

FINAL TERMS

In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products.)

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor” should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”) or in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 the “Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

Final Terms dated 22 April 2020

Syngenta Finance N.V.
LEI: 54930042S3BYCEGOCN86

Issue of EUR 100,000,000 3.375 per cent. Senior Unsecured Notes due April 2026

to be immediately fungible and form a consolidated series with the

EUR 500,000,000 3.375 per cent. Senior Unsecured Notes due April 2026

Guaranteed by
Syngenta AG
LEI: 549300HTOMQG20JYV568

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

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 16 March 2020 which constitutes a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the

Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at www.bourse.lu and the website of the Issuer at <https://www.syngenta.com/> and during normal business hours at the offices of Syngenta Finance N.V. at Westeinde 62, 1601 BK Enkhuizen, The Netherlands and The Bank of New York Mellon at One Canada Square, London E14 5AL, United Kingdom and copies may be obtained from the offices of Syngenta Finance N.V. at Westeinde 62, 1601 BK Enkhuizen, The Netherlands and The Bank of New York Mellon at One Canada Square, London E14 5AL. The Final Terms in respect of Notes which are admitted to trading on the regulated market of the Luxembourg Stock Exchange will be available for viewing on the website of the Issuer (<https://www.syngenta.com/>) and the website of the Luxembourg Stock Exchange (www.bourse.lu).

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| 1. | (i) | Series Number: | 12 |
| | (ii) | Tranche Number: | 2 |
| | (iii) | Date on which the Notes become fungible: | The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the EUR 500,000,000 3.375 per cent. Senior Unsecured Notes due April 2026 issued on 16 April 2020 as Series 12 Tranche 1 on the Issue Date |
| 2. | | Specified Currency or Currencies: | Euro (“ EUR ”) |
| 3. | | Aggregate Nominal Amount: | |
| | (i) | Series: | EUR 600,000,000 |
| | (ii) | Tranche: | EUR 100,000,000 |
| 4. | | Issue Price: | 101.955 per cent. of the Aggregate Nominal Amount plus accrued interest from 16 April 2020 |
| 5. | (i) | Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000. |
| | (ii) | Calculation Amount: | EUR 1,000 |
| 6. | (i) | Issue Date: | 24 April 2020 |
| | (ii) | Interest Commencement Date: | 16 April 2020 |
| 7. | | Maturity Date: | 16 April 2026 |
| 8. | | Interest Basis: | 3.375 per cent. Fixed Rate

(further particulars specified below) |
| 9. | | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 10. | | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 11. | | Put/Call Options: | Change of Control Put

Issuer Call |

Three Month Par Call

(further particulars specified below)

12. Date Board approval for issuance of Notes and Guarantee obtained: 3 April 2020 and 20 February 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Note Provisions:** Applicable
- (i) Rate of Interest: 3.375 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 16 April in each year from and including 16 April 2021, to and including the Maturity Date
- (iii) Fixed Coupon Amount: EUR 33.75 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
14. **Floating Rate Note Provisions:** Not Applicable
15. **Adjustment of Rate of Interest (Condition 9):** Applicable

(i) Threshold Ratings:	<u>Moody's Threshold Ratings⁽¹⁾</u>	<u>Percentage</u>
	Ba3	0.25 per cent.
	B1	0.50 per cent.
	B2	0.75 per cent.
	B3 or below	1.00 per cent.

⁽¹⁾ Including the equivalent ratings of any substitute Rating Agency.

	<u>S&P Threshold Ratings⁽¹⁾</u>	<u>Percentage</u>
	BB+	0.25 per cent.
	BB	0.50 per cent.
	BB-	0.75 per cent.
	B+ or below	1.00 per cent.

⁽¹⁾ Including the equivalent ratings of any substitute Rating Agency.

	<u>Fitch Threshold Ratings⁽¹⁾</u>	<u>Percentage</u>
	BB+	0.25 per cent.
	BB	0.50 per cent.

BB- 0.75 per cent.

B+ or below 1.00 per cent.

⁽¹⁾ Including the equivalent ratings of any substitute Rating Agency.

(ii) Maximum Increase Amount: 2.00 per cent.

16. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. **Call Option** Applicable

(i) Optional Redemption Date(s): Any date from but excluding the Issue Date to but excluding the Maturity Date

(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): EUR 1,000 per Calculation Amount in the case of the Optional Redemption Date falling on any date from and including the date of commencement of the Three Month Par Call to but excluding the Maturity Date.

Make-Whole Redemption Amount in the case of any Optional Redemption Date falling in the period from but excluding the Issue Date to but excluding the date of commencement of the Three Month Par Call..

(A) Reference Bond: Deutsche Bundesrepublik (DBR) 0.50 per cent. due February 2026

(B) Reference Bond As set out in Condition Rate: 11(c)

(C) Reference Price: Not Applicable

(D) Quotation Time: 11.00 am CET

(E) Redemption Margin: 0.60 per cent.

(iii) Notice Period: As set out in Condition 11(c)

18. **Three Month Par Call** Applicable

19. **Put Option** Not Applicable

20. **Change of Control Put Option** Applicable

EUR 1,010 per Calculation Amount.

21. **Final Redemption Amount** EUR 1,000 per Calculation Amount

22. **Early Redemption Amount**

(i) Early Redemption Amount (Tax) per Calculation Amount payable on redemption for taxation reasons: EUR 1,000 per Calculation Amount

- (ii) Early Termination Amount per Calculation Amount payable on redemption on event of default: EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. **Form of Notes:** Bearer Notes:
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
24. **New Global Note:** Yes
25. **Additional Financial Centre(s):** Not Applicable
26. **Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):** No
27. **Calculation Agent:** Principal Paying Agent

SIGNED on behalf of the Issuer:

By:
Duly authorised

SIGNED on behalf of the Guarantor:

By:
Duly authorised

PART B — OTHER INFORMATION

1. LISTING

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| (i) | Listing: | Official List of the Luxembourg Stock Exchange. |
| (ii) | Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date. |
| (iii) | Reasons for the offer: | The net proceeds of the issue of the Notes will be applied by the Issuer for general corporate purposes of the Guarantor's operating subsidiaries, including, without limitation, the refinancing of outstanding indebtedness.

Estimated Net Proceeds amount to EUR 101,653,972.60. |
| (iv) | Estimate of total expenses related to the admission trading: | EUR 2,400 |

2. RATINGS

The Notes to be issued are expected to be rated:

Standard & Poor's Credit Market Services Europe Limited: BBB-
Moody's Investors Service Limited: Ba2
Fitch Ratings Limited: BBB

Each of Standard & Poor's Credit Market Services Europe Limited, Moody's Investors Service Limited and Fitch Ratings Limited is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**"), and is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu/page/List-registered-and-certified-CRAs) in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/ OFFER

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

5. YIELD

Indication of yield: 3.000 per cent.

6. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS2154325489 |
| (ii) | Common Code: | 215432548 |

(iv)	Any clearing system(s) other than Euroclear Bank SA/NV and/or Clearstream Banking, société anonyme and/or SIX SIS AG and the relevant identification number(s):	Not Applicable
(v)	Delivery:	Delivery against payment
(vi)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(vii)	Intended to be held in a manner which would allow Eurosystem eligibility:	<p>Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.</p> <p>Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.</p>
(viii)	Relevant Benchmark:	Not Applicable

9. DISTRIBUTION

(i)	Method of distribution:	Non-Syndicated
(ii)	If syndicated, names of Managers:	Not Applicable
(iii)	Stabilising Manager(s) (if any):	Not Applicable
(iv)	If non-syndicated, name of Dealer:	Credit Suisse Securities (Europe) Limited
(v)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
(vi)	Prohibition of Sales to EEA and UK Retail Investors	Applicable