

**Decision of the Takeover Board dated 29 April 2016 regarding the handling of the employee participation programs of Syngenta in respect of the public tender offer by CNAC Saturn (NL) B.V. for all publicly held shares of Syngenta AG**

On 1 resp. 2 February 2016 the Compensation Committee and the Board of Directors of Syngenta decided to specify, and in certain cases amend, the employee participation programs of Syngenta for the event of a success of the above-mentioned public tender offer. These decisions ensure inter alia that "Change of Control" provisions in the employee participation programs are only applicable if the offer is successful, and that in such case all shares which are not yet owned by the entitled employees will be compensated in cash. In the report of the Board of Directors of Syngenta pursuant to Art. 132 FMIA, included in the offer prospectus of CNAC Saturn (NL) B.V. of 8 March 2016 in let. H (page 22), the Board of Directors described these decisions by the Compensation Committee and the Board of Directors in detail.

With its decision 624/03 dated 29 April 2016, the Swiss Takeover Board approved the handling of the employee participation programs as resolved by the Board of Directors resp. by its Compensation Committee and described in the report of the Board of Directors, taking into account the special dividend amounting to CHF 5.00 per Syngenta share, conditionally resolved by the ordinary General Meeting of 26 April 2016. This decision of the Takeover Board is available on the homepage of the Takeover Board via <http://www.takeover.ch/>.