

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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	

At the end of the deferral period, employees would be entitled to the following additional shares:

	Grant date fair value (CHF)	Thousands of shares
Awarded in 2008	283.9	26.4
Awarded in 2009	218.1	53.5
Awarded in 2010	265.0	21.7
Total		101.6

None of these shares are vested as at December 31, 2010.

Table of Contents

## 23. Employee share participation plans continued

## 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% and 50%. 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 2010, a total of 88,995 (2009: 95,601; 2008: 108,141) 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, 2010, 2009 and 2008:

(US\$ million)	2010	2009	2008
Long-Term Incentive Plan	36	26	22
Deferred Share Plan	19	27	18
Employee Share Purchase Plans	11	11	9
Total	66	64	49

Other information regarding the plans is as follows:

	2010	2009	2008
Weighted average fair value of options granted in year (CHF per option)	59.8	52.6	69.9
Weighted average share price at exercise date for options exercised during year (CHF per option)	274.2	249.3	299.9
Fair value of shares granted in year:			
Deferred Share Plan (CHF per unit) – combined value of basic and matching share award	530.0	436.2	567.7
Employee Share Purchase Plans (CHF per share)	138.1	123.2	82.3
Employee Share Purchase Plan (US\$ per ADS)	19.0	17.0	12.2
Cash received from exercise of options and subscription for shares (US\$ million)	49	45	64

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 defined as the members of the Syngenta Executive Committee and the Board of Directors. Their compensation was as follows for the years ended December 31, 2010, 2009 and 2008:

(US\$ million)	2010	2009	2008
Fees, salaries and other short-term benefits	10	11	13
Post-employment benefits	2	2	1

Share based compensation	9	11	9
Total	21	24	23

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, are eligible for the share plan for non-executive Directors. The 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 on the five business days prior to the grant. Under these plans, members of the Board of Directors were allocated a total of 5,036 shares in lieu of fees. These shares vest immediately and had a combined fair value at grant of US\$1 million (2009: US\$1 million; 2008: US\$1 million).

Detailed disclosures regarding executive remuneration required by Swiss Company Law are included in the Syngenta AG statutory financial statements.

Table of Contents

## 24. Transactions and agreements with related parties continued

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, 2010 were as follows:

Goods and services provided by Syngenta to its associates and joint ventures US\$11 million (2009: US\$10 million; 2008: US\$5 million).

Goods and services provided by the associates and joint ventures to Syngenta US\$55 million (2009: US\$83 million; 2008: US\$61 million).

A bank overdraft guarantee of US\$15 million (2009: US\$13 million; 2008: US\$10 million) has been provided to an associate.

Syngenta had accounts receivable and accrued income from associates and joint ventures of US\$29 million at December 31, 2010 (2009: US\$25 million; 2008: US\$21 million).

## 25. Commitments and contingencies

Minimum future lease payments at December 31, 2010 for finance leases are US\$48 million (2009: US\$36 million; 2008: US\$42 million), of which US\$8 million is due within one year (2009: US\$3 million; 2008: US\$22 million), and US\$40 million after more than one but less than five years (2009: US\$33 million; 2008: US\$20 million).

Fixed-term, non-cancellable operating lease commitments total US\$119 million at December 31, 2010 (2009: US\$117 million; 2008: US\$79 million) of which US\$22 million is due within one year (2009: US\$22 million; 2008: US\$14 million), US\$76 million after more than one and less than five years (2009: US\$64 million; 2008: US\$39 million) and US\$21 million thereafter (2009: US\$31 million; 2008: US\$26 million). Operating lease payments relate to leases of buildings and office equipment. Operating lease expense in 2010 was US\$35 million (2009: US\$37 million; 2008: US\$31 million).

Commitments for the purchase of property, plant and equipment at December 31, 2010 are US\$50 million (2009: US\$65 million; 2008: US\$172 million).

At December 31, 2010, 2009 and 2008, 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)	2010		2009		2008	
	Materials purchases	Other	Materials purchases	Other	Materials purchases	Other
Within one year	746	119	867	100	742	97
From one to two years	304	104	585	82	527	85
From two to three years	150	67	320	38	392	73
From three to four years	125	66	106	25	295	60
From four to five years	87	66	80	25	122	47
After more than five years	–	70	80	37	–	–

Total	1,412	492	2,038	307	2,078	362
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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, 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.

Table of Contents

25. Commitments and contingencies continued

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 cost of purchase, installation, maintenance and operation of charcoal filtration systems, alleged diminution in property value and remediation, punitive damages and attorneys’ fees. The Complaint was served on SCPI on August 27, 2004. SCPI succeeded in having the lawsuit removed from state to federal court but, on Plaintiff’s Motion, the federal court on March 28, 2005, remanded the lawsuit back to state court. SCPI filed a Motion to Dismiss which was argued on October 25, 2005, and on July 7, 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 on February 23, 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 on April 14, 2010 entered an Order denying the Motion to Transfer. The hearing was held on June 10, 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. On August 31, 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. On September 22, 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 are relevant and discoverable. An application for leave to appeal against this Order was filed with the judge, and on October 29, 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 22, 2010 Order pending resolution of any appeal. The application for leave to appeal was denied by the Appellate Court on January 13, 2011. The case is now in the discovery phase and SCPI has filed answers to interrogatories as well as produced the first of many pages of documents; depositions are sought to be scheduled by plaintiff’s counsel with eleven current or former SCPI employees and three corporate designees.

City of Greenville. On March 8, 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 on March 23, 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 have had or will have detectable levels of atrazine in their raw drinking water. SCPI on May 18, 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 on June 8, 2010 filed a Motion for Leave to Conduct Jurisdictional Discovery to which the Court by an Order issued on June 29, 2010 agreed. At a hearing held on July 27, 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. On September 16, 2010 the Magistrate Judge issued an Order further amending the scope of jurisdictional discovery. On November 18, 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. On December 17, 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 has ordered the parties to the lawsuit to take part in a settlement conference scheduled for April 11, 2011. Trial of the lawsuit is currently set to commence on June 18, 2012.

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.

Table of Contents

## 25. Commitments and contingencies continued

In a related lawsuit (Syngenta Crop Protection, Inc. v Insurance Company of North America et al.) filed by SCPI on September 30, 2008, in the Superior Court of the State of New Jersey, and amended on November 10, 2008, July 24, 2009 and April 21, 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 products 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 by the INA Claimants’ Demand for Arbitration dated March 25, 2009 and the hearing of the arbitration is scheduled to begin on June 13, 2011. The INA Claimants filed a Motion for Entry of an Award on February 4, 2011, to which the Respondents have thirty days to respond. Discovery is proceeding in both the declaratory action lawsuit and the arbitration.

While SCPI intends to pursue its claims vigorously against the insurers for any 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. On June 11, 2010 a lawsuit was filed in the United States District Court for the Southern District of Illinois against Syngenta, Ted Sprague v Syngenta Crop Protection Inc., Syngenta AG and Syngenta Corporation (collectively “Syngenta”). In this lawsuit, the plaintiff has filed a legal action called a “qui tam action” as an individual based on “false patent marking” against Syngenta under a U.S. federal statute. The plaintiff alleges that Syngenta has falsely marked 41 pesticide products with at least one expired patent with the intent to deceive competitors and the public into believing that the products are covered by the expired patent(s). In a December 2009 ruling, the US Court of Appeals for the Federal Circuit in *The Forest Group, Inc. v Bon Tool Company et al*, held that the fine must be levied on a “per article” basis and the statutory fine is “up to US\$500 for every such offense”. An important issue in these types of cases is whether or not the defendant falsely marked the products for the purpose of deceiving the public. On August 19, 2010 SCPI filed a Motion to Dismiss for failure to state a claim and failure to allege injury-in-fact, and Syngenta AG and Syngenta Corporation filed a Motion to Dismiss for Lack of Personal Jurisdiction. On October 6, 2010 the plaintiff in Sprague filed a Motion for a Pretrial Conference which was granted on October 20, 2010. On November 19, 2010, the plaintiff filed his Opposition to SCPI’s Motion to Dismiss and on December 3, 2010, SCPI filed its Reply. The plaintiff’s responses to the Motion to Dismiss for Lack of Personal Jurisdiction are due by March 17, 2011, and the replies by Syngenta AG and Syngenta Corporation by March 31, 2011. Jury trial has been set to commence on June 18, 2012.

**Tax Litigation**

Syngenta is also subject to certain tax claims pending before the judiciary. Significant cases are 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 19 administrative rulings against SPCL which have given rise to a corresponding number of lawsuits. Of these, 14 are awaiting first level court decision, 4 are awaiting second level court decision and 1 has given rise to a decision favorable to SPCL, which it is uncertain if the Federal Revenue will appeal. Syngenta issued a letter of guarantee for part of the amount involved, BRL16 million (equaling approximately US\$10 million at a rate of BRL1.66 per US\$). In the aggregate, the maximum contingency in the event of an unfavorable outcome for Syngenta could amount to approximately BRL33 million (equaling approximately US\$20 million at a rate of BRL1.66 per US\$) consisting of BRL22 million plus interest.

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 expenditures 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.

Table of Contents

## 25. Commitments and contingencies continued

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.

## 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:

	2010 per US\$	2009 per US\$	2008 per US\$
Swiss franc	0.94	1.03	1.06
British pound sterling	0.65	0.62	0.69
Euro	0.75	0.69	0.71
Brazilian real	1.66	1.74	2.33

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:

	2010 per US\$	2009 per US\$	2008 per US\$
Swiss franc	1.05	1.09	1.08
British pound sterling	0.65	0.65	0.53
Euro	0.75	0.72	0.68
Brazilian real	1.77	2.04	1.79

## 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:

Table of Contents

## 27. Risk management of financial risks continued

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

To achieve consistency with the methods used for the other types of market risks, in 2009 Syngenta changed its method of assessing the impact of interest rate risk from duration analysis to the EaR method.

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% confidence level, with a 1% probability that actual results will be worse than calculated.

Due to increased volatility in the financial markets observed in recent years, Syngenta has in 2010 increased the confidence level used in the VaR (EaR) calculations from 95% to 99%. The comparative numbers for the year ending December 31, 2009 presented in the financial statements were recalculated using the 99% confidence level.

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.

Table of Contents

## 27. Risk management of financial risks continued

(US\$ million)	December 31, 2010				December 31, 2009			
	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	72	7	90	%	58	19	67	%
Euro	25	–	100	%	45	7	84	%
British pound sterling	9	6	33	%	20	6	70	%
Other core currencies <sup>1</sup>	12	–	100	%	22	3	86	%
Rest of world	44	14	68	%	59	15	75	%
Total undiversified	162	27	83	%	204	50	75	%
Diversification	(106 )	(18 )	83	%	(164 )	(40 )	76	%
Net VaR	56	9	84	%	40	10	75	%

<sup>1</sup>Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2010, the total 30-day Value-at-Risk, after hedges, at a 99% confidence level was US\$9 million (December 31, 2009: US\$10 million). The decrease in Value-at-Risk as at December 31, 2010 compared to December 31, 2009 is mainly due to a higher hedge coverage across various currencies.

The average Value-at-Risk, after hedges, at a 99% confidence level, for the year ending December 31, 2010 was US\$6 million (before hedges: US\$69 million).

The largest gross exposures arise in the Swiss franc, the British pound sterling and the 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, 2010				December 31, 2009			
	Earnings-at-Risk				Earnings-at-Risk			
Underlying currency (12-month holding period)	Gross impact	Net impact	Risk reduction		Gross impact	Net impact	Risk reduction	



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Swiss franc	285	72	75	%	159	114	28	%				
Euro	62	80	(29	)%	34	28	18	%				
British pound sterling	52	9	83	%	38	21	45	%				
Other core currencies <sup>1</sup>	53	11	79	%	73	32	56	%				
Rest of world	183	151	18	%	201	168	16	%				
Total undiversified	635	323	49	%	505	363	28	%				
Diversification	(309	)	(191	)	38	%	(293	)	(195	)	33	%
Net EaR	326	132	60	%	212	168	21	%				

<sup>1</sup>Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

At December 31, 2010, the total potential adverse movement for 2011 net transactional flows after hedges relative to year-end at spot levels, at a 99% confidence level, was US\$132 million (December 31, 2009: US\$168 million). In line with the objective of the hedging program, Syngenta aims to minimize the potential adverse movement for the whole portfolio of the net transactional flows, rather than looking at the individual currencies. This could lead to a negative risk reduction for a single currency – as is the case for the Euro currency in 2010.

The decrease in Earnings-at-Risk as at December 31, 2010 compared to December 31, 2009 is mainly due to a higher hedge coverage. The decrease is partially offset by increased volatilities in the core currencies.

Table of Contents

## 27. Risk management of financial risks continued

From the Earnings-at-Risk table above, the Swiss franc stands out as a major exposure. This risk arises from having 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's equity base is deemed to be of sufficient magnitude 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, 2010, 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)	December 31, 2010			December 31, 2009		
	Value-at-Risk			Value-at-Risk		
Currency of net investment in subsidiary (1-month holding period)	Gross impact	Net impact	Risk reduction	Gross impact	Net impact	Risk reduction
Swiss franc	124	124	–	84	84	–
Euro	32	32	–	27	27	–
British pound sterling	23	23	–	54	54	–
Other core currencies <sup>1</sup>	28	28	–	32	32	–
Rest of world	171	171	–	222	222	–
Total undiversified	378	378	–	419	419	–
Diversification	(123 )	(123 )	–	(98 )	(98 )	–
Net VaR	255	255	–	321	321	–

<sup>1</sup>Other core currencies include the Canadian dollar, Australian dollar and Japanese yen

The large investments and operations in Switzerland lead to the most significant risk. The decrease in Value-at-Risk as at December 31, 2010 compared to December 31, 2009 is primarily due to decreased volatilities in Emerging Market currencies. There are no translation risk hedges in place as at December 31, 2010.

The average Value-at-Risk after hedges, at a 99% confidence level, for the year ending December 31, 2010 was US\$276 million (before hedges: 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. At December 31, 2010, 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\$14 million (2009: US\$11 million). The net amounts of Earnings-at-Risk on the net debt, as defined in Note 27.7, due to potential changes in interest rates were immaterial at December 31, 2010 and 2009.

#### 27.5. Commodity price risks

Operating in the agri-business sector, changes in certain commodity prices affect Syngenta's reported operating results. 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 crops. 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, 2010, there was 1.0 million barrels of hedge protection (December 31, 2009: no 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

## 27. Risk management of financial risks continued

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, 2010			December 31, 2009			
	Earnings-at-Risk			Earnings-at-Risk			
	Gross impact	Net impact	Risk reduction		Gross impact	Net impact	Risk reduction
Natural gas (US\$ million)							
Total undiversified	12	5	58	%	11	3	73
Diversification	(4	) (1	) 75	%	(3	) (1	) 67
Net EaR	8	4	50	%	8	2	75
	December 31, 2010			December 31, 2009			
	Earnings-at-Risk			Earnings-at-Risk			
	Gross impact	Net impact	Risk reduction		Gross impact	Net impact	Risk reduction
Soft commodities (US\$ million)							
Total undiversified	76	55	28	%	99	61	38
Diversification	(13	) (2	) 85	%	(7	) (3	) (50
Net EaR	63	53	16	%	92	58	37

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, 2010 to US\$53 million (December 31, 2009: US\$58 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.

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, 2010, 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, 2010 and 2009.

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, 2010 an asset amounting to US\$64 million (2009: US\$ nil) 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, 2010 and 2009 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 potential inability to meet all financial obligations on time and refinancing risk is defined as the potential inability to partially or fully refinance maturing debts.

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 NAFTA. 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.

Table of Contents

## 27. Risk management of financial risks continued

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
2010	291	210	35	46
2009	145	104	25	16
2008	457	329	57	71

## Long-term financing

Long-term capital employed is currently partly financed through five unsecured bonds and through unsecured notes issued under the Note Purchase Agreement in the US Private Placement market.

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, 2010, 2009 and 2008. The table also shows the total carrying amount of Syngenta's financial debt adjusted for the effect, if any, of applying fair value hedge accounting. Non-derivative financial liabilities are recorded at amortized cost (less related issuance costs). Derivative financial liabilities are recorded at fair value.

2010 (US\$ million)	Non-derivative financial liabilities (Unsecured bonds and notes)			Derivative financial liabilities (Interest rate and cross-currency swaps)		
	Fixed rate interest	Principal repayment	Total	Fixed rate interest	Repayment	Total
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			107

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

2009 (US\$ million)	Non-derivative financial liabilities (Unsecured bonds and notes)			Derivative financial liabilities (Interest rate and cross-currency swaps)			
	Fixed rate interest	Principal repayment	Total	Fixed rate interest	Variable rate interest	Repayment	Total
Less than 1 year	131	–	131	30	–	–	30
1-3 years	223	1,084	1,307	43	–	–	43
3-5 years	134	1,205	1,339	15	(21)	9	3

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5-10 years	76	720	796	–	–	4	4
More than 10 years	117	250	367	–	–	–	–
Total payments	681	3,259	3,940	88	(21 )	13	80
Net carrying amount			3,255				62

2008 (US\$ million)	Non-derivative financial liabilities (Unsecured bonds and notes)			Derivative financial liabilities (Interest rate and cross-currency swaps)		
	Fixed rate interest	Principal repayment	Total	Fixed rate interest	Repayment	Total
Less than 1 year	100	–	100	28	–	28
1-3 years	192	705	897	75	–	75
3-5 years	117	828	945	21	10	31
5-10 years	105	705	810	(6 )	(64 )	(70 )
More than 10 years	130	250	380	–	–	–
Total payments	644	2,488	3,132	118	(54 )	64
Net carrying amount			2,496			114

F-68

Table of Contents

## 27. Risk management of financial risks continued

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 at December 31, 2010 and 2009, respectively. Non-derivative financial liabilities that can be repaid at any time have been assigned to the earliest possible time period.

## Capital structure

Syngenta is committed to maintaining a low single A rating, which 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. The dividend payout target range is 25% to 40% of distributable earnings and the net debt to equity target range is 25% to 35%. The net debt to equity ratio was 20% at December 31, 2010 (28% at December 31, 2009a; 36% at December 31, 2008a).

The components of net debt at December 31, 2010, 2009 and 2008 are as follows:

(US\$ million)	2010	2009	2008
Current financial debt	992	281	211
Non-current financial debt	2,585	3,303	2,524
Cash and cash equivalents	(1,967 )	(1,552 )	(803 )
Marketable securities <sup>1</sup>	(16 )	(48 )	(7 )
Financing-related derivatives <sup>2</sup>	(121 )	(182 )	(39 )
Net debt at December 31	1,473	1,802	1,886

a After effect of accounting policy change for post-employment benefits described in Note 2

1 Included within 'Derivative and other financial assets' and 'Derivative financial liabilities' and 'Derivative and other financial assets' or '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 table shows 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, 2010, 2009 and 2008. The fair value hierarchy level is shown for those financial assets and liabilities that are carried at fair value in the balance sheet.

2010 (US\$ million)	Carrying amount (based on measurement basis)			Total	Comparison fair value
	Amortized cost	Fair value level 1	Fair value level 2		
Trade receivables, net:					
Loans and receivables	2,497	–	–	2,497	2,497
Designated as at fair value through profit or loss	–	–	57	57	57
Total				2,554	2,554
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	–
Total				518	2
Trade accounts payable:					
Measured at amortized cost	2,590	–	–	2,590	2,590
Current financial debt:					
Measured at amortized cost	992	–	–	992	1,007
Derivative financial liabilities – current	–	–	291	291	291
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	–
Total				2,786	2

1 The carrying amounts approximate the estimated fair value due to the short-term nature of these 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

Table of Contents

## 28. Financial assets and liabilities continued

2009 (US\$ million)	Carrying amount (based on measurement basis)				Comparison fair value	
	Amortized cost	Fair value level 1	Fair value level 2	Total		
Trade receivables, net:						
Loans and receivables	2,434	–	–	2,434	2,434	1
Designated as at fair value through profit or loss	–	–	72	72	72	
<b>Total</b>				<b>2,506</b>	<b>2,506</b>	
Derivative and other financial assets:						
Derivative financial assets	–	7	103	110	110	
Available-for-sale financial assets	–	–	46	46	46	
<b>Total</b>				<b>156</b>	<b>156</b>	
Derivative financial assets – non-current			248	248	248	
Other non-current financial assets:						
Loans and receivables	191	–	–	191	191	
Available-for-sale financial assets	–	–	51	51	51	
Other, not carried at fair value <sup>a</sup>	–	–	–	158	–	2
<b>Total</b>				<b>400</b>		
Trade accounts payable:						
Measured at amortized cost	2,468	–	–	2,468	2,468	1
Current financial debt:						
Measured at amortized cost	281	–	–	281	281	1
Derivative financial liabilities – current	–	–	145	145	145	
Financial debt and other non-current liabilities:						
Measured at amortized cost	3,348	–	–	3,348	3,514	
Derivative financial liabilities – non-current	–	–	65	65	65	
Non-financial liabilities	–	–	–	114	–	2
<b>Total</b>				<b>3,527</b>		

a After effect of accounting policy change for post-employment benefits described in Note 2

1 The carrying amounts approximate the estimated fair value due to the short-term nature of these 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

Table of Contents

## 28. Financial assets and liabilities continued

2008 (US\$ million)	Carrying amount (based on measurement basis)				Comparison fair value	
	Amortized cost	Fair value level 1	Fair value level 2	Total		
Trade receivables, net:						
Loans and receivables	2,208	–	–	2,208	2,208	1
Designated as at fair value through profit or loss	–	–	103	103	103	
<b>Total</b>				<b>2,311</b>	<b>2,311</b>	
Derivative and other financial assets:						
Derivative financial assets	–	15	361	376	376	
Available-for-sale financial assets	–	–	5	5	5	
<b>Total</b>				<b>381</b>	<b>381</b>	
Derivative financial assets – non-current	–		152	152	152	
Other non-current financial assets:						
Loans and receivables	148	–	–	148	148	
Available-for-sale financial assets	–	–	117	117	117	
Other, not carried at fair value <sup>a</sup>	–	–	–	160	–	2
<b>Total</b>				<b>425</b>		
Trade accounts payable:						
Measured at amortized cost	2,240	–	–	2,240	2,240	1
Current financial debt:						
Measured at amortized cost	211	–	–	211	211	1
Derivative financial liabilities – current	–	6	451	457	457	
Financial debt and other non-current liabilities:						
Measured at amortized cost	2,600	–	–	2,600	2,690	
Derivative financial liabilities – non-current	–	–	125	125	125	
Non-financial liabilities	–	–	–	144	–	2
<b>Total</b>				<b>2,869</b>		

a After effect of accounting policy change for post-employment benefits described in Note 2

1 The carrying amounts approximate the estimated fair value due to the short-term nature of these 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, 2010, 2009 and 2008 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, 2010, 2009 and 2008 into or out of level 3 of the fair value hierarchy.

F-72

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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, 2010, 2009 and 2008 are as follows:

2010 (US\$ million)	Loans and receivables	Available-for-sale financial assets	Derivative assets and liabilities held for trading	Liabilities carried at amortized cost	Total
Interest income	90	–	–	–	90
Interest expense	(5 )	–	–	(167 )	(172 )
Currency gains/(losses), net	–	–	(37 )	–	(37 )
Impairment charges	(12 )	(9 )	–	–	(21 )
Reversal of impairment charges	43	–	–	–	43
Total	116	(9 )	(37 )	(167 )	(97 )

2009 (US\$ million)	Loans and receivables	Available-for-sale financial assets	Derivative assets and liabilities held for trading	Liabilities carried at amortized cost	Total
Interest income	88	–	–	–	88
Interest expense	(20 )	–	(17 )	(126 )	(163 )
Currency gains/(losses), net	–	–	(30 )	–	(30 )
Impairment charges	(16 )	(16 )	–	–	(32 )
Reclassification from OCI	–	9	–	–	9
Reversal of impairment charges	4	–	–	–	4
Total	56	(7 )	(47 )	(126 )	(124 )

2008 (US\$ million)	Loans and receivables	Available-for-sale financial assets	Derivative assets and liabilities held for trading	Liabilities carried at amortized cost	Total
Interest income	104	–	–	–	104
Interest expense	(15 )	–	(20 )	(114 )	(149 )
Currency gains/(losses), net	–	–	(108 )	–	(108 )
Impairment charges	(94 )	(37 )	–	–	(131 )
Reversal of impairment charges	4	–	–	–	4
Total	(1 )	(37 )	(128 )	(114 )	(280 )

1 Includes immaterial amounts relating to financial assets designated as at fair value through profit or loss

28.3 Reported gains and losses on revaluation of available-for-sale financial assets for the years ended December 31, 2010, 2009 and 2008 were as follows:

(US\$ million)	2010	2009	2008
Impairment losses reported in profit or loss	(9 )	(7 )	(37 )
Unrealized gains/(losses) reported in OCI	4	(18 )	9

F-73

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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, 2010, 2009 and 2008, classified by the individual risks being hedged and the applied accounting treatment:

2010 (US\$ million)	Fair value		Notional amounts					Total
	Positive	Negative	<90 days	90 – 180 days	180 days – 1 year	1 – 5 Years	More than 5 years	
Foreign exchange and interest rate risk:								
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
Total foreign exchange and interest rate risk	560	(366 )	7,537	1,455	3,419	3,141	–	15,552
Commodity price risk:								
Cash flow hedges	1	(1 )	8	1	15	1	–	25
Undesignated	40	–	185	16	46	–	–	247
Total commodity price risk	41	(1 )	193	17	61	1	–	272

2009 (US\$ million)	Fair value		Notional amounts					Total
	Positive	Negative	<90 days	90 – 180 days	180 days – 1 year	1 – 5 Years	More than 5 years	
Foreign exchange and interest rate risk:								
Cash flow hedges	238	(98 )	643	405	686	2,518	278	4,530
Fair value hedges	53	(8 )	–	–	–	1,400	803	2,203
Undesignated	60	(93 )	5,067	929	141	126	–	6,263
Total foreign exchange and interest rate risk	351	(199 )	5,710	1,334	827	4,044	1,081	12,996
Commodity price risk:								
Cash flow hedges	4	–	8	20	11	28	–	67
Undesignated	3	(11 )	33	15	30	7	–	85
Total commodity price risk	7	(11 )	41	35	41	35	–	152

2008 (US\$ million)	Fair value		Notional amounts					Total
	Positive	Negative	<90 days	90 – 180 days	180 days – 1 year	1 – 5 Years	More than 5 years	

## Foreign exchange and interest rate risk:

Cash flow hedges	199	(167 )	620	366	796	2,975	578	5,335
Fair value hedges	31	(1 )	–	–	–	–	203	203
Net investment hedges	3	(22 )	359	–	–	–	–	359
Undesignated	279	(313 )	5,087	787	255	90	–	6,219
Total foreign exchange and interest rate risk	512	(503 )	6,066	1,153	1,051	3,065	781	12,116
Commodity price risk:								
Cash flow hedges	11	(12 )	52	4	46	–	–	102
Undesignated	5	(67 )	56	22	49	–	–	127
Total commodity price risk	16	(79 )	108	26	95	–	–	229

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.



Table of Contents

## 29. Derivatives and hedge accounting continued

## 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 movement in the period of the present value of future coupon bond payments to the movement in the value of the associated swaps. There is an immaterial amount of hedge ineffectiveness on these swaps.

Gains/(losses) on fair value hedges recognized in profit or loss for the years ended December 31, 2010, 2009 and 2008 were as follows:

(US\$ million)	2010	2009	2008
Hedging instruments:			
Interest rate swaps	54	–	2
Cross currency swaps	(32 )	(9 )	23
Total gains/(losses) from hedging instruments	22	(9 )	25
Underlying hedged items	(22 )	9	(25 )

## 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 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. The option hedge designation and effectiveness tests excluded the time value element of US\$5 million (2009: US\$5 million) which was recorded in profit or loss as incurred. There was an immaterial amount of hedge ineffectiveness related to these hedges.

F-75

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Table of Contents

## 29. Derivatives and hedge accounting continued

Gains/(losses) on derivative instruments recognized as cash flow hedges and hedges of net investments in foreign operations during the years ended December 31, 2010, 2009 and 2008 were as follows:

2010 (US\$ million)	2010			2009			2008		
	Foreign exchange and interest rate risk	Commodity risk	Net investment hedges	Foreign exchange and interest rate risk	Commodity risk	Net investment hedges	Foreign exchange and interest rate risk	Commodity risk	Net investment hedges
Opening balance of gains/(losses) recognized in OCI	(38 )	(10 )	(67 )	(90 )	(24 )	(57 )	(64 )	25	(126 )
Income taxes	(50 )	4	–	(6 )	(10 )	–	32	(4 )	–
Gains/(losses) recognized in OCI	113	1	(5 )	227	(6 )	(19 )	(88 )	(45 )	196
(Gains)/losses removed from OCI and recognized in profit or loss									
Cost of goods sold	–	15	–	–	30	–	–	–	–
General and administrative	(26 )	–	–	(107 )	–	–	(12 )	–	–
Financial expense, net	22	–	–	(62 )	–	9	42	–	(127 )
Closing balance of gains/(losses) recognized in OCI	21	10	(72 )	(38 )	(10 )	(67 )	(90 )	(24 )	(57 )

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.

During 2008, part of the net investment in the UK and Brazil subsidiaries was repaid to the parent entities through reductions of capital. As a result, US\$127 million of net investment hedging gains 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 were 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 party transactions. The amount recorded in profit or loss in 2010 was a gain of US\$3 million (2009: gain of US\$3 million). Similar currency forward contracts that were not designated for hedge accounting were not used prior to 2009.
- 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.
- 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 2010 was a gain of US\$7 million (2009: gain of US\$3 million; 2008: loss of US\$108 million). The corresponding forecasted transactions offsetting the above amounts in profit or loss may occur in the following periods.

### 30. Subsequent events

On February 8, 2011, the Board of Directors approved a new restructuring program under which Syngenta will build on the combined strength of its Crop Protection and Seeds businesses to fully integrate global commercial operations, driving efficiencies in cost of goods sold and operating expenses, in order to increase customer and shareholder value. Significant cash costs will be charged to expense over the next four years. Annual operating income savings are targeted by 2015, consisting of savings resulting from commercial integration and from procurement and supply chain efficiencies.

#### Approval of the Consolidated Financial Statements

These consolidated financial statements were approved by the Board of Directors on February 8, 2011.