

## **Definitive Notice of the Interim Results**

of the public tender offer by

### **CNAC Saturn (NL) B.V., Amsterdam, the Netherlands**

for all publicly held registered shares with a nominal value of CHF 0.10 each of

### **Syngenta AG, Basel, Switzerland**

On March 8, 2016, CNAC Saturn (NL) B.V., a private company with limited liability ("*besloten vennootschap met beperkte aansprakelijkheid*") incorporated under the laws of the Netherlands, having its corporate seat in Amsterdam and registered with the trade register of the Dutch Chamber of Commerce under number 65434552 (the **Offeror**), published the offer prospectus (the **Offer Prospectus**) for its public tender offer in accordance with articles 125 *et seq.* of the Financial Market Infrastructure Act (the **Offer**) for all publicly held registered shares of Syngenta AG (**Syngenta**) with a nominal value of CHF 0.10 each (each, a **Syngenta Share**). The offer price for each Syngenta Share amounts to USD 465 in cash, less the gross amount of any dilutive effects in respect of the Syngenta Shares prior to the Settlement of the Offer, as further described in the Offer Prospectus.

Terms not defined herein have the meaning assigned to such terms in the Offer Prospectus.

## **Definitive Interim Results**

The participation of the Offeror and the persons acting in concert with the Offeror as of the end of the main offer period on May 4, 2017, 4:00 p.m. CEST (the **Main Offer Period**), is 76,128,826 Syngenta Shares in total (including 10,512,466 Syngenta Shares represented by 52,562,327 ADSs), corresponding to 82.23 % of the issued voting rights and the issued share capital of Syngenta (participation rate), and consists of:

- a total of 75,925,206 Syngenta Shares (including 10,512,466 Syngenta Shares represented by 52,562,327 ADSs) which were tendered into the Offer or the U.S. Offer until the expiration of the Main Offer Period, corresponding to 82.19 % of the 92,374,529 Syngenta Shares to which the Offer relates as of the end of the Main Offer Period (success rate); and
- 203,620 Syngenta Shares which the Offeror and the persons acting in concert with the Offeror held as of the end of the Main Offer Period.

The following overview illustrates the interim results:

	Number of Syngenta Shares	Share capital/ Voting rights (participation rate)	Success rate
Syngenta Shares tendered into the Offer	75,925,206	82.01%	82.19%
Syngenta Shares held by the Offeror and the persons acting in concert with the Offeror as of the end of the Main Offer Period	203,620	0.22%	
Interim results	76,128,826	82.23%	

## First Settlement, Additional Acceptance Period and Second Settlement

The Offer condition pursuant to Section B.8(1)(a) of the Offer Prospectus (*Minimum Acceptance Rate*) has been satisfied and the Offer has been successful. Subject to the Offeror's rights under Section B.8 of the Offer Prospectus:

- the First Settlement of the Offer regarding Syngenta Shares that have been validly tendered and not withdrawn during the Main Offer Period is expected to occur on May 18, 2017;
- the Additional Acceptance Period of 10 Trading Days for the subsequent acceptance of the Offer will start on May 11, 2017, and run until May 24, 2017, 4:00 p.m. CEST, in accordance with Section B.6 (*Additional Acceptance Period*) of the Offer Prospectus; and
- the Second Settlement of the Offer regarding Syngenta Shares that have been validly tendered after the expiration of the Main Offer Period or that will be validly tendered during the Additional Acceptance Period is expected to occur on June 7, 2017.

## Acceptance of the Offer during the Additional Acceptance Period

Shareholders who have not tendered their Syngenta Shares into the Offer during the Main Offer Period may accept the Offer during the Additional Acceptance Period, which ends on May 24, 2017, 4:00 pm CEST. Shareholders of Syngenta should be aware that their custodian bank may set a deadline for tendering their Syngenta Shares that ends prior to May 24, 2017, 4:00 pm CEST, and should proceed according to the instructions of their custodian bank.

## Squeeze-out and De-listing

As further described in Section E.3 (*Intentions of the Offeror with Respect to Syngenta*) and Section K.7 (*Squeeze-out and De-listing*) of the Offer Prospectus, the Offeror reserves the right after the Second Settlement either to request the cancellation of the non-tendered Syngenta Shares by the competent court or, in the context of a squeeze-out merger, to merge Syngenta with a company directly or indirectly controlled by the Offeror whereby the remaining shareholders would receive a compulsory compensation instead of shares of the surviving company, if the legal requirements are met. Furthermore, the Offeror intends to cause Syngenta to apply with the SIX Swiss Exchange for the de-listing of the Syngenta Shares and for an exemption from certain reporting and publicity obligations until the date of de-listing of the Syngenta Shares, in each case in accordance with the listing rules of the SIX Swiss Exchange. In addition, the Offeror intends to

de-list the ADSs from trading on the New York Stock Exchange as soon as possible following the settlement of the Offer.

## Offer Restrictions

The Offer is subject to the Offer restrictions set forth in the Offer Prospectus. The Offer Prospectus may be obtained free of charge (in German, French and English) from Credit Suisse AG, Zurich (email: [equity.prospectus@credit-suisse.com](mailto:equity.prospectus@credit-suisse.com)). The Offer Prospectus and other information concerning the Offer are also available at <http://www.chemchina.com/press>.

Syngenta AG	Swiss Security Number	ISIN	Ticker Symbol
Registered shares <b>not tendered</b> (first trading line)	1 103 746	CH001 103 746 9	SYNN
Registered shares <b>tendered</b> (second trading line)	31 612 454	CH031 612 454 1	SYNNE
Registered shares <b>tendered</b> (third line, not open for trading, for USD/CHF Conversion Facility)	31 631 324	CH031 631 324 3	-

May 10, 2017

Lead Financial Advisor



Financial Advisor and Offer Manager

Financial Advisor



Financial Advisor



Financial Advisor



Financial Advisor



Information Agent

